



Legal Requirements for OR

Nonprofit corporations are not required to have members; however most churches incorporate as nonprofit corporations with members. Therefore, the following requirements assume that a church is incorporating with members. If a church chooses to incorporate without members then some of the requirements in this document will not be applicable.

Helpful links

Oregon Nonprofit Corporations (Oregon Revised Statutes (ORS) Chapter 65):

https://www.oregonlegislature.gov/bills_laws/ors/ors065.html

State of Oregon Nonprofit Forms (allows you to file your articles of incorporation online):

<https://sos.oregon.gov/business/Pages/domestic-nonprofit-corporation-forms.aspx>

Federal Employer Identification Number (EIN)

To obtain an EIN go to the IRS website page for Employer ID Number (EINs):

<http://www.irs.gov/businesses/small/article/0,,id=98350,00.html>

For other tax information and requirements go to the Tax Information for Churches and Religious Organizations page: <https://www.irs.gov/charities-non-profits/churches-religious-organizations>

Areas Covered by State Law (this list is not meant to be exhaustive)

- Purpose and Powers
- Articles of Incorporation – how to file, amend and restate
- Bylaws – how to adopt and amend
- Members – qualifications, rights, removal, meetings, voting and quorum
- Board of Directors – number, term, election, vacancies, removal, meetings, voting and quorum
- Officers – required officers, duties, term, election, removal
- Books and Records
- Incorporators
- Merger
- Consolidation
- Dissolution, both voluntary and involuntary

Reasons for Incorporating

- In order for a church to have employees, bank accounts, own things (buildings, chairs, sound systems, etc.), or have tax-exempt status, the church must incorporate. A church does this by filing Articles of Incorporation with their state.

Reasons for Bylaws

- The state requires that either the incorporators, the initial board of directors adopt bylaws.
- The Bylaws may contain anything to regular and manage the corporation as long as they do not conflict with the law or the Articles of Incorporation. The state sees the Articles as primary over the Bylaws. If there is any conflict between the Articles and Bylaws, the Articles will win.
- There is great latitude in what may be included in the bylaws (and what may be left out). However, it is important to note that in most areas, if you leave it out of the bylaws, then state law has something to govern your church in that area.

Articles of Incorporation

All corporations must file Articles of Incorporation with their state. The state provides a form that must be filled out and instructions on how to file this form with the state along with the appropriate fee.

Areas Covered by the Articles (this list is not meant to be exhaustive)

- Name
- Distribution of Assets upon Dissolution
- Registered Agent Name, Mailing and Physical Address
 - The Registered Agent is a person who can be reached, in person, in order to be served, if necessary.
- Mailing Address
- Type of Corporation
- Incorporators and/or Initial Board of Directors
- Initial Officers

Distribution of Assets upon Dissolution

In order to obtain 501(c)(3) status from the IRS, the purpose and dissolution must meet the IRS guidelines for a 501(c)(3).

Recommend Sample wording:

In the event of the dissolution of this church, the property of this church will be distributed to the organization currently known as Northwest Conservative Baptist Association, a 501(c)(3)tax exempt, nonprofit Conservative Baptist agency. If at the time of dissolution this agency is no longer in existence, the Elders shall redirect the assets to one or more 501(c)(3)tax exempt, nonprofit organizations sharing common doctrinal beliefs and goals.

Amendments & Restatements of the Articles

Detailed instructions are set in state law for amending and restating the Articles.

Annual Reports

An annual report is required to be filed with the Secretary of State. Failure to do so can result in administrative dissolution.

Organizational Meeting

After the Articles of Incorporation have been filed with the state, the incorporators, or the initial Board of Directors must call an organizational meeting to complete the corporation. The meeting is called by a majority of the incorporations or directors.

The incorporators must elect the initial Board of Directors at the organizational meeting if an initial Board of Directors were not named in the Articles.

The incorporators must adopt bylaws at the organizational meeting.

The initial Board of Directors must elect officers at the organizational meeting.

Bylaws

Initial bylaws shall be adopted by the incorporators.

Members

State law speaks to the election or appointment, qualification, removal, and rights of members. In many cases the bylaws may override state law, but if the bylaws make no provision in an area, then the law is the guideline.

Member Meetings

State law speaks to the types of meetings, notice, voting, and quorum. In many cases the bylaws may override state law, but if the bylaws make no provision in an area, then the law is the guideline.

If the corporation has members, there must be an annual meetings of members.

- At the annual meeting the President or other officer as designated by the board or president shall report on the activities and financial condition of the corporation.

Special meetings may only consider matters which were described in the meeting notice.

Notice of Meetings

Generally, all states require fair and reasonable notice of regular and special meetings to all members entitled to vote at a meeting. Some states require written notice, others allow for oral notice, but regardless of the means, **notice must be given to all member entitled to vote at the meeting**. Different states have specifics for what is considered fair and reasonable. Note that notice is to be delivered on certain timelines, and each state has guidelines for when a notice can be considered delivered based on the method of delivery.

Notice in all states must include the place, date and time of the meeting. Additionally, for special meetings, the purpose or purposes of the meeting must be included.

Notice for annual and regular meetings may be done by way of a schedule of meetings rather than providing notice for each meeting.

Notice may be oral or written and delivered no less than 7 days before the meeting. *Bylaws may change these requirements to be more stringent.* Timeline for notice being considered delivered: Oral notice, when communicated; electronic notice, when received or 2 days after sent; first class mail, 5 days after deposited with USPS. Other options are outlined in state law as well.

Directors

State law speaks to the number, election or appointment, terms, resignation, removal, vacancies, and meetings of directors. In many cases the bylaws may override state law, but if the bylaws make no provision in an area, then the law is the guideline.

The affairs of a corporation are managed by the board of directors. The bylaws may specify a different title for directors.

The board of directors must have at least 1 director. The bylaws may either fix or prescribe a manner for determining the minimum number greater than 1. The term of an elected director may not exceed 5 years. Directors may serve successive terms.

Officers

Required Officers of the corporation are President, Secretary, and Treasurer. The articles or bylaws may specify different titles for officers. The bylaws or directors shall delegate to one of the officers the responsibility for preparing minutes of director meetings and membership meetings and authenticating records of the corporation. An individual may hold more than one office. Officers may be but are not required to be directors.

The board of directors or bylaws may designate other officers.

Books and Records

State law speaks to the types of records a corporation must keep, as well as where they must keep them, for how long, and members' rights to inspect these records. In most of these things, the bylaws cannot change anything.

A corporation shall keep records of minutes of all members, directors, and board committees meetings as well as actions by members and directors without a meeting; appropriate accounting records; and record of members with name, address, and class. All record shall be kept in written form or in a form capable of conversion into written form within a reasonable time. It shall keep current articles of incorporation; current bylaws and all current amendments; resolutions adopted by the directors relating to members; members meeting minutes for the past 3 years; written communication to members within the past 3 years, list of the names and addresses of directors and officers, the last 3 annual financial statements, the last 3 accountant's reports if annual financial statements are reported upon by a public accountant, and the most recent annual report for the state. Directors have the right to inspect any of these records. Members may inspect at a reasonable time any records of the corporation with written 5 business day notice unless bylaws limit or abolish this right.

Amendments

State law speaks to the procedures for amending bylaws. Bylaws may override state law, but if the bylaws make no provision for amendments, then the law is the guideline.

Sale, Lease, Exchange, Mortgage, or Other Disposition of Assets

A sale, lease, exchange, mortgage, pledge, or other disposition of all, or substantially all, the property and assets of a corporation with members entitled to vote must follow procedures set in law.

Loans to directors and officers

Loans cannot be made to directors and officers except as part of a recruitment package. Guidelines for this special circumstance are described in ORS 65.364. (OR)