**RESOLUTION: ARTICLE \_\_\_ - EMERGENCY BYLAWS**

WHEREAS, the***”Church Name”*** Constitution makes provision for regular meetings of the Congregation, Church Council, and other such meetings necessary to the mission and operations of the church; and,

WHEREAS, the onset of the COVID-19 pandemic demonstrated the need to develop provisions for meetings necessary to maintain the mission and operations of ***“Church Name”*** during states of emergency; and,

WHEREAS, there is no ***“Church Name”*** constitutional or bylaw provision that neither defines states of emergency or makes provision for meetings during states of emergency; and,

WHEREAS, New York Ministry Network has recommended that the ***“Church Name”*** develop and adopt emergency bylaw provisions; and,

WHEREAS, NYS Religious Corporate Law has made temporary provision, set to expire December 31, 2021, in *RCL Article 2 Section 28, Meetings For The Duration Of The State Disaster Emergency*, which states, *“If the board of trustees of a religious corporation is authorized to determine the place of trustee meetings or corporate meetings, the board of trustees may, in its sole discretion, determine that the meeting shall be held solely by means of electronic communication, the electronic service and/or platform through which the meeting is held shall be the place of the meeting…”;* and,

WHEREAS, it has become necessary for the***“Church Name”*** to define states of emergency and make constitutional provision for meetings during states of emergency; therefore be it

RESOLVED, that the following new ARTICLE \_\_\_ – EMERGENCY BYLAWS be adopted:

**ARTICLE XIV – EMERGENCY BYLAWS**

1. The Church Council may adopt emergency bylaws to be effective only in an emergency defined in subsection E of this section
2. Provisions necessary for managing the Church during the emergency, may be made, including but not limited to the following:
3. Procedure for calling a meeting of the Congregation and the Church Council.
4. Quorum requirements for any meeting.
5. Designation of additional or substitute directors.
6. Modification of lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency.
7. Extension of terms and/or elections to a full term
8. Relocation of the principal office.

During an emergency, the Church Council shall have the maximum authority possible to manage the Church’s interim affairs in the manner deemed best.

1. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are effective for no more than two years, or a time defined by the Church Council.
2. Corporate action taken in good faith in accordance with the emergency bylaws both binds the Church and may not be used to impose liability of a corporate director, officer, employee, or agent.
3. An emergency exists for purpose of this section if a quorum of the Church Council cannot readily be assembled because of any of the following events:
   1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcano eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion.
   2. An attack on this state or nation by an enemy of the United States of America, or upon receipt by this state of a warning from the Federal Government indicating that an enemy attack is probable or imminent.
   3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or populations, including, but not limited to, mass evacuations.
   4. A pandemic
   5. A state of emergency proclaimed by a governor or by the President.
   6. Any other condition as a result of which a quorum cannot easily be assembled.
4. Electronic Meetings and Action by Unanimous Consent
   1. In the event of an emergency or other sufficient cause as determined by the Church Council the members of the Church Council may participate and act at any meeting through the use of any technology by means of which all persons participating in the meeting can communicate simultaneously with each other, upon such terms and in such manner as the Church Council shall determine. Participation in such meeting shall constitute attendance and presence in person at the meeting of the member or members so participating.
   2. Any action required or permitted to be taken at any meeting of the Church Council may be taken without a meeting if all members consent thereto in writing, and the writings are filed with the minutes of proceedings of the Church Council.