

AMENDED BYLAWS OF COLORADO CHRISTIAN FELLOWSHIP

PRELIMINARY STATEMENT

These are the Amended Bylaws of Colorado Christian Fellowship, and herein after shall be referred to as the "Bylaws."

Colorado Christian Fellowship, a Colorado non-profit corporation (the "Church"), is a local expression of the body of Christ, which is the universal assembly of all believers. As such, it is more an organism than an organization, although the functioning of the local group of believers at times is assisted by formal organization. Organization is never an end in itself, and these Bylaws have no value apart from the degree to which they provide assistance to the local assembly in fulfilling God's will on earth. But in order to avoid confusion and to provide for the orderly conduct of the mission of the Church these Bylaws are adopted as a framework for leadership and direction within the assembly. It is intended that they will assist the carrying out of the will of the Lord Jesus Christ through the Holy Spirit.

ARTICLE 1. ADOPTION OF BYLAWS

SECTION 1.1 Any and all former Bylaws in contradiction to these amendments of the Church are hereby expressly repealed.

SECTION 1.2 Adoption of Bylaws. The Board of Overseers of the Church adopts the Bylaws set forth below as the Church's Bylaws.

ARTICLE 2. BOARD OF OVERSEERS

(The Board of Overseers shall have the same legal rights and status as a Board of Directors)

SECTION 2.1 Board of Overseers. The Church shall have a Board of Overseers appointed by the nominating committee. The minimum qualifications to serve as a Overseer shall be that of a person qualified to serve as a Pastor or Overseer of the Church, or as a Deacon of the Church, as such terms are defined in the New Testament (1 Timothy 3; Titus 1). The Overseeing Apostle/Senior Pastor shall be a permanent member of The Board of Overseers throughout his or her tenure as Overseeing Apostle/Senior Pastor. The Overseeing Apostle/Senior Pastor or his or her designate shall serve as the Chairman of the Board of Overseers.

2.1.1 The majority of Overseers must be non-interested members. A non-interested Overseer for the purposes of these Bylaws shall mean an Overseer not

employed by Colorado Christian Fellowship in a full or part-time capacity. Non-interested shall not include a volunteer at Colorado Christian Fellowship.

2.1.2 For purposes of these Bylaws a quorum does not need a majority of non-interested Overseers, but a majority of the Board of Overseers as a whole.

SECTION 2.2 Appointment of Overseers. When a vacancy occurs on the Board of Overseers or when the said Board has determined to increase the number of Overseers, nominees may be presented to the Board by any one or more of the current Overseers, or by any one or more members of the Church. Such vacancies and/or new positions shall be filled only by the unanimous affirmative vote of the then current Board, after consideration of the qualifications of such nominee(s). Nominees must meet the qualifications of an Overseer and a Deacon specified in 1 Timothy 3 and Titus 1. Each nominee must have a strong commitment to the Church and to the pastoral staff.

SECTION 2.3 Performance of Duties. An Overseer of the Church shall perform his or her duties as an Overseer, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Church, and with such judgment as an ordinary prudent person in a like position would use under similar circumstances. In performing his or her duties, an Overseer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 2.3; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been an Overseer of the Church. Those persons and groups on whose information, opinions, reports, and statements an Overseer is entitled to rely upon are:

- (a) One or more officers or employees of the Church whom the Overseer reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants, or other persons as to matters which the Overseer reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Overseer reasonably believes to merit confidence.

SECTION 2.4 Meeting of the Board. The Board shall meet regularly from time to time as determined by the Board. Special meetings of the Board may be called by any one (1) Overseer upon three (3) day notice.

SECTION 2.5 Notice. Notice of any annual or special meeting of the Board shall be given to each Overseer before the meeting by oral or written notice delivered in such manner as reasonably calculated to provide actual notice of the meeting, but in any event, not less than three (3) days. Any Overseer may waive notice of any meeting by written statement signed before or after the holding of the meeting. The attendance of an Overseer at a meeting shall constitute a waiver of notice of Church meeting except where an Overseer attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 2.6 Special Meetings. Special meetings of the Board of Overseers may be called by or at the request of the Chairman or any one Overseer. The person or persons authorized to call special meetings of the Board of Overseers may fix any place, within or without of the State of Colorado, as the place for holding any special meeting of the Board of Overseers called by them.

SECTION 2.7 Place of Meeting. The meetings of the Board shall be held at such place within or without the State of Incorporation as may be designated in the notice of the meeting. If no designation is made, the place of meeting shall be the principal office of the Church.

SECTION 2.8 Quorum. The majority of membership of the Board shall constitute a quorum for the transaction of business.

SECTION 2.9 Authority. All the capacity of the Church shall be vested in the Board of Overseers and all its powers and authority, except as otherwise provided by law or these Bylaws, shall be exercised by the Board of Overseers which shall manage and conduct the business of the Church.

SECTION 2.10 Manner of Acting. The Board of Overseers may act on behalf of the Church only by a majority vote of all Overseers (when a quorum is present) in all matters except the removal of the Overseeing Apostle/Senior Pastor, in which case the unanimous vote of the Board of Overseers is required; failing this, the Board may, if deemed necessary, submit the issue in controversy to binding Christian mediation and/or arbitration pursuant to section 2.21 hereof. Any action, which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed severally or collectively by a majority of the Overseers entitled to vote with respect to the subject matter thereof.

2.10.1 All meetings of the Board of Overseers shall be governed by the procedural rules set forth in the most recent edition of Robert's Rules of Order. This provision may be waived in lieu of informal discussion and/or vote if agreed upon by the Board.

SECTION 2.11 Informal Acting By Overseers To Waive. Any action required or permitted to be taken by the Board of Overseers or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board of Overseers in writing waives the right to demand that the meeting be held and their (a) votes for such action; or (b) votes against such action or abstains from voting.

SECTION 2.12 Attendance at Meetings. For any meeting, any special and/or annual meeting, or any other meetings of the Overseers, the presence of any or all Overseers in such meeting may be effected by actual physical attendance at such meeting, or by means of a telephone or other telecommunication device which allows all Overseers to hear, and be heard by, all other Overseers in attendance at such meeting.

SECTION 2.13 Attendance by Electronic Means. Any member of the Board of Overseers or any committee designated by such Board may participate in a meeting of the Board of Overseers or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 2.14 Committees. The Board may, from time to time, appoint certain members to act in the intervals between meetings of the Board as a committee and may delegate to such committee powers and/or duties to be exercised and performed under the control and direction of the Board.

SECTION 2.15 Indemnification. Each Overseer (and his or her heirs, executors and administrators) shall be indemnified by the Church against expenses reasonably incurred by him or her in connection with any claim made against him or her or any action, suit or proceeding to which he or she may be made party by reason of his or her being or having been an Overseer of the Church (whether or not he or she continues to be an Overseer of the Church at the time of incurring such expenses), except in cases where the claim is made for willful conduct committed outside the Overseer's performance of duty. Such right of indemnification shall not be exclusive of other rights to which he or she may be entitled to as a matter of law.

SECTION 2.16 Term and Limits. Overseers shall have staggered terms as follows: At the next annual meeting of the Church, the term of office of three (3) Overseers shall be fixed for two (2) years, and the term of office of two (2) Overseers shall be fixed for one (1) year. At the expiration of the initial term of office of each Overseer, his or her successor shall be elected to serve a term of two (2) years. In the event that an Overseer is added to the Board by reason of increase in the number of Overseers, such Overseer shall serve an initial term to be determined by the current Board so as to stagger the term consistent with the terms of the other Overseers. At the expiration of the initial term of office of each Overseer added by reason of increase in the number of Overseers, his or her successor shall be elected to serve a term of two (2) years. Except as is otherwise provided by these Bylaws, the Overseers shall hold office until their successors have been elected and hold their first meeting. Overseers shall only hold up to two (2) consecutive terms. After the completion of two (2) consecutive terms, an Overseer is eligible to serve on the Board again after two (2) years have passed since the expiration of his or her last term.

SECTION 2.17 Resignation. Any Overseer may resign by delivering notice of Board resignation to the other Overseers. Such notice need not be approved by the Board and is effective upon delivery.

SECTION 2.18 Grounds for Removal. Any Overseer or Overseers of the Church may be removed from the Board at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act. In addition, any Overseer may be removed from the Board whenever such Overseer, in the opinion of the Board:

- (a) Fails to fulfill the qualifications of an Overseer or Deacon in 1 Timothy 3 and Titus 1.
- (b) Fails to continue to have a strong commitment to the Church.
- (c) Fails to support decisions which the Board has made.
- (d) Fails to demonstrate continual interest, heart, or attendance at Board meetings and/or Board business.

SECTION 2.19 Procedure for Removal. Grounds for removal of an Overseer may be presented to the Board by any Board member or member of the Church. No accusations against an Overseer shall be received except upon the word of two or more witnesses. Upon receipt of information, which if true, could provide grounds for removal, the Board shall conduct an investigation, the results of which shall be reported to the entire Board. The Overseer who is the subject of the investigation may present information and testimony in his or her defense. After all information has been presented, the Board shall vote on the question of removal. If the majority of Board members, except the Overseer subject to the vote, vote in favor of removal, the Overseer shall be asked to resign. If he or she should fail to resign, or is in dispute, then the matter shall be submitted to binding Christian arbitration pursuant to Section 2.21 hereof.

SECTION 2.20 Vacancies. Any vacancy occurring in the Board of Overseers may be filled by appointment by the remaining Board of Overseers. An Overseer appointed to fill a vacancy shall serve until his or her successor is appointed for the unexpired term of his or her predecessor in office.

SECTION 2.21 Binding Christian Arbitration. Any dispute by and between the Board Overseers, Apostles, Pastors, or staff, including but not limited to when the Board is not in a majority on any matter which requires Board action, or requesting an individual to resign pursuant to 2.18 and 2.19, and the individual fails to resign, shall be subject to Christian arbitration and mediation in accordance with the rules of Christian Legal Society Christian Conciliation and/or Peacemakers Ministry's Institute for Christian Conciliation, or other suitable Christian Decision-Maker, such as a Christian Judge, upon agreement of the parties. The Christian decision-maker shall have full authority to provide injunctive relief, including temporary or permanent restraining orders, and other equitable relief, which shall be enforceable through the District Court of Denver, Colorado, as any other judgment in accordance with the Colorado Rules of Civil Procedure. The parties agree that, in the event either party elects to arbitrate a dispute, the parties shall first have mandatory non-binding mediation of any dispute and such mediation shall be conducted by a mediator, who shall be a person licensed to practice law or knowledgeable in the area of dispute, jointly selected by the parties or, if no such

agreement can be had, the Board shall select from the list of mediators maintained by either Christian Legal Society or Peacemakers Ministry.

SECTION 2.22 Leadership. Although the Church is incorporated under state law for the purposes of enjoying the protections of a corporation charter, leadership in the Church is to be exercised in a fashion which is very different from that which is exercised by non-Christians. The Overseers shall, in accordance with the teaching of 1 Peter 5: 1-3 “[b]e shepherds of God’s flock that is under [their] care, serving as overseers – not because [they] must, but because [they] are willing, as God wants [them] to be; not greedy for money, but eager to serve, not lording it over those entrusted to [them], but being examples to the flock”. The Overseers shall demonstrate the love of Jesus Christ by serving, sharing and teaching. Leadership shall be participatory with the Overseers and the members of the congregation working together in unity, so that confrontations and factions may be avoided.

SECTION 2.23 Compensation. Overseers as such shall not receive any stated salaries for their services, but by resolution of the Board of Overseers a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Overseers; but nothing herein shall preclude any Overseer from serving the Church in any other capacity and receiving compensation therefore.

SECTION 2.24 Presumption of Assent. An Overseer of the corporation who is present at a meeting of the Board of Overseers at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Overseer who voted in favor of such action.

SECTION 2.25 Incapacitation of Overseeing Apostle/Senior Pastor. In the event that the Overseeing Apostle/Senior Pastor is incapacitated due to health or moral failure, the Board of Overseers is responsible for designating an interim or permanent replacement in accordance with these Bylaws. If the reason for incapacitation is moral failure, the Board of Overseers will be responsible for determining disciplinary action, also in accordance with these Bylaws. The Board of Overseers shall determine, in accordance with the provisions of these Bylaws governing Board action, whether an interim or permanent replacement is necessary.

2.25.1 Moral failure includes, but is not limited to, willful and wanton misconduct towards Colorado Christian Fellowship or any of its staff, Board of Overseers, or congregation, commission of a felony, and any other material moral failure as defined by Scriptural principles.

2.25.2 Disciplinary Action includes, but is not limited to, removal from office, required leave of absence, or any other appropriate disciplinary action as determined by the Board.

ARTICLE 3. CHURCH CAMPUSES

SECTION 3.1 Church Campuses. From time to time the Board of Overseers shall establish additional campuses of the Church, other than the main church campus in varying locations.

SECTION 3.2 Governance of Campuses. Each campus shall be governed by an elected Board of Elders. However, the Main Church Campus shall be governed by the Board of Overseers. Each Board of Elders shall be elected by the Board of Overseers according to the same process of election of the Board of Overseers as provided for in these Amended Bylaws. Except, each Elder that serves on a Board of Elders shall attend the church campus of which he or she is an elder.

SECTION 3.3 Subject to Board of Overseers. The Board of Elders for each campus shall at all times be subject to the oversight, direction and authority of the Board of Overseers in their oversight of the campus. Any decisions made by a Board of Elders must be approved and ratified by the Board of Overseers. Each Elder shall serve for a duration of time to be determined by the Board of Overseers.

ARTICLE 4. OFFICERS AND EMPLOYEES

SECTION 4.1 Election. For purposes of corporation law it is necessary to designate officers of the Church. Accordingly, the Overseeing Apostle/Senior Pastor throughout his or her tenure, shall serve as President of the corporation. The Board shall elect a Treasurer, a Secretary and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers, agents and employees as the Board may deem proper. Such officers shall be elected by the Board from time to time as determined by the Board. Each officer shall hold his/her office until his/her successor shall have been duly elected and qualified, or until his death, resignation or removal. The titles of President, Vice President, Secretary, Treasurer, and other agents and officers, shall be used only for legal purposes associated with the actions of the Church, but the business and affairs of the Church shall at all times be conducted by the Board as a unit, without regard to Church titles.

SECTION 4.2 Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in the judgment of the Board, the best interest of the Church would be served thereby.

SECTION 4.3 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired term.

SECTION 4.4 Powers and Duties of Officers. The chief executive officer of the Church shall be the President. Subject to the foregoing, the officers of the Church shall each have such powers and perform such duties as may be conferred from time to time by the Board.

SECTION 4.5 Salaries. The salaries of the officers shall be fixed from time to time by the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also an Overseer of the Church.

SECTION 4.6 Bonds. If the Board of Overseers by resolution shall so require, any officer or agent of the Church shall give bond to the Church such amount and with such surety as the Board of Overseers may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

SECTION 4.7 Loans to Officers. The Church shall not make loans to any officer or Overseer of the Church.

ARTICLE 5. MEMBERSHIP IN THE CONGREGATION

SECTION 5.1 Membership. The Church shall have only one class of members, who shall have no voting rights other than as determined by the Board of Overseers. The requirements for attaining and maintaining membership in the Church congregation shall be: (1) that one confess Jesus Christ as Lord and Savior; (2) that the controlling influence of Jesus Christ over one's life be apparent from one's outward actions and attitudes; (3) that one agree with the Church's statement of faith; (4) that one read, sign, and submit to the Church the Church's Church Membership Agreement and (5) that, so long as one desires to remain a member of the Church, one agrees to abide by the Bylaws and any policies and procedures established by the Board of Overseers.

SECTION 5.2 Member Duties. Although all governing authority of the Church is vested in its Board of Overseers, pursuant to Scripture, and these Bylaws, the members of the Church are vital to its success in bringing the saving knowledge of Jesus Christ to a dying and sinful world. Members shall seek to stimulate one another to love and to do good works, and shall submit to one another in love for mutual edification, for accountability, and in the equipping of the saints for the work of the ministry. Members shall provide a framework of love and acceptance, in which truth and righteousness may prosper, and the gospel may be proclaimed. Members shall not be factious or divisive, and shall agree to submit to the spiritual authority of the Overseers as leaders of the Church.

SECTION 5.3 Restoration. If any member of the congregation is overcome in a fault, it is the commission of the body of Christ, through those who are spiritual, to restore such member in a spirit of gentleness. The Church shall be entitled to act in the process of restoration, which may include discipline, in order to prevent a brother or sister from further harm to himself or herself, and in order to protect the integrity and purity of the membership. The process of restoration by the local congregation shall be exercised only in accordance with the Word of God, and in a spirit of love.

ARTICLE 6. CONFESSION OF FAITH

SECTION 6.1 Confession of Faith. This Church stands in the historic continuity of the Christian faith. Its teaching and doctrine shall be and remain thoroughly Biblical. On specific points of doctrine, as is necessary, the Board of Overseers will make explicit their understanding of the scriptures by publishing a Biblically supported position paper dealing with the scriptures on individual issues. Such position papers, once formally published by the Board of Overseers, will be treated as amendments, additions and clarifications of these Bylaws where applicable.

SECTION 6.2 Statement of Faith. The Bible is God's bold and loving message to the world. We believe it is the instruction manual for all of life and reveals the lives of real people and the heart and character of a real and loving God. Specifically, we believe:

- 1) The Bible reflects the story God wanted to tell about his relationship with the world. It is "inspired" by him. The truths presented in the Bible are the supreme authority over all things in life.
- 2) God eternally exists in three persons who are equal in divine perfection. They have different roles, but they work in harmony as One. God the Father is a personal Spirit who is perfect in holiness, wisdom, power and love. He hears and answers prayers and welcomes all those who come to him in the name of his son. Jesus Christ is the Father's son and we believe that his death on the cross, his resurrection, and his return to heaven allow those who believe in him to experience eternal life with him. The third person of the Godhead is the Holy Spirit, whose role is to show the world where it has fallen short of God's right way of living and to teach those who believe in Jesus how to live.
- 3) Everyone, by nature, has fallen short of God's right way of living. We have not followed God's right way of living and therefore sinned, or committed wrong actions. Sin separates people from God. But the good news is that God reached out to us to end that separation. He invites all people to come home to him! To fix the sin problem, God sent his son, Jesus. His son paved the way for a relationship with God by dying for all people on a cross and rising to life again. To receive this gift of relationship, every person must believe that Jesus died for them, confess their wrong actions and ask Jesus to live in them.
- 4) There is a universal church, a living spiritual body which Jesus cares for and oversees. In this universal church, everyone has received, by faith, the gift of a relationship with God. They have "come home" to the Father and will experience the abundant life he has planned for them. The local church, which is a group of believers who have a relationship with God, is a local representation of that larger universal church.
- 5) Baptism is a physical demonstration of a person identifying with the death, burial, and resurrection of Jesus Christ. When a person, by faith, identifies with what Jesus did, faith is the means by which that person experiences a vibrant relationship with God.

6) Jesus commanded his followers to remember his death by hosting a special meal called communion, also known as the Lord's Supper. Colorado Christian Fellowship hosts communion once a month so as to commemorate what Jesus did for the entire world.

Statement on Marriage, Gender, and Sexuality

We believe that God wonderfully and immutably creates each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. (Genesis 1:26-27.) Rejection of one's biological sex is a rejection of the image of God within that person.

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen 2:18-25.) We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. (1 Corinthians 6:18; 7:2-5; Hebrews 13:4.) We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, and use of pornography) is sinful and offensive to God. (Matt 15:18-20; 1 Corinthians 6:9-10; Romans 1:18-27.)

We believe that in order to preserve the function and integrity of Colorado Christian Fellowship (CCF) as the local Body of Christ, and to provide a biblical role model to CCF members and the community, it is imperative that all persons employed by CCF in any capacity, or who serve as volunteers, agree to and abide by this State on Marriage, Gender, and Sexuality. (Matthew 5:16; Philippians 2:14-16; 1Thessalonians 5:22.)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Romans 10:9-10; 1 Corinthians 6:9-11; 1 John 1:8-10.)

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. (Mark 12:28-31; Luke 6:31.) Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of CCF.

All persons who associate with CCF as members, employees, or volunteers should abide by and agree to follow this Statement of Faith and conduct themselves in accordance with it. Use of CCF's facility and property are not permitted to persons or groups holding, advancing, or advocating beliefs or practices that conflict with these Bylaws and this Statement of Faith. Nor may the Church's facilities be used for activities that contradict or are deemed inconsistent with these Bylaws and this Statement of Faith.

ARTICLE 7. CHURCH AUTONOMY

SECTION 7.1 Church Autonomy. This Church is autonomous and subject only to Christ, its Head. The Church receives this government, and these Bylaws are merely an attempt to

implement Biblical procedures and practices. All property of the Church is irrevocably devoted to religious and charitable purposes and upon liquidation or dissolution, will be distributed to a fund or organization organized and operated solely for religious or charitable purposes. The assets of the Church are to be applied to religious or charitable purposes, and not to the benefit of any private person.

ARTICLE 8. CHRISTIAN ARBITRATION

SECTION 8.1 Christian Arbitration Required. If any member, Pastor, Church staff, employee, Overseer and/or Deacon feels that he or she has been wronged or damaged by any act, word or deed taken by or on behalf of the Church, the Board, or any one or more Overseer(s), then such person (the "Grieved Party") shall have the right to request Christian arbitration of such matter (the "Claim") pursuant to 1 Corinthians 6, and pursuant to these Bylaws. No litigation in any civil (i.e. non-ecclesiastical) court or other agency shall be commenced against the Church, the Board, an Overseer, or a member of the Church, until all avenues of Christian arbitration have been exhausted.

SECTION 8.2 Arbitration By Board. A Grieved Party shall have the right to arbitrate his claim before the full Church Board, by submitting a written request for Church arbitration to any member of the Board within thirty (30) days of the occurrence complained of. The Board shall then set an arbitration hearing date which shall be within sixty (60) days of the date receipt of the request for arbitration. The Grieved Party shall have the right to attend such arbitration and to present evidence in his behalf. The Church Board shall rule upon his or her claim, and shall deliver a written ruling on the matter to all parties thereto within thirty (30) days of the hearing.

SECTION 8.3 Arbitration by Christian Legal Society and/or Peace Makers Ministry or Other Suitable Christian Decision-Maker. Any party to an arbitration which has been ruled upon by the Board pursuant to Section 8.2 shall have the right to appeal the Board's ruling by submitting his or her appeal to Christian arbitration before the Christian Legal Society and/or Peace Makers Ministry, or other suitable Christian decision-maker such as a Christian Judge, pursuant to the rules of Christian arbitration adopted by Christian Legal Society and/or Peace Makers Ministry then in effect. Such party appealing the Board's ruling shall submit his or her claim for Christian arbitration in writing to Christian Legal Society and/or Peace Makers Ministry, or other suitable Christian decision-maker (designated "Arbitration") within thirty (30) days of his or her receipt of the written ruling of the Church Board issued pursuant to Section 8.2.

ARTICLE 9. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 9.1 Contracts. The Board of Overseers may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or limited to specific instances.

SECTION 9.2 Loans. No loans shall be contracted on behalf of the Church and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Overseers. Such authority may be general or limited to specific instances.

SECTION 9.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents of the Church and in such manner as shall from time to time be determined by resolution of the Board of Overseers.

SECTION 9.4 Deposits. All funds of the Church not otherwise employed shall be deposited from time to time in the name of the Church in such banks, trust companies or other depositories as the Board may select.

SECTION 9.5 Gifts. The Board of Overseers may accept on behalf of the Church any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Church.

ARTICLE 10 NONDISCRIMINATION

SECTION 10.1 Nondiscrimination. The officers, Overseers, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race and national origin.

ARTICLE 11 BOOKS AND RECORDS

SECTION 11.1 Books and Records. The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Overseers and committees having any of the authority of the Board of Overseers.

ARTICLE 12 FISCAL YEAR

SECTION 12.1 Fiscal Year. The fiscal year of the Church shall end on the last day of December in each calendar year.

ARTICLE 13 CORPORATE SEAL

SECTION 13.1 Corporate Seal. The Board of Overseers may provide a corporate seal, which shall have inscribed thereon the name of the Church and the state of incorporation and the words "CORPORATE SEAL".

ARTICLE 14 WAIVER OF NOTICE

SECTION 14.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE 15 AMENDMENTS

SECTION 15.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a unanimous vote of the Overseers present at any meeting of the Board of Overseers at which a quorum is present.

ARTICLE 16 EXECUTIVE COMMITTEE

SECTION 16.1 Executive Committee. The Board of Overseers by resolution adopted by a majority of the full Board, may designate two or more of its members (or appropriate non-members) to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Overseers, or any member thereof, of any responsibility imposed by law.

SECTION 16.2 Authority. The Executive Committee, when the Board of Overseers is not in session, may exercise all of the authority of the Board of Overseers except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee. And except also that the Executive Committee shall not have the authority of the Board of Overseers in reference to 1) amending the Articles of Incorporation, 2) adopting a plan of merger or consolidation, 3) recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Church. The Overseeing Apostle/Senior Pastor shall serve as the chairman of the Executive Committee.

SECTION 16.3 Tenure and Qualifications. Each member of the Executive Committee shall hold office at the pleasure of the Board, customarily until the next regular annual meeting of the Board of Overseers following his or her designation and until his or her successor is designated as a member of the Executive Committee and is elected and qualified.

SECTION 16.4 Meetings. Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than one (1) day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at his or her business address. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

SECTION 16.5 Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at the meeting at which quorum is present.

SECTION 16.6 Informal Action by Executive Committee. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

SECTION 16.7 Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the quorum of Overseers.

SECTION 16.8 Resignations and Removal. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Overseers. Any member of the Executive Committee may resign from the Executive Committee at any time by giving notice to the Chairman or Secretary of the Church, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 16.9 Procedure. The Overseeing Apostle/Senior Pastor or his or her designate shall serve as the presiding officer and the Executive Committee may fix its own rules of procedure, which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Overseers for its information at the meeting thereof held next after the proceedings shall have been taken.

SECTION 16.10 Other Committees. Other committees not having and exercising the authority of the Board of Overseers in the management of the Church may be appointed in such manner as may be designated by a resolution adopted by a majority of the Overseers present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be member (or non-members as determined by the Board) of the Church, and the Board shall appoint the members thereof. The Board may remove any member whenever in its judgment the best interests of the Church shall be served by such removal.

ARTICLE 17 EMERGENCY BYLAWS

SECTION 17.1 Emergency Bylaws. The emergency Bylaws provided in this Article 16 shall be operative during any emergency in the conduct of the business of the Church resulting from a catastrophic event preventing the formation of a quorum of the Board of Overseers, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the Church or in the Colorado Revised Nonprofit Church Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles

shall remain in effect during such emergency and upon its termination the emergency Bylaws shall cease to be operative.

SECTION 17.1.1 During any such emergency

- (a) Any officer or Overseer of the Church will call a meeting of the Board of Overseers. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Overseers as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstance permit in the judgment of the person calling the meeting
- (b) At any such meeting of the Board of Overseers, a quorum shall consist of the number of Overseers able to attend.
- (c) The Board of Overseers, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers to do so.
- (d) The Board of Overseers, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Church shall for any reason be rendered incapable of discharging their duties.
- (e) No officer, Overseer or employee acting in accordance with these emergency Bylaws shall be liable on the ground that the action was not an authorized corporate action.
- (f) These emergency Bylaws shall be subject to repeal or change by further action of the Board of Overseers, but such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. The Board of Overseers may make any amendments to these Bylaws that may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

The undersigned hereby certify that the above and foregoing is a complete and accurate copy of the Amended Bylaws of the Church by the Board of Overseers on this 2nd day of August, 2016.

**ACTION OF THE
BOARD OF DIRECTORS (OVERSEERS) BY UNANIMOUS
WRITTEN CONSENT**

The undersigned, constituting all of the members of the Board of Overseers of **Colorado Christian Fellowship**, a Colorado Non-Profit corporation (the "Church"), in accordance with C. R. S §7-23-110, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent to the following resolutions this ____ day of _____, 2016.

RESOLVED: The Board of Overseers hereby approve and adopt the Amended Bylaws of Colorado Christian Fellowship presented to the Board on this date. The Board further accepts the Statement of Faith, Statement on Marriage, Gender and Sexuality, and the Membership Agreement as the expressed act of this Church.

WITNESS, our signatures give effect to the foregoing resolutions as of the ____ of _____, 2016, regardless of the dates set forth below.

