



**Sample Community Articles of Incorporation
and
Sample Community Bylaws**

with

Guidelines for Use of Sample Documents



Guidelines for Use of Sample Community Articles of Incorporation Sample Community Bylaws

1. Background

The Leadership Council of Centers for Spiritual Living has approved the attached Sample Community Articles of Incorporation and Sample Community Bylaws for distribution and use by (a) established Centers which have already become affiliated with Centers for Spiritual Living, and (b) new Communities which intend to become a newly affiliated Center with Centers for Spiritual Living.

The attached sample incorporation documents were developed over a four month period by the Legal Committee of Centers for Spiritual Living, a standing committee consisting of one Member of the CSL Leadership Council, the CSL Director of Operations, and independent attorneys and other expert advisers experienced in business and legal matters. A total of six attorneys now serve on the Legal Committee, three of whom are also CSL Ministers. Taken together, the Legal Committee represents a broad cross-section of Centers for Spiritual Living; both geographically, with Members covering several different jurisdictions, and culturally, consisting of a blend of Members who were previously associated with Centers for Spiritual Living's predecessor organizations (viz., International Centers for Spiritual Living and United Centers for Spiritual Living). In developing the attached sample incorporation documents, the Legal Committee referred not only to CSL's Articles, Organizational Design Model, Bylaws, and Policies and Procedures Manual for guidance, but also to standardized legal treatises and samples from CSL's predecessor organizations.

2. Use of Sample Articles of Incorporation and Sample Bylaws

While an individual Center's use of the attached Sample Center Community Articles of Incorporation and Sample Center Bylaws is entirely OPTIONAL, your Center may find that there are several benefits to use of these sample documents:

(a) In general, the sample documents are intended to fulfill four basic functions: (1) to comply with the legal requirements for incorporation in most local jurisdictions, (2) to ensure your Center's Articles and Bylaws include those provisions necessary to ensure that your Center fulfills the requirements to qualify for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, which will allow Members of your Center and others to make tax-deductible contributions, (3) to embody aspects of the developing culture of Centers for Spiritual Living into a Center's foundational corporate documents, while providing Centers flexible choices as to how the Center wishes to be governed, and (4) to provide guidance and a degree of uniformity in creating a corporate structural framework through which CSL Centers will be governed.

(b) Established Centers which have already become affiliated with Centers for Spiritual Living are encouraged to review the sample documents against their existing Articles of Incorporation and Bylaws. It may be that there are provisions or concepts in the sample documents which your Center may wish to adapt/adopt for your own use.

(c) New Communities which intend to become affiliated with Centers for Spiritual Living are encouraged to consider using the sample documents as a template, or checklist, for the incorporation of the Center, and for adopting rules for the Center's governance. Again, use of the sample documents is entirely OPTIONAL, but after making just a few of the choices set forth in the samples and adapting the samples for local use in your jurisdiction, the samples should contain all the essential provisions a new Community will need.

(d) Finally, since the staff at Centers for Spiritual Living is already familiar with the language used in the sample documents, your adapting the samples for your Center's own use will simplify CSL's review process for your Center's documents.

3. Guidelines Regarding Sample Articles of Incorporation

The Articles of Incorporation is the primary foundational document for incorporation of your Center. In general, the Articles of Incorporation include provisions covering your Center's: (a) name and duration, (b) purposes and powers, (c) offices, agents and incorporators, (d) board of directors (usually referred to as a Board of Trustees OR Leadership Council), (e) bylaws, and (f) amendments.

There are blank spaces in the attached sample Articles of Incorporation to insert the name and state/province of your Center, the location of your Center's principal office, and the identity and location of your Center's registered agents, incorporators, and initial board. Once you've chosen whether your governing board will be called a Board of Trustees or Leadership Council, you can use the "global search and replace" function to substitute one of these names wherever the term **[Board of Trustees/Leadership Council]** appears in the sample. The "comment" sections should also be removed from the template before use.

4. Guidelines Regarding Sample Bylaws

The Bylaws for your Center contain the “rules of the road” as to how your Center is to be governed. The first three ‘Articles’ of the sample Bylaws are mirror images of the first three ‘Articles’ in the sample Articles of Incorporation. The remaining ‘Articles’ of the sample Bylaws include provisions covering: (a) construction and definitions, (b) affiliation with Centers for Spiritual Living, (c) memberships and the rights and obligations of Members, (d) meetings of Members including provisions regarding notice of meetings, establishing a quorum, and voting, (e) Center records and finances, (f) proxies, (g) office and qualifications of Senior Minister, (h) governance by a Board of Trustees or Leadership Council, including provisions for election and meetings, (i) committees, (j) corporate officers of the Center, (k) contracts with Members of the Board of Trustees or Leadership Council, (l) consensus decision making and shared leadership, (m) indemnification and insurance, (n) membership records, (o) accounting records and minutes, (p) inspection rights of Members, and, finally, (q) adoption, amendment, or repeal of the Bylaws.

As with the sample Articles, there are blank spaces in the attached sample Bylaws to insert the name and state/province of your Center, and the location of your Center’s principal office. Once you’ve chosen whether your governing board will be called a Board of Trustees or Leadership Council, you can use the “global search and replace” function to substitute one of these names wherever the term **[Board of Trustees/Leadership Council]** appears in the sample. The “comment” sections should also be removed from the template before use.

Throughout the sample Bylaws, you will find many sections where there are alternatives to choose between. For example, there are two alternatives for distribution of assets upon dissolution in Section 3.3, three alternatives for handling dues, fees and assessments in Section 6.3, two alternatives defining a quorum in Section 9.1, three alternatives for handling proxies in Section 12.1, and alternative provisions establishing either a “Strong Board Model” or “Strong Minister Model” in Sections 13.2 and 14.1.

Note that ‘Article 15’ of the sample Bylaws, dealing with your Center’s committees, contains (a) a general provision to establish a committee (Section 15.1), and (b) a general provision to establish an executive committee (Section 15.2), but also contains optional, additional provisions to establish a compensation committee (Section 15.3), investment committee (Section 15.4), and audit committee (Section 15.5). These optional, additional committees will typically only be used in larger communities.

5. General Guidelines for Use of Sample Documents

(a) Using Sample Documents. As stated above, there are several choices and alternatives contained in the sample documents, and several paragraphs will have to be removed or changed before the samples are ready for use. Your Center should be

careful to use the samples as a template only, making the necessary changes in the sample documents. The sample documents are not designed or intended to be used intact in their present form.

(b) Check Local Requirements. Although incorporation laws are fairly uniform from state to state, and province to province, and although the attached sample documents have been developed to apply to most jurisdictions, your Center should ensure that your Articles of Incorporation and Bylaws comply with all local laws. There may be other or additional provisions required to be included in your Articles or Bylaws under local laws, and your Center should take sufficient time to familiarize itself with those requirements.

(c) Seek Appropriate Local Legal and Accounting Assistance. It is not required but highly recommended that you seek appropriate local legal and accounting assistance to ensure your corporation (a) complies with all local laws, and (b) qualifies for nonprofit tax exempt status under Section 501(c)(3) of the Internal Revenue Code, allowing your Members and others to make tax-deductible contributions to your community. Seeking appropriate counsel will also help ensure you understand how to run your corporation after it has been formed (e.g., minutes, tax filings, etc.).

(d) Have CSL Review Your Center's Articles and Bylaws in Advance. Finally, your Center should consider having Centers for Spiritual Living review your intended Articles of Incorporation and Bylaws *in advance* of filing or adopting them, and *in advance* of submitting them to CSL for approval. Having Centers for Spiritual Living review your Articles and Bylaws before filing or adopting them can help ensure your documents will be approved the first time they are submitted, and can avoid the time and expense of having to further amend your Articles and Bylaws.