

Crisis Management

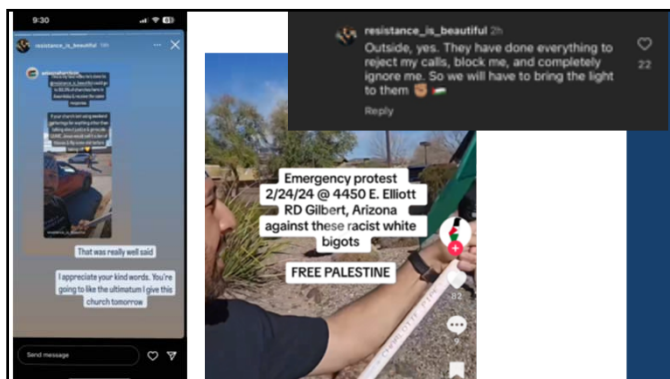
Lacy A. N. Cooper
Attorney

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Threat Assessment

- Safety issue?
- Merely reputational harm?

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Action Steps

- Notify Police
- File a claim with insurance
- Preserve all written / electronic records
- Ban from Campus
- Injunction Against Workplace Harassment
- Photo for Children's Ministries
- Employee Termination
- Director/Officer Removal
- Revocation of Church Membership

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Church Zero Tolerance Limited Privilege to Attend Worship Services	
Background	
A. The undersigned ("I" or "Applicant") hereby requests that I be granted a "Limited Privilege" to attend Worship Services in person on Sunday mornings at _____ Church ("Church").	
B. I acknowledge that this Limited Privilege:	
i. is <u>only</u> for Worship Services on Sunday mornings at the Church campus located at _____;	
ii. requires strict observance with all requirements and limitations contained herein (the "Conditions") as interpreted, applied, or modified by Church from time to time in its sole and absolute discretion;	
iii. includes ZERO TOLERANCE for failure to abide by these Conditions in full transparency and in good faith; and	
iv. may be revoked by Church at any time and for any reason, including but not limited to, violation of these Conditions. The applicant will immediately leave the Church campus upon receipt of notice of revocation of this Limited Privilege.	
C. I acknowledge that there was or is a past, pending, or threatened (check all boxes that apply):	
☐ allegation (even if not substantiated) of child abuse made against me; ☐ criminal investigation of me for crime(s) involving child abuse; ☐ conviction of me for crime(s) involving child abuse; ☐ plea bargain to a lesser offense to resolve a charge against me involving child abuse; ☐ court order against me restricting my contact with any person under the age of 18, including but not limited to, sentencing orders, conditions of probation, parole, pre-trial release, diversion or deferred prosecution, "no contact" order, orders of protection, or permanent or temporary restraining order or injunction (e.g., against harassment); or ☐ civil lawsuit, claim, or demand for monetary damages involving claims of child abuse made against me.	

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Stakeholder Notification

- Is there any ongoing threat to vulnerable populations that the organization would have a responsibility to protect?
- Is the problematic communication merely e-gossip?
- Does the problematic communication involve accusations against pastors, staff, volunteers, or third parties?
- Can you quantify and qualify the audience that is receiving the information? What is the relative importance (or unimportance) of the audience?
- Who is the source of the information and is it ongoing?

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Media Response Plan

- Who will be your primary communicator?
- What are their talking points?
- How do you train your staff?
- Who is monitoring social media?
- Do you need a press release?
- Do you need to consult with a Public Relations firm?

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FOR IMMEDIATE RELEASE

January 19, 2024

**Dream City Christian School's Statement Regarding
Nathaniel Pineda**

GLENDAL – Yesterday, a former employee of Dream City Christian School (DCCS), Nathaniel Pineda, was arrested by the Glendale Police Department for serious felony offenses involving misconduct with a minor.

DCCS first became aware of allegations concerning Mr. Pineda two weeks ago and immediately reported the information to law enforcement and removed Mr. Pineda from the school campus. Since that time, DCCS has been fully cooperating with the Glendale Police Department and honoring any requests the Department has made concerning its investigation.

DCCS would like to express its gratitude and appreciation for the diligence and professionalism displayed by the detectives at the Glendale Police Department during the course of its investigation.

The wellbeing of students is a top DCCS priority. Therefore, DCCS would request that the privacy of its students and families be respected, especially those who have been most affected by these events.

###



HOW TO RESPOND WHEN YOUR ORGANIZATION IS BEING THREATENED, TARGETED, OR PUBLICLY CRITICIZED

#1 THREAT ASSESSMENT

First, you need to determine whether there is a true threat to the safety of a person or to property and whether you have a mandatory reporting obligation. If yes, call the police.

If the threat is only one of reputational harm, start from the assumption that it will be worse to overreact with a public response. Most perceived fires fizzle out on their own if you don't add fuel to the flames.

#2 STAKEHOLDER NOTIFICATION

Second, you need to decide whether there are any stakeholders within or outside your organization that need to be notified about the nature of the ongoing threat/targeting/criticism, and/or any conduct that may give rise to public scrutiny.

Ask yourself questions like:

- Is there any ongoing threat to vulnerable populations that the organization would have a responsibility to protect?
- Is the problematic communication merely e-gossip?
- Does the problematic communication involve accusations against pastors, staff, volunteers, or third parties?
- Can you quantify and qualify the audience that is receiving the information? What is the relative importance (or unimportance) of the audience?
- Who is the source of the information and is it ongoing?

Consider having telephone calls or in-person meetings with only those individuals or small groups who have a legitimate need to know the information rather than giving a public response. For example, do certain employees need to receive the information? If so, can the employees be grouped so that the smallest number receive the information? What about volunteers?

SCHMITT SCHNECK
EVEN & WILLIAMS, P.C.

Lacy Cooper | Attorney

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Email: lacy@azbarristers.com | Website: www.azbarristers.com

#3 MEDIA RESPONSE PLAN

Finally, if you think media might show interest, you will want to have a Media Response Plan in place.

Consider the following:

- Who will be your primary communicator(s)? Carefully consider the characteristics of the person who will be sending the message since their personality is an important part of the message.
- Do you need to consult with a public relations firm?
- What should your primary communicator's talking points be? The following is an example of talking points tailored toward a response to child abuse allegations:
 - Do not repeat the charge/allegation
 - Send only messages which create a positive emotional response in the audience that hears it, *e.g.*, "Our organization has zero tolerance for child abuse"
 - Emphasize all of the elements of your comprehensive safety plan, *e.g.*, background screening, onboarding process, ongoing training, security cameras, security team training, etc. In other words, provide an explanation of "how we protect your kids"
 - Emphasize how your plan worked to apprehend the perpetrator or discover the problem
 - Emphasize how your response included law enforcement cooperation, free counseling, enhanced employee training, modifications to protocols, the expert opinion of a former child abuse prosecutor, etc.
- Have a social media monitoring team in place to monitor social media posts/comments. Your team can block any comments that contain certain key words.
- How will your receptionist, staff, and volunteers respond to media inquiries? Consider putting a standard response on a 3x5 card, handing it out to staff members, and asking them to practice the standard response. For example:
 - "Thank you for asking. It would be inappropriate for me to comment on a [private family matter] [confidential employee matter] [ongoing investigation]. How may I pray for you?"

Schmitt Schneck Even & Williams can help you evaluate the nature and severity of the threat, identify who needs to be notified, and craft the right response. We are ready to walk with you through the fire.

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To Whom it may Concern:

Please see attached Notice of Constructive Discharge of XXX, ("Demand Letter") which was received by hand delivery today, INSERT DATE. This is a potentially serious matter and should be handled in confidence and with a sense of urgency.

Since your insurance company will most likely provide a legal defense as part of your policy benefits under the Employment Practices Liability Insurance features of your general liability insurance policy, it is imperative that you forward this to your insurance company immediately and confirm to me in writing when that has been done.

XXX is threatening legal action against YYY. As an employee/agent of YYY, you are legally obligated to preserve all data relevant to this dispute. Failure to preserve documents may cause a court or other agency to impose penalties and sanctions against YYY.

The attached Demand Letter contains a litigation hold notice (the "Notice") which applies to all paper documents, physical items, and electronically stored information and data ("ESI") that may be relevant to the dispute. Relevant paper documents include correspondence, handwritten notes, telephone logs, calendars, and other business records. If you are unsure about whether certain documents and data are relevant, you should preserve them.

You also must take affirmative steps to preserve, and suspend any deletion, overwriting, modification, or other destruction of all relevant ESI under your control. ESI includes correspondence, telephone logs, and other business records, such as emails, files, voicemails, recordings of conference calls or videoconferences, text messages, instant messages (IMs), ephemeral messaging apps, calendars, word processing files, spreadsheets, PDFs, JPEGs, PowerPoint presentations, databases, cloud-based storage, wearable technology, Internet of Things (IoT) devices, workplace collaboration tools, temporary internet files, cookies, .ZIP files, and all other forms of electronic information, wherever it resides, including the Internet. You must preserve this information in its current form, without moving any electronic information or changing any related metadata (for example, a document's creation or last access date).

Specifically, you must preserve all relevant paper and ESI and other data including, but not limited to:

- Electronic files. Retain all relevant electronic files, including active files, archived files, deleted data which is currently recoverable, and legacy data relevant to XXX's employment and termination, the reduction in force (including selection criteria, notes, etc.), and her performance records during the relevant period relating to the matters described in the attached demand letter.. Relevant information may be in various electronic formats, such as emails, voicemails, recordings, text messages, instant messages, social media accounts, calendars, diaries and word processing files, spreadsheets, among others, wherever it resides, including in the "Cloud" or on the Internet.
- Text messages. Take steps to preserve text messages in their entirety, if any exist.
- Paper documents. Preserve all paper copies of relevant files, including employment file, employment files for the other employees who were terminated as a result of the reduction in force, all notes and other records related to the reduction in force, financial records related to the service department for the relevant period, calendars, diaries, notebooks, and other physical paperwork related to the matter, even if duplicate copies may exist in electronic format.
- Other materials. Relevant information is not always presented as a document.

- Subsequently made documents. Your duty to preserve relevant information is ongoing. Be sure to preserve all relevant documents that are composed or received after your receipt of this letter.
- Electronic hardware and software. Maintain a copy of hardware and software needed to view electronic files (if applicable).

To help ensure the preservation of relevant paper, ESI, and other data, we suggest that you consider taking these steps immediately:

- Suspend all data destruction policies. Until you identify the location of all potentially relevant data, you should suspend all data destruction policies. This suspension should continue for those locations that contain relevant information until the matter is resolved.
- Identify the locations of relevant data. Consider all possible locations and types of data that may be relevant, including data stored on thumb drives, and employees' personal devices, including mobile devices. After you identify all locations containing relevant data, you may resume regular data destruction policies for locations with relevant information.
- Identify employees with relevant data. List all employees who may have possession, custody, or control over potentially relevant data.
- Inform affected employees. Provide written notice and to employees who may have relevant data. The notice should explain the purpose and scope of the litigation hold and the actions the employees must take to comply with the hold. Keep a record of all employees who receive this notice. If you need assistance preparing a litigation hold notice, please contact us.
- Notify affected third parties. Third parties that may have relevant information include:
 - o Former employees;
 - o Consultants;
 - o Vendors; and
 - o Cloud storage providers.
- Develop a collection process. Ensure that you collect all relevant papers, ESI, and other data, and store and organize it in an efficient and safe manner. You should maintain all paper documents and electronic storage of relevant data securely.
- Severely Limit all Future Emails Regarding This Matter! Caution all employees NOT to comment about this matter by email or in writing since ongoing discussions may be subject to discovery and disclosure obligations.

If you need advice regarding response, please let me know and I will have a litigator contact you regarding preservation of files, maintaining confidentiality, etc. If you would like a second opinion or are not comfortable with counsel provided by the insurance carrier, then please feel free to contact me to discuss your concerns.

Please note that our firm will take no further action on this matter unless you contact me to request additional information or assistance.

Sincerely,
ATTORNEY NAME

Current Legal and Legislative Issues for Churches & Ministries

Church and Ministry Seminar – October 21, 2025

Jonathan Ruybalid

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1. Political Activity & Churches.

- A changing landscape
- *National Religious Broadcasters, et. al. v. Werfel, IRS*,
- Johnson Amendment Challenge
- Consent Agreement: *"Not enforce against Plaintiff Churches based on speech by a house of worship to its congregation in connection with religious services through its customary channels of communication on matters of faith, concerning electoral politics viewed through the lens of religious faith"*

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1. Political Activity & Churches. cont. Distinguish Political & Legislative (Lobbying)

- | | |
|---|---|
| <ul style="list-style-type: none"> • Lobbying Activity by Nonprofit IRC 501(c)(3) Tax-Exempt Organizations. • "Lobbying" = support or opposition to legislation. • Insubstantial amount allowed | <ul style="list-style-type: none"> • Political Activity by Nonprofit IRC 501(c)(3) Tax-Exempt Organizations. • "Political activity" = support or opposition to candidate for office. • Activity prohibited. |
|---|---|

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2. Schools & Discrimination Compliance: IRS Priority Guidance Plan.

- *Bob Jones University Case* (1975). Rev. Proc. 75-50
- Harvard/UNC Supreme Court Case against race based admissions. *Students for Fair Admissions* (2023).
- Pres. Trump Executive Order & Memorandum to DOE regarding race based policies at question.
- Not clear if Rev. Proc. 75-50 will be affected but seems that programs historically intended to specifically benefit a minority group are not favored.

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3. Supreme Court Case: Conversion Therapy

Chiles v. Salazar, 116 F. 4th 1178 (10th Cir. 2024)

- Colorado case; Supreme Court Argument, October 7, 2025.
- CO Minor Conversion Therapy Law, prohibits mental health professionals from providing therapy to minors – change sexual orientation or gender identity
- Issue: Whether a law that censors certain conversations between counselor and clients regulates professional conduct or violates free speech?

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4. Catholic Charities Bureau Inc. et al v. State of Wisconsin (605 U.S. ____ (2025)).

- Unemployment Tax Church Exemption.(FUTA & WI State)
- “operated primarily for religious purpose?”
- What is a “religious organization?”
- Compounded by increased number of organizations self-declaring (508) or filing as church or church type entity.
- IRS 14 Factor Test = Church
- What is “religious activity?”

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4. Catholic Charities Bureau Inc. et al v. State of Wisconsin (605 U.S. ____ (2025)). Cont.

"Religious orgs. do not lose their religious identity or exemptions merely because they engage in non-traditional religious services ... were motivated for their actions based on their faith with a clear religious mission."

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4. Catholic Charities Bureau Inc. et al v. State of Wisconsin (605 U.S. ____ (2025)). Cont.

Spencer v. World Vision, 633 F3d. 723 (9th Cir. 2011)

Court looked at whether entity:

- 1) Was formed for religious purpose.
- 2) Is engaged primarily in carrying out that religious purpose;
- 3) Holds itself out to the public as an entity carrying out a religious purpose.
- 4) Does not engage primarily in the exchange of goods or services for money beyond nominal consideration.

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5. ECFA New Leader Care Standard.

Every organization's board and senior leader shall work together to develop a care plan for the senior leader. The plan shall be approved annually by the board to demonstrate the organization's commitment to caring proactively for the leader's well-being and integrity.

- 2027 Renewal Cycle: compliance required.

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6. Executive Order on Debanking.

- Banks blacklisting organizations based on political purposes.
- Second Amendment advocates, gun manufacturers, and retailers.
- Reports of religious organizations.
- Note: Big banks have apparently adopted protocols requiring IRS Determination Letter – effectively limits new account churches & related entities.

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6. Executive Order on Debanking. *Cont.*

Executive Order #14331

Guaranteeing Fair Banking for All Americans

Directives to remove policies, practices, loan or credit changes based on political or religious beliefs or other unlawful business practices in violation of laws.

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Current Legal and Legislative Issues for Churches & Ministries

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2025 LEGAL UPDATE
Part III:
BOARD MINUTES





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1. SIX Reasons Minutes Matter
2. How to Seriously Annoy your Auditor or Tax Preparer
3. Quick Tips for Taking Better Minutes

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4. Sample Minutes
5. Sample Unanimous Consent Resolution
6. Corporate Checkup Checklist!

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PART ONE

1. SIX Reasons Minutes Matter

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6 REASONS MINUTES MATTER

- I. Protect Your Personal Assets
with Strong Corporate Shield**
- II. Avoid Federal Govt/IRS Issues**

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6 REASONS MINUTES MATTER

- III. Comply with Arizona State Law Requirements**
 - a. Arizona Corporation Commission**
 - i. Don't list home addresses**
 - ii. Calendar for Annual Reports**
 - iii. Keep a current Statutory Agent**

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6 REASONS MINUTES MATTER

III. Comply with Arizona State Law Requirements

- b. Licenses,
- c. Taxation

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6 REASONS MINUTES MATTER

IV. Maximize Your Insurance Protection

- a. Confirm election of officers & directors in minutes

V. Avoid Bank Hassles

- a. Accurate ACC listing
- b. Current, signed, dated copies of Articles, Bylaws.

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6 REASONS MINUTES MATTER

VI. Minimize litigation pain

- a. Follow Bylaws
- b. Train Secretary to take short, powerful minutes
- c. Only adopt policies you will follow—dump the rest.

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PART TWO

HOW TO SERIOUSLY ANNOY YOUR AUDITOR OR TAX PREPARER

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HOW TO SERIOUSLY ANNOY YOUR AUDITOR OR TAX PREPARER

1. Foul Up Your Corporate Records:
 - a. Don't bother to take or keep minutes of board of director meetings
 - b. Have super short minutes, unsigned & undated

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HOW TO SERIOUSLY ANNOY YOUR AUDITOR OR TAX PREPARER

- c. Have super long minutes by verbatim recording of the entire board meeting.

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**HOW TO SERIOUSLY ANNOY
YOUR AUDITOR OR TAX PREPARER**

- d. Don't organize the "Minute Book" with:
- i. minutes,
 - ii. unanimous Consent Resolutions
 - iii. articles,
 - iv. bylaws,

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**HOW TO SERIOUSLY ANNOY
YOUR AUDITOR OR TAX PREPARER**

2. Never have signed & dated:
- a. Bylaws
 - b. Minutes

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**HOW TO SERIOUSLY ANNOY
YOUR AUDITOR OR TAX PREPARER**

- c. Resolutions for
- i. Adopting, or amending Bylaws & Articles
 - ii. Borrowing & lending
 - iv. acquiring/selling major assets
 - v. Forming, Dissolving or Merging Corporations or LLCs

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**HOW TO SERIOUSLY ANNOY
YOUR AUDITOR OR TAX PREPARER**

3. Always forget to update the Arizona Corporation Commission (“ACC”) Website for changes in:
 - a. Officers
 - b. Directors
 - c. New Statutory Agent

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**HOW TO SERIOUSLY ANNOY
YOUR AUDITOR OR TAX PREPARER**

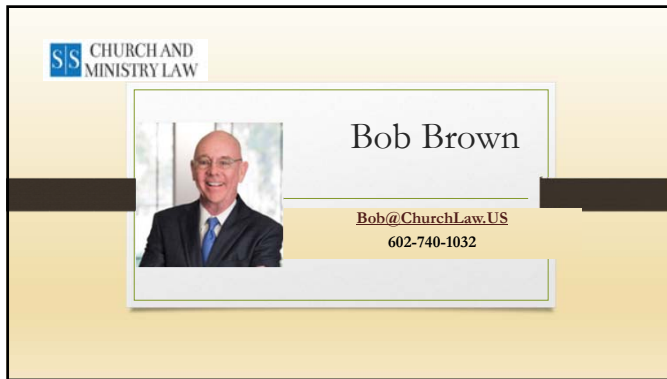
4. Don't have a separate checking account in the name of the Church with current authorized signers.
5. Don't bother to keep a current of list of officers & directors.

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**HOW TO SERIOUSLY ANNOY
YOUR AUDITOR OR TAX PREPARER**

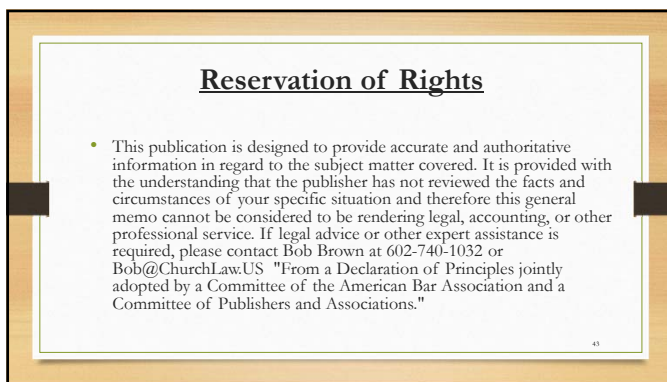
6. Don't worry about keeping receipts or co-mingling personal and corporate funds and accounts.
7. Don't organize the accounts—just keep all the receipts in one big shoe box.

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Slide 42 features a yellow background with a dark horizontal band. In the top left corner is the logo for 'S/S CHURCH AND MINISTRY LAW'. The main content is enclosed in a white-bordered box. On the left of this box is a portrait of Bob Brown, a man with glasses wearing a suit and tie. To the right of the portrait, the name 'Bob Brown' is displayed in a large, black, serif font. Below the name, the email address 'Bob@ChurchLaw.US' and the phone number '602-740-1032' are listed in a smaller, black, sans-serif font.

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Slide 43 has a light beige background with a dark horizontal band. The title 'Reservation of Rights' is centered at the top in a bold, black, serif font. Below the title is a bulleted list with a single item. The text of the list item is in a black, sans-serif font. The slide is framed by a thin black border.

Reservation of Rights

- This publication is designed to provide accurate and authoritative information in regard to the subject matter covered. It is provided with the understanding that the publisher has not reviewed the facts and circumstances of your specific situation and therefore this general memo cannot be considered to be rendering legal, accounting, or other professional service. If legal advice or other expert assistance is required, please contact Bob Brown at 602-740-1032 or Bob@ChurchLaw.US "From a Declaration of Principles jointly adopted by a Committee of the American Bar Association and a Committee of Publishers and Associations."

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**ANNUAL CHURCH AND MINISTRY SEMINAR
OCTOBER 21ST, 2025**

INDEX

- 1. 6 Reasons Minutes Matter**
- 2. How to Seriously Annoy your Auditor or Tax Preparer**
- 3. Quick Tips for Taking Better Minutes**
- 4. Sample Minutes**
- 5. Sample Unanimous Consent Resolution**
- 6. Corporate Checkup Checklist!**

6 Reasons Minutes Matter

I. Protect Your Personal Assets with Strong Corporate Shield

II. Avoid Federal Govt/IRS Issues

III. Comply with Arizona State Law Requirements

- a. Arizona Corporation Commission
 - i. Don't list home addresses
 - ii. Calendar for Annual Reports
 - iii. Keep a current Statutory Agent
- b. Licenses,
- c. Taxation

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- a. Confirm election of officers & directors in minutes

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- a. Accurate ACC listing
- b. Current, signed, dated copies of Articles, Bylaws.

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- a. Follow Bylaws
- b. Train Secretary to take short, powerful minutes
- c. Only adopt policies you will follow—dump the rest.

HOW TO SERIOUSLY ANNOY YOUR AUDITOR AND TAX PREPARER

1. Foul Up Your Corporate Records:
 - a. Don't bother to take or keep minutes of board of director meetings
 - b. Have super short minutes, unsigned & undated
 - c. Have super long minutes by verbatim recording of the entire board meeting.
 - d. don't have an organized "Minute Book" with
 - i. minutes,
 - ii. Unanimous Consent Resolutions
 - iii. articles,
 - iv. bylaws,
 - v. Annual Report with ACC
 - vi. D & O Certificate for past 5 years
 - vii. 990 filing
2. Never have signed & dated:
 - a. Bylaws
 - b. Minutes
 - c. Resolutions for
 - i. Adopting, or amending Bylaws & Articles
 - ii. borrowing
 - iii. lending
 - iv. acquiring/selling major assets
 - v. Forming, Dissolving or Merging Corporations or LLCs
3. Always forget to update the Arizona Corporation Commission ("ACC") Website list of changes in:
 - a. Officers
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4. Don't have a separate checking account in the name of the Church with current authorized signers.
5. Don't bother to keep a current of list of officers & directors.
6. Don't worry about keeping receipts or co-mingling personal and corporate funds and accounts.
7. Don't organize the accounts—just keep all the receipts in one big shoe box.

Quick Tips for Taking Better Minutes

How does a corporation make decisions?

- The board of directors acts by adopting formal resolutions
 - by "unanimous consent," or
 - by majority vote
 - at a properly noticed meeting
 - at which a quorum of the directors casts a ballot
 - in person, or
 - by proxy

Why do you have corporate meetings?

- Arizona's Corporate Code
- Case Law
- Common Law of Corporate Formalities

What is a "Meeting"?

- When two or more directors are together in person or by electronic means so that each of them can hear and be heard
- proper notice is required in order to have a valid meeting
- at a valid meeting the directors (or members in the case of a membership or congregational meeting) follow Robert's Rules of Order (or other form of parliamentary procedure to adopt formal resolutions with the intention that they be legally binding as an act of the Corporation

What is "Notice"?

- "Notice" as defined by statute or by your bylaws is required
 - potential voters who do not attend after proper notice waive their right to object
 - **potential voters who did not receive notice can invalidate the meeting**

Why do you keep minutes of corporate meetings?

- Keep a record of the proper election of directors so that the "lineage" of the directors can be traced from those named in the articles of incorporation down through the years
 - you cannot have a valid action of a Corporation if you don't know for sure who the directors are!
- You must follow the bylaws and/or statutory requirements to have validly elected directors
- Maintaining a "members" list ARS §10-3707 and -3720
- If you do not have minutes, how can you prove what happened?
- The Doctrine of Corporate Formalities
- Statutory Compliance
- Lawsuit?

Volunteer Institutions have no memory!

If it is not in writing, a judge and jury will likely assume that it did not happen.

What should the minutes not contain?

- Avoid information that may be harmful to the church.
- Do NOT record discussions between members regarding matters placed before them or any details about the debates or discussion that preceded decisions.
- Do NOT include the contents of executive sessions.
 - The minutes should reflect that the members went in and out of executive session.
 - No decisions should be made while in executive session.
 - Executive sessions should be used for discussion about personnel, legal issues, and potential liability issues.
- Do NOT include discussions with attorneys, certified public accountants, and insurance adjusters that may be privileged.
 - Minutes should include decisions made as a result of discussions with attorneys, CPAs, and adjusters.

Assuming that you have taken minutes of the meeting, what do you do with them?

- Have a Minute Book
- Keep it at the Principal Place of Business of the Corporation
- Make sure your attorney or CPA has a duplicate
- Keep it up to date
- Include a copy of the annual filing with the State of AZ
- Consider storing them along with the Articles of Incorporation, Bylaws, etc., at www.RiskManger.Net.
- Minutes are considered permanent documents.
 - Establish how the minutes are submitted to the church so they can be secured with other permanent records of the church.
 - If minutes are kept by individuals, then they risk being lost or inadvertently destroyed.
 - Taking sufficient minutes won't protect the church if the minutes are not secured.

**Minutes Of The Meeting Of
The Board of Directors of Church
(the "Corporation")**

Held on _____

Meeting Date, Time and Place: _____

Notice was given: By e-mail/mail/other _____

Will notice be waived by having all directors sign the minutes? ☐ YES ☐ NO

If "NO," indicate how proper notice was given:

☐ ☐ Email

☐ ☐ Mail

☐ ☐ Announcement at prior meeting

☐ ☐ Other _____

Proper notice was met, and is defined in Bylaws section ____ as _____ [insert notice requirement from bylaws]

Name	Office	Term Began	Term Ends	Present*	Absent

***Note: May be by telephone or in person**

Required Annual Filing: Annual Report was filed with the Arizona Corporation Commission on _____. Trade Name Renewal was filed with the Arizona Secretary of State on : _____.

Quorum: The presence of a majority was confirmed constituting that a quorum exists in compliance with Bylaws section __, in that a simple majority of the total number of __ Directors were present.

OR

The presence of a Quorum was **not** confirmed in that at the beginning of the meeting, only ____ of the ____ Directors on the Board were present. However, when approved by the Unanimous Consent Resolution, this will met the requirement of Section _____ of the [Bylaws] [Constitution] which provides that _____ (If none of the Directors are available by telephone, and a quorum is not present, the attached Unanimous Consent Resolution should be used.)

Guests: Also present for all or part of the meeting were: _____

Call to Order: The meeting was called to order at _____ M and _____ opened with prayer.

Old Business:

1. **Approval of Minutes of Last Meeting:** The Chair distributed copies of the minutes of the last meeting of the Board on _____ and called for comments and/or approval. After a brief discussion the minutes were approved with any changes noted by initialing and dating.

2. **Past Acts of the Officers, Directors, and Agents of the Corporation:** It is:

RESOLVED that past acts of the officers, directors, and agents taken on behalf of the Corporation since the last meeting of the board are hereby approved and ratified as an act of the Corporation.

3. **Financials.** A summary of the Corporation's balance sheet that detailed cash deposits and cash outflows was presented. Expenditures in excess of \$ _____ were reviewed and approved. (See attached Exhibit).

4. **Annual Report.** _____ confirmed that the Corporation filed its annual income tax return. The Board approved the resolution to file the tax return.

5. **Filing of Annual Report:** There is a Certificate of Officer/Director forms that Board members need to complete and sign. The Certificate is used to assist in verification of information of Board members, thus ensuring that the information contained in the annual report to the Arizona Corporation Commission is correct. _____ will follow up in obtaining these from all [Trustees] [Directors].

6. **Unanimous Approval.** Unless otherwise indicated, all actions were appropriately seconded and unanimously approved. If the vote was less than unanimous, then a "Majority" consisting of at least ____% of the quorum of Directors present, as required by Section ____ of the Bylaws, was obtained for approval.

New Business:

1.

Items for Next Meeting:

1.

The meeting adjourned at _____ AM.

[type name]
Secretary/Assistant Secretary/Acting
Secretary

The undersigned hereby waive the requirement of notice and approve these minutes.

[type name]
Director [and if Officer, insert title]

[type name]
Director [and if Officer, insert title]

[type name]

[type name]

Director [and if Officer, insert title]

Director [and if Officer, insert title]

**UNANIMOUS CONSENT RESOLUTION
OF THE BOARD OF DIRECTORS OF
CHURCH, INC.,
an Arizona nonprofit corporation,
(the "Corporation")**

The undersigned, being all of the Directors of the Corporation, unanimously adopt these "Resolutions" by written consent without a meeting pursuant to A.R.S. 10-3821 which action has the same legal effect as if adopted at a meeting.

BACKGROUND

At a prior meeting, the Board discussed these changes in officers and directors: he nomination and election of _____ as a Vice President and Director of the Corporation.

IT IS HEREBY UNANIMOUSLY RESOLVED that the Board of Directors hereby approves, ratifies and authorizes implementing these items and directs its Authorized Agents to spend those sums and take those actions necessary to:

1. Elect as _____ and Director of the Corporation;
2. Authorize and instruct the firm of Schmitt Schneck Even & Williams, P.C. as counsel for the Corporation to draft the appropriate documents reflecting these changes and file same with the Arizona Corporation Commission.
3. Authorize any one of the President, Vice President or Secretary of the Corporation ("Authorized Agent") to act as its Authorized Agent on behalf of the Corporation to sign and deliver the documents necessary to effect these Resolutions.

Director

Director

Director

Director

Corporate Checkup Checklist!

Many churches do not hold proper corporate meetings. The members have good intentions, but they do not follow the requirements either of their governing documents or statutory law. To conduct a proper and effective in a meeting, at a minimum, church leaders should consider these issues:

- Do you have a copy of your articles and bylaws? Are they current?
- Do you have a "minute book" with copies of all of the minutes?
- What do your articles and bylaws say about the date for your annual meeting?
- Is it supposed to be held on a certain date?
- Do you have a membership list?
- Which members are entitled to notice? Must they member be in good standing to vote?
- What does it mean to be a member in good standing?
- Which members are entitled to vote?
- How is notice given? If questioned, how will you prove that proper notice was given?
- When is notice supposed to be given?
- What is there a specific date requirement for your annual meeting?
- What do you do if you don't have a quorum present at the meeting?
- What happens if some members leave during the meeting so that the number present at the meeting falls below the level required for a quorum?
- Is cumulative voting required or allowed? If so, what does that mean?
- Is an agenda required to be a company with the notice? What must be on the agenda?
- What matters must be part of the meeting other than election of directors and officers?
- Is it mandatory to disclose your annual budget and receive approval from the congregation?
- Is Congregational approval required to sell personal or real property or to borrow money?
- Do the governing documents require the election of officers, directors or members to be held in a certain manner?
- Is a nominating committee required? If so, who appoints the members and when?
- How many members are required to be on the board of directors?
- What is the length of term of the board members?
- Does your Board of Directors have staggered terms?
- If the board members have been appointed, when do the current terms expire?
- Do your board members need to be members of the congregation? For how long?
- What happens to a board member if he is no longer a member in good standing of the congregation?
- How do you amend the articles or bylaws of your Corporation?
- What happens if you don't follow the requirements of the bylaws?
- What do you do if you can't find a copy of the bylaws?
- Do you have a:
 - Conflict of interest policy?
 - Record retention policy?
 - Whistleblower policy?
 - Sex abuse prevention policy?
 - Cyber liability response plan?
 - Transportation policy?