



**The Universal Life Church Monastery's**  
**Ministry Launch Forms**

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# SAMPLE ARTICLES OF INCORPORATION

**Note:** These are *sample* Articles of Incorporation. This type of document is meant to define the legal and financial structure of a business entity, which is done in order to become an official, legally-recognized corporation. Businesses incorporate to protect themselves and their employees from legal action or to receive tax incentives. This is true for both profit and non-profit organizations; churches like the Universal Life Church and yours constitute the latter.

You are free to use this document as a framework for creating your own Articles of Incorporation. Please know that each state has its own requirements for filing this document so you will need to review the appropriate requirements for incorporation in your state. These can be found and downloaded at no charge on each State's Secretary of State website under their Corporations section.

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## ARTICLES OF INCORPORATION

### ARTICLE 1 - NAME

The name of the corporation is \_\_\_\_\_ (your organizations name here),  
Inc., Doing Business As (DBA) \_\_\_\_\_

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious and religious-educational purposes, including for in-kind purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code which governs non-profit corporations.

### ARTICLE 3 - PROHIBITIONS

No part of any earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons for any reason not authorized by the Board of Directors, except that the corporation shall be authorized and empowered to pay reasonable, measurable and verifiable competitive compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of \_\_\_\_\_ (your Church's name here) shall be dedicated to, or otherwise attempt to influence United States State or Federal legislation, and the corporation shall not participate or intervene in 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 permissible (A) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (B) by a corporation, contributions to which are deductible under section 1: 70(c)(2) of the Internal Revenue Code.

**ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation as defined by process in the By-laws of the corporation.

**ARTICLE 5 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE 6 - CAPITAL STOCK**

This corporation shall issue no capital stock and shall be composed of members rather than stockholders.

**ARTICLE 7 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-laws of the Corporation.

**ARTICLE 8 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are defined in the By-laws of the Corporation.

**ARTICLE 9 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this corporation is:

\_\_\_\_\_ (name of Agent)  
c/o \_\_\_\_\_ (name of business of Agent)

\_\_\_\_\_  
\_\_\_\_\_,(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code)

**ARTICLE 11 - PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_,(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code)

**ARTICLE 12 - INCORPORATOR**

*The name and address of the incorporator of this corporation is:*

\_\_\_\_\_  
c/o \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_,(City) \_\_\_\_\_ (State) \_\_\_\_\_ (Zip Code)

**ARTICLE 13 - AMENDMENTS**

These Articles of Incorporation may be amended at any time in the manner provided by the laws adherent to the jurisdiction of the State of \_\_\_\_\_. Every amendment shall be approved by the Board of Directors, proposed by them to the voting members, and approved at a members meeting by a quorum of the Members as defined by the By-laws of the corporation.

**ARTICLE 14 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation, who was wholly successful in the defense of any proceeding(s) to which the director or officer was a party to, or because the director or officer is or was a director or officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or officer in connection with said proceeding(s). The Corporation may indemnify an individual made a party to a proceeding(s) because the individual is or was a director, officer, employee or agent of the corporation, against liability if authorized in the specific case, after determination in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors, officers, employees and agents of the Corporation. Indemnification shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise,

whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

#### ARTICLE 15 - COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

#### ARTICLE 16 - DISSOLUTION

Upon 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 shall be distributed to the federal government, or so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal officer of the corporation is then located, exclusively for such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

# SAMPLE CHURCH BY-LAWS

**Note:** These are sample church by-laws and should only be used for reference when creating your own church or ministry. Use these sample by-laws as a guideline only. These sample by-laws in no way represent the offering of legal counsel or advice by the Universal Life Church Monastery.

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**BY- LAWS OF** \_\_\_\_\_ (name of your Church)

## ARTICLE I - PRINCIPAL OFFICE

The principal office of the Corporation, (also referred to as the "Church") shall be located at:

\_\_\_\_\_ (Street Address),  
\_\_\_\_\_ (City), \_\_\_\_\_ (State) \_\_\_\_\_ (Zip).

Other contact information is:

\_\_\_\_\_ (website)  
\_\_\_\_\_ (email address)  
\_\_\_\_\_ (phone number)  
\_\_\_\_\_ (fax number).

## ARTICLE II - STRUCTURE OF MINISTRY, CIVIL, AND ECCLESIASTICAL

2.1 Legal Structure. The officers of the corporation are

\_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_; (You must have a minimum of 3 officers: a President, Secretary and Treasurer. They cannot be the same person. You can then have other positions, defined by yourself or by consensus, to fulfill whatever role is needed for the smooth operation of the corporate entity. It is a best-practices rule to have a President, Vice-President, Secretary and Treasurer.)

2.1.1 The President shall be \_\_\_\_\_ (input religious leader title here) and shall preside at all meetings, shall make an annual report as to the status and condition of the corporation to this Board of Directors no later than \_\_\_\_\_ (input date of formation +12 months). The President shall sign all certificates, contracts, deeds and other instruments of the corporation. During the absence or disability of the President, the \_\_\_\_\_ (input title of Board Member with proxy responsibility here) shall exercise all the powers and discharge all the duties of the President.

2.1.2 The \_\_\_\_\_ (input title of person in charge of spiritual leadership) shall exercise creative input on the spiritual content of the church material and shall be diligent in the act of upholding and improving the overall teaching and practice standards of the church.

2.1.3 The Secretary shall keep the minutes of all meetings: shall have charge of the seal and corporate books and shall make such reports and reform such duties as are required of him or her by the corporation, and shall sign all certificates, contracts, deeds and other instruments of the corporation as directed by the President, Treasurer and duties outlined in Articles of Incorporation.

2.1.4 The Treasurer shall have custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse rightful funds of the corporation in payment of the just demands against the corporation or as may be required. The Treasurer shall make an accounting of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer will use an audit-approved accounting system as approved by the Board of Directors.

2.1.5 The officers of the corporation shall hold offices until their successors are duly elected and qualified, or until a written Letter of Resignation is tendered to the members of the Board of Directors and accepted by same.

2.1.6 The Board of Directors shall meet at least once each year, one day before the end of the fiscal year, in person. Special meetings may be called if and when the same may become necessary. Appropriate notice for Special Meetings shall be given to all Board Members, as described in the articles of Incorporation.

2.2 Ecclesiastical Structure. The Ecclesiastical structure of the Ministry shall be composed of:

2.2.1 The Board of Directors, and any member deemed necessary, voted upon and approved by said board.

### **ARTICLE III - THE BOARD OF DIRECTORS, ITS ORGANIZATION, POWERS AND DUTIES**

3.1 BOARD OF DIRECTORS: The Board of Directors of the Church shall be at least 3 persons in number. The Board of Directors must always have an odd number of members, and are granted all necessary powers to exercise all directives necessary for the operation of the Church, expressed or implied, which shall be necessary and proper to carry out all the executive functions, and all other powers both civil and ecclesiastical as may be determined by the By-Laws, Articles of Incorporation, and approved and adopted resolution by the Board of Directors.

3.1.1 TERMS: The members of the Board of Directors shall be elected for a term of \_\_\_\_\_ (insert appropriate number/year(s) term here). The Term shall be computed from the day of election to the post and each member may hold office until such time as an election by the members can be had. Elections schedules and procedures shall be defined in these By-Laws. It shall be determined by unanimous vote of the Board, the length of term of service to be rendered to the Board of Directors.

3.1.2 ELECTIONS: Elections shall be held every \_\_\_\_\_ (put in date of 3/4 through term here.) The required number of votes for office holder approval shall be \_\_\_\_\_ (put in one of the following clauses: "simple-majority", "two-thirds majority", "quorum", or "unanimous").

3.1.3 VACANCY: In the event of a vacancy on the Board of Directors - through attrition, resignation or forced vacancy, the remaining members of the Board of Directors shall fill via appointment such vacancy by a "simple majority" vote at a duly held meeting until a successor has been duly elected and qualified. Should the vacancy assume during mid-term, the Board of Directors shall be required to hold formal special mid-term elections no later than 60 days post vacancy or in the event of the Presidency, no later than 30 days post vacancy.

3.2 PASTOR: The Pastor can be qualified to hold the office of President of the Board of Directors and may be appointed as President of the board of Directors only by a unanimous vote by the current members of the Board of Directors.

3.3 SECRETARY. The initial Board of Directors position of Secretary shall be appointed by the Board of Directors with a \_\_\_\_\_ (put term of initial appointment here) term limit, which may then be extended through formal elections at an appointed date to be determined by the Board of Directors.

3.3.1 The Secretary shall be the keeper of the minutes of the proceedings of all meetings, by all members, Board of Directors meetings, committee meetings, councils and other Boards or tribunals, as authorized by the Board of Directors. These shall constitute the formal records of the Church and shall be kept at the principal office of the Ministry. These records shall be deemed available for viewing by any and all requests, either public or private.

3.4 TREASURER. The Board of Directors must have a Treasurer which is independent of all other positions, and the person who holds the office of Treasurer may not hold any other position on the Board of Directors due to potential conflict of interest concerns. The Treasurer shall only be elected by the Board of Directors. The Treasurer shall be the treasurer of the Church, and shall have overriding custody of all moneys and securities of the Ministry and shall make an accounting of all of the Ministry transactions.

3.4.1 All checks, drafts or orders for the payment of money, notes, evidence of indebtedness issued in the name of the corporation, or any other encumbrance, shall be



signed by the Treasurer of the corporation. In the absence of availability of the approved Treasurer, the Board of Directors may appoint a secondary signator who may sign on behalf of the corporation.

3.4.2 All funds of the Corporation must be deposited as required to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

3.4.3 Any member of the Board of Directors or the Pastor may accept on behalf of the Corporation any contributions, donations, gifts, including real property, works of art, bequests or devise ("contributions") for any purpose of the Ministry. Any and all contributions are the sole property of the Corporation and shall be duly noted and entered into the assets accounts and accounting by the Treasurer.

3.4.4 The Treasurer shall keep correct and complete financial records of all Ministry account(s). All books and records of the Ministry may be inspected by any member, or agent, for any purpose at any reasonable time.

3.4.5 The Treasurer shall be authorized to appoint person(s) to assist the Treasurer, with approval from the Board of Directors, in carrying out the duties and functions of the Treasurer's Office. Any person(s) who are appointed to this role may be subject to formal background checks as appropriate for the fiscal responsibilities assumed.

#### **ARTICLE IV - MEETINGS**

4.1 The Annual Meeting of the Corporation is required and mandatory and shall be held on the \_\_\_\_\_ (insert date of fiscal year here). All members of the Board of Directors are required to participate in person and no proxy shall be appointed their stead unless previously approved by a unanimous vote of the Board of Directors. The Annual Meeting shall consist of the business of member nominations and elections to the Board of Directors as appropriate. A quorum of the membership is required.

4.1.2 QUORUM: A quorum is hereby defined as two-thirds total membership of the corporation, excluding the members of the Board of Directors.

4.2 Special Meetings may be called by a vote of the Board of Directors, a directive issued by the President of the Board of Directors, or a directive issued by the Pastor as they in their discretion deem necessary. Notices for the calling of special meetings shall be given to all members in writing with 30 days prior written notice and shall be delivered via certified mail. Attendance of Special Meeting events may be conducted via proxy, with prior approval of a simple majority vote of the currently serving Board of Directors members.

#### **ARTICLE V - RULES AND REGULATIONS**

5.1 The Board of Directors may adopt such rules of procedure and regulations governing the conduct of its business and the organization of the Corporation as they may deem necessary, proper and expedient.

5.1.1 Appeals and Arbitration: If damage to person(s) or to the Corporation shall occur through the direction, action or inaction of the members of the Board of Directors, any individual member, or assemblage of members of the Corporation, shall have the right to request a special meeting, in order to pursue an appeals process as determined by an independent third-party board certified Arbitration specialist. The costs of such appeals shall initially be borne by the party requesting the appeal(s). These costs shall be wholly the responsibility of the party determined to bring damage to the Corporation at the termination of the Appeals and Arbitration process.

5.1.2 Determination of Arbitration: All parties shall hold sacred the determination and outcome of the independent arbitrator who's decision shall be held as legal and binding by all parties to the appeals process.

**ARTICLE VI - AMENDMENTS TO THE BYLAWS**

Any and all provisions of the Bylaws, except those provisions enumerated in Article V may be modified, altered or amended by two-thirds majority vote of all members of the Board of Directors either at a regular or special meeting called explicitly for the purpose of amending these By-laws. If the proposed amendment(s) are adopted as herein provided, the results of the vote shall be announced by the Secretary of the Board of Directors and declared adopted by the President of the Board of Directors, whereupon such amendments shall be in full force of effect either on the date specified for the enactment of said amendments, or without an adoption date and time, shall be in full force and effect immediately upon adoption.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, (month goes here) \_\_\_\_\_ (year goes here).

\_\_\_\_\_, Incorporator

Signature of Incorporator

\_\_\_\_\_

Print Name of Incorporator

\_\_\_\_\_

# SAMPLE CONFLICT OF INTEREST POLICY

**Note:** This is a sample conflict of interest policy and should only be used for reference when creating your own church or ministry. Use these sample by-laws as a guideline only. These sample by-laws in no way represent the offering of legal counsel or advice by the Universal Life Church Monastery.

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Your Church Name Goes Here  
Your Church Official Full Corporate Address Goes Here

## *Policy on Conflicts of Interest and Disclosure of Certain Interests*

This conflict of interest policy is designed to facilitate trustees, officers and employees of (Your Church Name Goes Here) to identify situations that present potential conflicts of interest and to provide (Your Church Name Goes Here) with a procedure which may, at the discretion of a majority vote of the Board of Directors allow a transaction to be treated as valid and binding even though a trustee, officer or employee has or may have a conflict of interest with respect to said and identified transaction.

In the event there is an inconsistency between the requirements and procedures prescribed herein, and the legal requirements of the corporations code in the jurisdiction(s) wherein the Church Corporation is legally resident, the appropriate statutory requirements and remedies will prevail. All capitalized terms are defined in Part 2 of this policy.

**1. Conflict of Interest Defined.** For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

### **A. Outside Interests.**

1. A Contract or Transaction between (your church name goes here) and a Responsible Person or Family Member.
  1. A Contract or Transaction between (your church name goes here) and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a trustee, officer, agent, partner, associate, personal representative, receiver, guardian, custodian, conservator or other legal representative.

### **B. Outside Activities.**

1. A Responsible Person competing with (your church name goes here) in the rendering of services or in any other Contract or Transaction with a third party.
2. A Responsible Person having a Material Financial Interest in; or serving as a trustee, officer, employee, agent, partner, associate, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with (your church name goes here) in the provision of services or in any other Contract or Transaction with a third party.

**C. Gifts, Gratuities and Entertainment.** A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:

1. Does or is seeking to do business with, or is a competitor of (your church name goes here) or;
2. Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from (your church name goes here).
3. Is a charitable organization operating in the United States of America under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of (your church name goes here).

## **2. Definitions.**

1. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
2. A "Responsible Person" is any person serving as member of the Board of Directors, employee or member of the Board of Trustees of (your church name goes here).
3. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
4. A "Material Financial Interest" in an entity is a financial interest of any kind, which is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party.
5. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by (your church name goes here). The making of a gift (your church name goes here) is not a Contract or Transaction.

### **3. Procedures.**

1. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a trustee, member of the Board of Directors or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting and duly recorded by the Secretary.
2. A trustee, member of the Board of Directors, or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair or acting chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting and duly recorded by the Secretary.
3. A person who has a Conflict of Interest shall not participate in or be permitted to hear the boards or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
4. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot if this mechanism is a grated remedy assigned within the By-laws. Such person's ineligibility to vote shall be reflected in the minutes of the meeting and duly recorded by the Secretary. For purposes of this paragraph, a trustee or a member of the Board of Directors of (your church name goes here) has a Conflict of Interest when he or she stands for election as a trustee or for re-election as a member of the Board of Directors.
5. Responsible Persons who are not a trustee or a member of the Board of Directors of (your church name goes here), or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect (your church name goes here)'s participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

#### **4. Confidentiality.**

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of (your church name goes here). Furthermore, a Responsible Person shall not disclose or use information relating to the business of (your church name goes here) for the personal profit or advantage of the Responsible Person or a Family Member.

#### **5. Review of policy.**

1. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
2. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a Trustee of or consultant to a (your church name goes here), or ownership of a business that might provide goods or services to (your church name goes here). Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the President, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
3. This policy shall be reviewed annually by each member of the Board of Directors. This policy shall be a vital part of the training of each new board member elected by the church. Any changes to the policy shall be communicated immediately to all Responsible Persons.