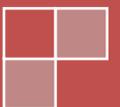


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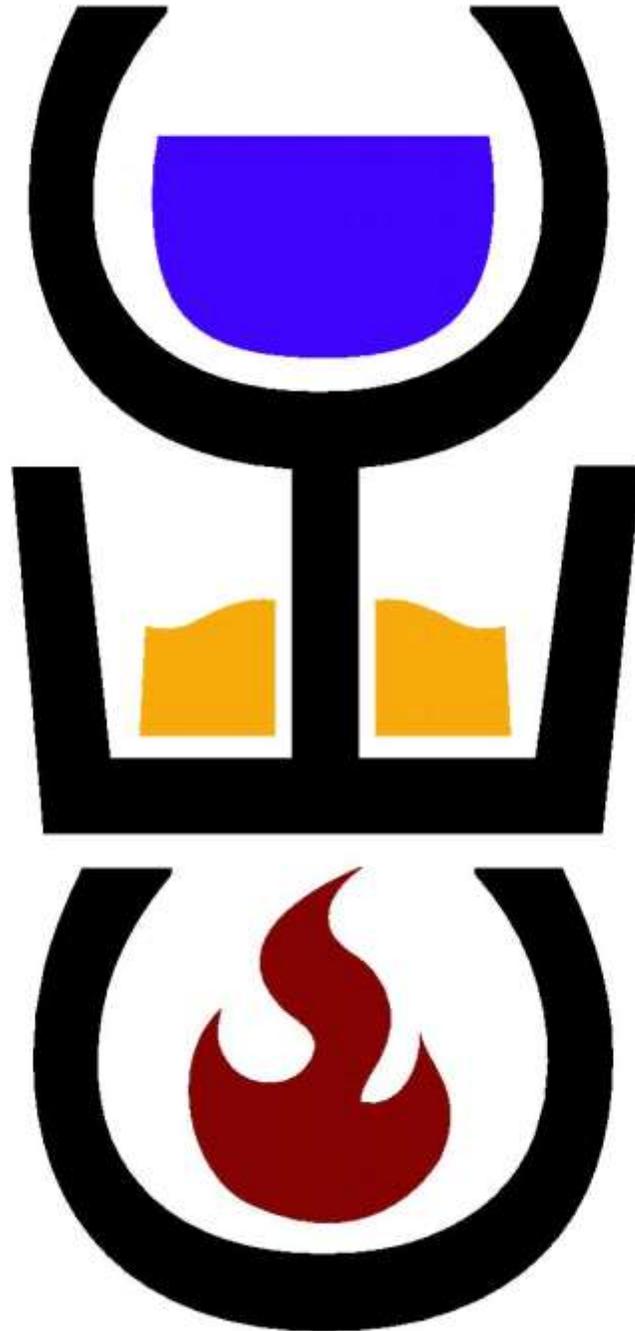
By-Laws Template

Diocese By-Laws

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Introduction



Introduction

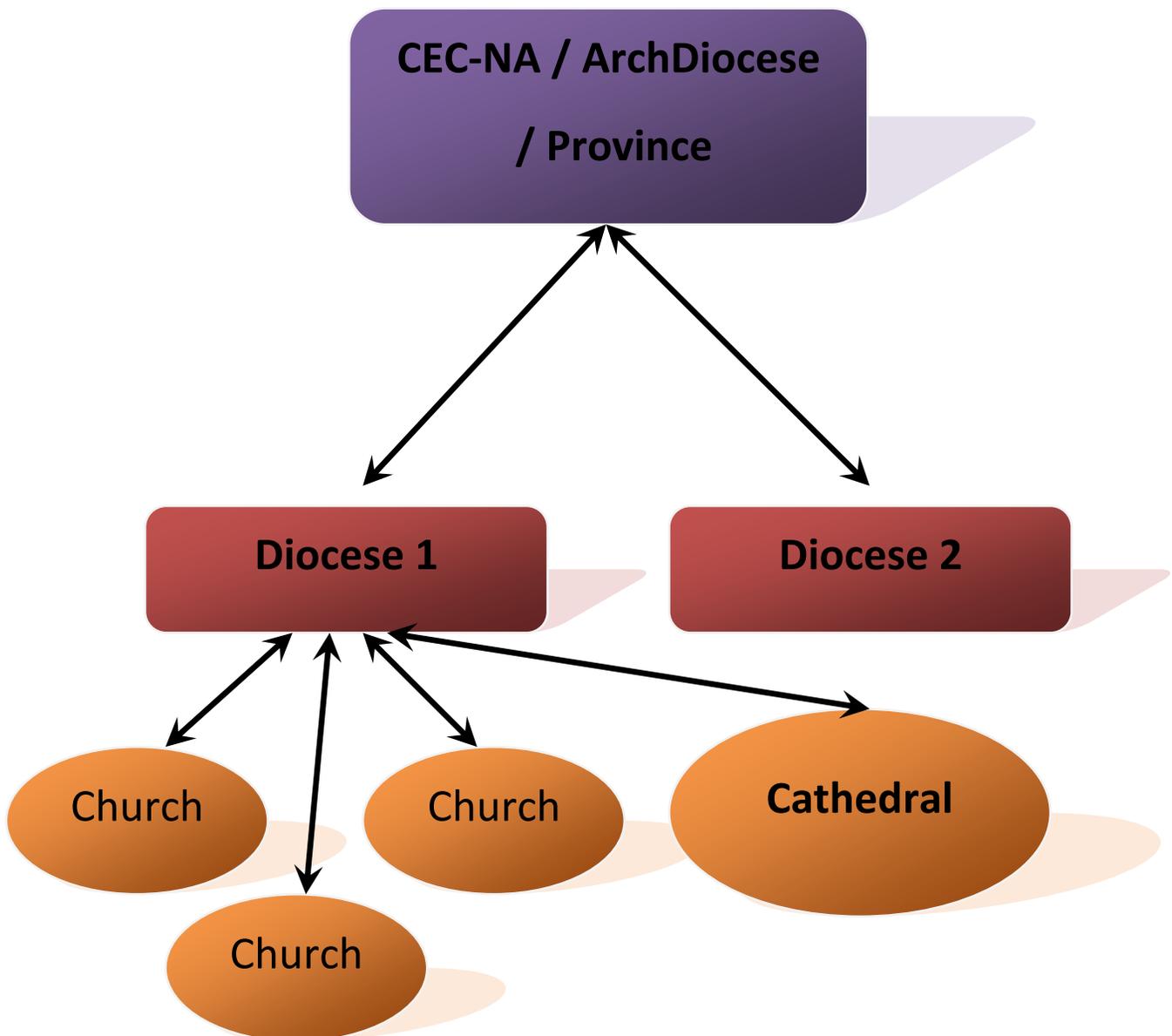
Contents

Overview	3
Introduction	4
Articles of Incorporation	7
By-laws	11
Sample Corporate Minutes	16
Sample Corporate Resolution for Purchase.....	17
Charismatic Episcopal Church Organizational Structure	18

Introduction

Overview

The Diocese Structure is a legal corporation called an “Association of Churches”. The Diocesan Corporation may have the same address as the Cathedral, the same Bishop leading it. But it is a different legal entity than the Cathedral. This allows the Cathedral to operate as a church, and not assume the insurance, billing, and liability issues of the diocese. The Cathedral becomes first among equals in the diocese. This structure prevents the Cathedral’s congregation from having to bear a larger share of the burden for Diocese support than any other church.



Introduction

Introduction

The CEC-NA Incorporation Booklet provides the minimum requirements to incorporate as a member Diocese of the Charismatic Episcopal Church in the United States.

Each state may have unique requirements, so please check the business section of your states Secretary of State web site. It is ideal to have a lawyer review your documents for compliance with state regulations and requirements but not a requirement.

This document provides guidelines for incorporating a CEC-NA Diocese within the United States. This booklet provides the minimum guidance, and can be added to, but not subtracted from. It provides the minimum lines of authority required of a communion. The Term Communion was defined as *“In relationship with the Patriarch and his Bishops, within the bonds of the Eucharistic celebration, faith, worship, sacraments, and governance.”* January 2009 ICCEC Patriarch Council Statement.

There are three basic steps to incorporation your Diocese¹

1. Register with your Secretary of State, for this you will need board members, Articles of Incorporation and by-laws. Cost should be between \$100-\$300.
2. File for EIN (Employer Indention Number) with the IRS
3. Apply for state and local tax exemptions. (Even if you are a 5013c in the eyes of the Federal Government, you must pay local Sales Tax unless you have received an exemption from sales tax. Contact your state department of revenue for forms.
4. Establish proper accounting procedures and adhere to the requirements set forth in your by-laws.
5. You may apply for Federal tax-exempt status with the IRS (Form 1023 Application for Recognition of Exemption)
 - a. If you have been approved as a non-profit 501-3c there are no annual federal reporting requirements.

¹ A mission diocese does not follow these procedures; it acts as extension of the National Church or Province.

Introduction

The CEC-NA has the following hierarchy of documents that govern its conduct.

The Canons: These are the final authoritative document in the CEC-NA, no document can contradict the published canons.

The Polices: These are directive regulations that prescribe how specific actions are to occur. Policies are authoritative. They prescribe how specific statements and issues stated in the canons are to be handled and reported. Polices must be approved by the House of Bishops to be binding.

The Standard Operating Procedures: These are guidance on how to conduct the day to day business of the CEC-NA. These procedures are designed to make communication within the CEC-NA simple and clear by providing a standard framework in which common business is conducted.

The Articles of Incorporation: The Articles of Incorporation (aka Certificate of Incorporation or the Corporate Charter) are the primary rules governing the management of a corporation in the United States, and are filed with the state. These are filed to describe legally how we intend to operate as a diocese. These are not as detailed as the by-laws and answer these questions for the state:

- The corporation's name and location
- Whether the corporation's existence is permanent or limited for a specific period of time
- The corporation must state the purposes for which it is formed
- In the United States, if a corporation is to be organized as a non-profit, wording must be included stating no part of the assets of the corporation are to benefit the members
- The number and names of the corporation's initial Board of Directors organizing the corporation
- The location of the corporation's "registered office" - the location at which legal papers can be served to the corporation if necessary. Some states further require the designation of a Registered Agent: a person to whom such papers could be delivered.

Introduction

The By-Laws: These are often not filed with the state, but they must be voted on and accepted by the Board of the Directors. Corporate and organizational bylaws regulate only the organization to which they apply and are generally concerned with the operation of the organization, setting out the form, manner or procedures in which a company or organization should be run. Corporate bylaws are drafted by a corporation's founders or directors under the authority of its Articles of Incorporation.

Bylaws can cover a great deal of issues, but generally cover topics such as how directors are elected, how meetings of directors are conducted, and what officers the organization will have and a description of their duties.

In the CEC-NA by-laws reference the ICCEC canons as an authoritative document and do not need to restate what they contain.

Warning: The By-laws are legally binding once accepted, ensure that the church conducts its business in accordance with the canons, by-laws and policies. Failure to operate the church as stated by the by-laws (meetings, reports etc.) make the Diocese vulnerable to legal actions, since if you are not following your own by-laws you can lose the protection they provide.

ARTICLES OF INCORPORATION

Articles of Incorporation

*(Below is the template of CEC Diocese Articles of Incorporation)
(Language that is required specifically to be a CEC Diocese is in underlined.)*

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of (Name State), do hereby certify:

First:
Name

The name of the Corporation shall be Diocese of _____) of
the Charismatic Episcopal Church of North America (CEC-NA)

Second:
Location

The place in this state where the principal office of the Corporation is to be located at (*Street, City or town, County, State*).

Third:
Purpose

Said corporation is organized as a association of churches exclusively for charitable, religious, educational, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

ARTICLES OF INCORPORATION

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. ²

Fourth: Board

The names and addresses of the persons who are the initial trustees (Board of Directors) of the corporation are as follows:

Name	Address	Title
Person 1	123 Bob Ave, Somewhere, NY 11510	President
Person 2	456 John Rd, Somewhere, NY 11510	Secretary ³
Person 3	567 Jim St, Somewhere, NY 11510	Treasury
Person 4	890 Dave Pl, Somewhere, NY 11510	Member

Board of Directors will adopt By-laws of the corporation in accordance with the ICCEC & CEC-NA Canons and policies and procedures of the CEC-NA. Board of Directors will adopt By-laws of the corporation. The power to alter, amend or repeal the by-laws of the corporation of adopt new By-Laws shall be as provided in the by-laws.

² This text makes it clear that the church is a non-profit organization.

³ The Secretary will conduct most of the diocese business, should be carefully selected.

ARTICLES OF INCORPORATION

Fifth: Register Agent

The name of the registered agent is: Person with address –or- register Agent Corporation with address.⁴

Seventh: Dissolution:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Eighth: Members

The Corporation will have no members.⁵

Ninth Term

The term of this corporation is perpetual.

⁴ See your State Regulations of the requirement of Registered Agent (This is a person or address that will receive legal filings, summons etc.)

⁵ Membership in this corporation is not the same as communicate in the church. A communicate is defined in the canons, a member of this corporation is fiduciary responsible for the conduct of the corporation.

ARTICLES OF INCORPORATION

Tenth:
Identification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities of liabilities to which any person may be entitled, whether as a matter of law, under the by-laws of the Corporation by agreement, vote of the members of disinterested director of the Corporation or otherwise.

These articles will be effective upon filing.

This is the _____ day of _____, 200__.

Printed Name of President

Signature

Printed Name Secretary

Signature

Sample Corporate Resolution

By-laws

(Below is the template of CEC Diocese By-Laws)

(Language that is required specifically to be a CEC Diocese is in underlined.)

ARTICLE I

NAME

The name of this organization shall be the Diocese of (Name) of the International Communion of the Charismatic Episcopal Church-North America (abbreviated CEC-NA-NA)

ARTICLE II

AUTHORITY ACKNOWLEDGED

The Diocese of (Name) accedes to the doctrine, discipline and worship in accordance with the canons, policies, procedures, of the ICCEC and CEC-NA as published by the Patriarchs Council and Primate's Council.

ARTICLE III

LOCATION

The principal place of business of the Diocese of (Name) shall be (address, state, zip), or such other place as shall be lawfully designated by the Bishop. The Registered Agent of the Diocese of (Name) is (name, address, state, zip).

Sample Corporate Resolution

ARTICLE IV **PURPOSE**

The purpose of the CEC-NA and the Diocese of (*Name*) is to be a Eucharistic community that exists to make visible the Kingdom of God to the nations of the world; to provide a home of fatherly care, loving community and evangelistic outreach; To reach the least, the lonely, the lost for God.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to it board members, officers, supervisory person or private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the prior enumerated purpose.

ARTICLE V **MEMBERSHIP**

The Diocese (*Name*) has no members

ARTICLE VI **BISHOP'S DIOCESAN COUNCIL**

The Diocese of (*Name*) council members are those rectors, clergy and men designated by the Bishop as representing the Diocese. All full members of the Bishop's Council have equal standing, the Bishop possesses the right to determine the decision in the absence of consensus. The Bishop's Council is responsible for the proper implementation of all issues regarding worship, canon law, policies, and procedures as published by the ICCEC Patriarch's Council and CEC-NA-NA Primates Council. No Diocesan clergy or Diocesan authority can make any rules, policies, procedures, regulations, or laws that contravene the published will of the Bishop's Council. The Primate is a member of the Diocesan Council.

Sample Corporate Resolution

ARTICLE VII **BOARD OF DIRECTORS**

The (Church Name) Board of Directors is appointed by the Diocesan Bishop who serves as the President, all members will be approved by the Bishop. The board serves at the pleasure of the Bishop. The Presiding Primate is on the board. The Board of Directors maintains fiduciary responsibility for the operation of the corporation.

The Board of Directors is responsible for the business and financial and legal administration of the Diocese in accordance with the published will of the Bishop's Council.

The Board of Directors manages the ownership of the Diocese's assets through the corporation and ensures it operates in accordance with Canon Law, and CEC-NA polices.

The corporation shall indemnify any officer of the corporation to the maximum extent permitted by law.

The Board will consist of a minimum of four members.

The names and addresses of the current Board of Directors are:

Name	Address	Title
Bishop	123 Bob Ave, Somewhere, NY 11510	President
Person 2	456 John Rd, Somewhere, NY 11510	Secretary
Person 3	567 Jim St, Somewhere, NY 11510	Treasury
Craig Bates	50 St Thomas PL, Town, NY 11510	Primate

ARTICLE VIII **MEETINGS**

The Board of Directors will meet at least once a year at a time and location determined by the Bishop. All members must be notified in writing in sufficient time to attend. The agenda, dates and times of these meetings will be held and published in accordance with the published CEC-NA Polices and Standard Operating Procedures. Quorum for standard meeting is two thirds of board members present, which must include the bishop.

Sample Corporate Resolution

ARTICLE IX

Acquisition, Sale, Mortgaging or Leasing of Real Property or Church Association

A vote for the acquisition, sale, mortgaging and/or leasing of real property and/or change in association shall only take place with a special quorum that requires the attendance of the bishop, rector and the entire board. The vote to for the acquisition, sale, mortgaging and/or leasing of real property and/or change in association must pass with a 2/3rd majority vote and the approval of the rector. The Bishop must be present for the vote unless he waives this in writing.

ARTICLE X

ORGANIZATION

The CEC-NA is organized around the basic premise of where the bishop is, there is the church and our unity is found in bishop and Eucharist. The CEC-NA is governed by councils at each layer of authority, Patriarch (International), Primate (National), Bishop (Province/Diocese), Bishop (Cathedral), Bishop (Ministry) and Priest (Local). Each Council operates in accordance with the published CEC-NA Polices and Standard Operating Procedures.

ARTICLE XI

RESPONSIBILITIES

The (Diocese) is responsible for the development and administration of the Diocese, its Cathedral, Churches, Missions, Ministries, Orders and Territories under its authority. The Diocese ensures they operate in accordance with the stated Mission, Identity and Vision of the CEC-NA as published in the canons and the CEC-NA Polices and Standard Operating Procedures

Sample Corporate Resolution

ARTICLE XII **AMENDMENTS**

These by-laws may be amended when necessary by the Board of Directors by a 2/3rd majority, and presiding Bishop.

Sample Corporate Resolution

Sample Corporate Minutes

(Below is an example sample minutes of an annual meeting).

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE (NAME DIOCESES) COMMUNION OF THE CHARISMATIC EPISCOPAL CHURCH

Proper notice having been given a regular annual meeting of the Board of Directors of the *(Name Diocese)* of the Charismatic Episcopal Church of North America, a *(State)* non-profit corporation, was held on the 7th day of October, 2009 at 7:30 PM, at *(address)*

The meeting was called to order and opened in prayer by the President of the Board, *(Father One)*.

President, *(Father One)*, announced the purpose of the meeting was to conduct the regular business of this corporation. He then asked for a role call to establish a quorum.

Secretary, *(Person 2)*, called role and recorded the following are present:

Father One	123 Bob Ave, Somewhere, N Y 11510	President
Person 2	456 John Rd, Somewhere, NY 11510	Secretary
Person 3	567 Jim St, Somewhere, NY 11510	Treasury
Person 4	890 Dave Pl, Somewhere, NY 11510	Member

Having established that a quorum was present, the Secretary then presented the minutes of our last meeting. After review, a motion made by *(Person 2)* that we accept and confirm the minutes as accurate, and that they be added to the official record of this corporation, this was seconded by *(Person 3)* and carried by unanimous voice vote.

OLD BUSINESS: None

NEW BUSINESS: The Treasurer, *(Person 3)*, reported the financial status of the church, profit & loss and assets & liabilities. *(Person 4)* made a motion that we accept this written report as true and accurate, it was seconded by *(Person 2)* and carried by a unanimous voice vote. The report was added to the official report of the corporation.

(Father One) blessed the meeting, *(Person 2)* made a motion that we adjourn. The motion was seconded by *(Person 3)* and received a unanimous vote.

Signed

Person 2 (Secretary)

Sample Corporate Resolution

Sample Corporate Resolution for Purchase

(Below is an example of a Certified Resolution. These are used when one person will act for the Corporation in signing a lease, rental agreement, loan etc. These are signed by the Corporate Secretary who will maintain accurate records and can verify the statements made in the resolution.)

**CERTIFIED RESOLUTIONS OF THE BOARD OF DIRECTORS OF
(NAMED) DIOCESE**

The undersigned hereby certifies that:

1. He is the duly elected, qualified and acting secretary of *(Church Name)*, a *(State)* not for profit (“Corporation”) and as such is familiar with books and records of the Corporation;
2. That the following resolutions were duly adopted by unanimous written consent of the Board of Directors of the Corporation, as provided by the laws of the State of *(State)*;
3. That the following is a true and correct copy of such resolutions; and
4. That such resolutions are in full force and effect;

RESOLVED, that the Corporation shall enter into that certain loan between the Corporation and Bank of America concerning the property of 123 Church Road owned by the Big Corporation for the intended use of a building a church; and

RESOLVED FURTHER, that The Reverend Father One, Priest and Rector of the Corporation, is hereby directed to execute the foregoing Loan and all other documents required to consummate the transaction described therein.⁶

IN WITNESS WHEREOF, I have hereunto subscribed my name as of 30 July, 2009.

Signed

Person 2 (Secretary)

⁶ Person designate could be Corporate secretary or other board member if qualified.

By-laws

Charismatic Episcopal Church Organizational Structure

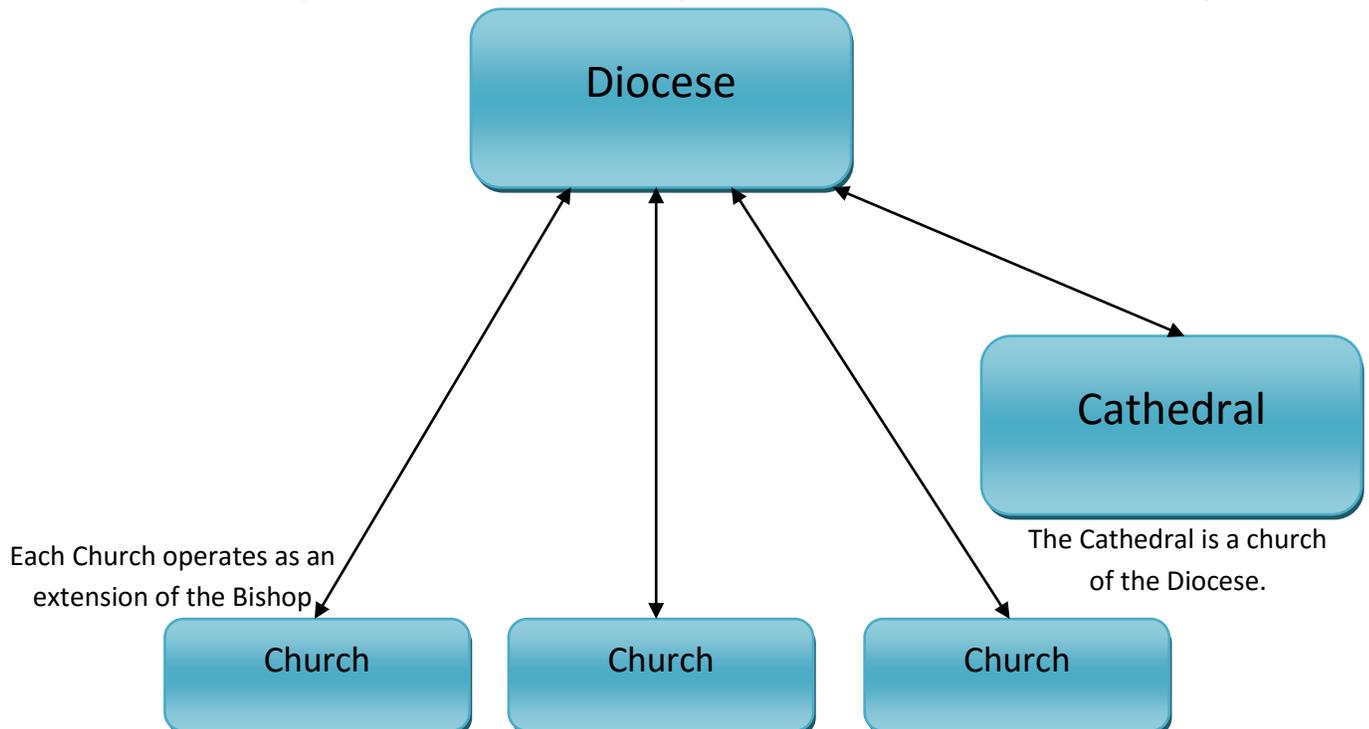
- **International Church is responsible for**
 - Vision, Doctrine, Unity, Worship, Canon Law
- **The National Church is responsible for**
 - Administration, Governance, Education, Seminary, Standards, Ordination Recommendation, Church Planting-Growth
- **Cathedral/Diocese/Province is responsible for**
 - Expertise, Resources, Clergy Nomination & Discipleship, Ordination
- **Church is responsible for:**
 - Personal Ministry, Outreach, Laity Education, Evangelism

The CEC Diocese

The Bishop's wears two hats, one as the rector of the Cathedral the other as the Bishop of the Diocese.

The Bishop is President of two entities.

The Diocese is the corporate entity that oversees the churches. When the Bishop speaks to the Churches and People of the Diocese he does not speak as the rector but as the Diocesan Bishop.



By-laws

By-laws

