

**BYLAWS OF
JOHNSTOWN-MILLIKEN CHRISTIAN CHURCH
DBA CONNECTIONS CHRISTIAN CHURCH
(a Colorado Non-Profit Corporation)**

ARTICLE I OFFICES

The principal office of the corporation in the State of Colorado shall be located in the Town of Johnstown, County of Weld. The corporation may have such other offices, either within or outside the State of Colorado, as the Board of Directors may designate or as the purposes of the corporation may require from time to time.

The registered office of the corporation may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II PURPOSES AND POLICIES

Section 1. Purposes.

The primary purpose for which this Corporation is formed is to fulfill the commission of Jesus Christ, which is to make disciples of Jesus Christ by teaching them His commands and nurturing them to spiritual maturity. A secondary purpose of the formation of this corporation is to meet the legal requirements necessary for a church congregation to own, acquire, and dispose of property and to exercise any and all of the powers authorized by the Colorado Nonprofit Corporation Act. For this reason, this congregation has been incorporated according to the laws of the State of Colorado and these BYLAWS are drawn to include regulation of the corporation as well as to govern it in carrying out its chosen work as a church of Jesus Christ.

Section 2. Policies.

The government of this congregation is vested in the body of baptized believers who compose it. It is subject to the control of no other body, ecclesiastical or otherwise. It receives the Holy Scriptures as its authority in matters of faith and practice.

The Board of Elders shall form the ecclesiastical governing body of the church and shall have the authority described herein.

The Board of Elders will seek input from the congregation on matters described in these BYLAWS and/or corresponding church policies. Final authority on all matters rests with the Board of Elders with only one exception: the selection of a new Lead Pastor (see

Article V, Section 1 below).

The Board of Directors shall form the civil/legal governing body of the church and shall have the authority described herein. The Board of Directors is made up of members of the Board of Elders.

ARTICLE III ORGANIZATION

Section 1. Board of Elders

It shall be the duty of this Board to exercise spiritual leadership and general supervision over the affairs of the congregation in accordance with its declared purposes and policies and, in accordance with these BYLAWS, to see that its purposes and policies are carried out. This Board may delegate certain tasks to various other boards, committees, or individuals, but it cannot relieve itself of the ultimate responsibilities herein defined.

- a. An Elder shall meet the qualifications identified in the Elder Handbook.
- b. Potential Board of Elder members shall be nominated by the congregation and their names given to the currently seated Board for consideration, interview, and appointment.
- c. After consideration of all nominees, the Board shall appoint those candidates they believe are best suited for this leadership role. The appointed candidates shall be put before the congregation for consideration and feedback during a one-month period prior to the beginning of the next Ministry Year. During the Annual Meeting the congregation will vote to affirm the appointments (see Article VI, Section I and Article XI below).
- d. Board of Elder members shall be appointed for an initial probationary term of 1 year, followed by a maximum of two consecutive two-year terms. They shall be put before the congregation for a vote of affirmation prior to each of their terms. After serving three terms (5 years) there is a mandatory, minimum 1-year sabbatical before that person can be nominated to serve again or fill a vacancy on the Board of Elders.
- e. An Elder's term shall begin upon affirmation and end at the expiration of the term.
- f. The Board of Elders shall be composed of no less than 5 and no more than 13 members. Should there occur a situation where there are not enough Elders nominated or appointed, the Board of Elders may open up a special nomination process outside of the typical timelines described in these Bylaws.
- g. The Board of Elders shall elect the Board of Directors - President, Vice President, Secretary/Treasurer (these duties could be separated between two Elders) - at their first meeting of each fiscal year. The President of the Board of Elders shall preside over all official meetings of the congregation, or in his/her absence, the Vice-President

shall preside (see Article VI).

- h. The Board of Elders shall meet once a month, or more often as deemed necessary by the President of the Board, or in his/her absence, by the Vice-President. Reasonable notice of such a meeting shall be provided to all Elders.
- i. The Board of Elders shall serve as the Lead Pastor search committee, and also as the interview and appointment committee for the replacing/adding of Board of Elders members unless the task is delegated to another committee.
- j. Except as herein otherwise specifically provided, a vacancy in any Elder position because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Elders for the unexpired portion of the current ministry year. Filling a vacancy on the Board of Elders does not replace the requirement for a 1-year probationary term.
- k. If approved by the Team, an Elder may take a temporary leave of absence for a portion of their term. Unless this leave violates the minimum number requirement (see item f above) there shall not be a replacement Elder appointed during the leave. A leave of absence does not delay the expiration of the Elder's term.
- l. An Elder may be removed by the Board of Elders at a duly called special meeting. A three-quarter majority vote of the entire Board is necessary for the removal of an Elder.

Section 2. Board of Directors

The Board of Directors of this corporation shall be composed of the Board of Elders, as voting members of the Board, the Lead Pastor as a voting member, and the Business Administrator/Executive Pastor as a non-voting member (if the board hires/designates this position). It shall be the duty of this Board to exercise legal and financial leadership over the affairs and business of the corporation in accordance with its declared purposes and policies. The Board of Directors shall:

- a. manage all monetary funds and tangible assets of the congregation in cooperation with the Finance Ministry Team;
- b. develop the annual budget and the capital reserve budget in cooperation with the Lead Pastor and Business Administrator/Executive Pastor. These budgets shall be presented to the full Board of Elders for approval before presenting them to the congregation.

Section 3. Quorum

Except as specifically provided herein, a quorum for any meeting of the Board of Elders or Board of Directors shall consist of two-thirds of the currently serving members. Any action affirmed by a majority of those present at a duly convened meeting at which a quorum is present shall be binding.

Section 4. Manner of Acting

The members of the Board of Elders may participate in any meeting via phone and/or video call provided that prior notice was given to the President or Vice President and the Secretary. The presiding officer must ensure that the phone call participants are able to engage in the conversation and, should any specific action be taken, that those participating by phone have their decisions/votes specifically noted.

Additionally, should circumstances arise which call for decisions or action of a more immediate nature, the Board of Elders may convene, discuss, and vote by email provided:

- a. Unanimous agreement by the Board of Elders to meet and discuss in such a manner is sought and obtained by the President or Vice President.
- b. There is a single item being considered and said item is clearly identified prior to getting agreement for an email meeting.
- c. The President or Vice President initiates the email communication and discussion.
- d. The President or Vice President ensures, and the Secretary tracks, that every team member participates in the discussion and offers up their vote.
- e. A summary of the meeting and any decisions reached are emailed back to all Team members by the Secretary within 24 hours of the conclusion of the meeting.

Section 5. Compensation

Unless otherwise stated in these BYLAWS, no members of the Board of Elders shall be compensated by the corporation for their involvement on the Board.

ARTICLE IV OFFICERS

Section 1. Number

For legal purposes, the officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Elders), and a Secretary/Treasurer (these duties could be separated between two Elders). All officers must be members of the Board of Elders in good standing. The lead pastor cannot be an officer.

Section 2. Appointment and Term of Office

The President, Vice-President(s), Secretary/Treasurer shall be appointed by the Board of Elders at their first meeting of every new ministry year (see Article XI below). Each officer shall hold the office until a successor shall have been duly qualified and appointed, until death, or until resignation or removal in the manner hereafter provided.

Section 3. Removal

Any officer may be removed by an affirmative vote of two-thirds of the Board of Elders whenever, in their judgment, the best interests of the corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. The appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies

A vacancy in the offices of President, Vice-President, Secretary/Treasurer, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Elders.

Section 5. Signature Authority

Any officer of the corporation may sign any instrument which the Board of Elders has authorized to be executed, except in cases where the signing thereof shall be expressly delegated to another or by these BYLAWS to some specific officer of the corporation or shall be required by law to be otherwise signed. Financial commitments in excess of a predetermined amount must be formally approved by the Board of Elders as described in church policy.

Section 6. President of the Corporation

The President shall be the Principal Executive Officer of the corporation and shall, in general, supervise and control the affairs and business of the corporation, performing all duties incidental to the office of president and such other duties as may be prescribed by the Board of Elders from time to time.

Section 7. The Vice-President of the Corporation

In the absence of the President or in the event of death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 8. The Secretary/Treasurer of the Corporation.

The Secretary/Treasurer shall:

- a. keep the minutes of the proceedings of the congregation and Elder meetings or delegate note-taking to another member and review and finalize the minutes;
- b. see that all notices are duly given in accordance with the provisions of the BYLAWS or as required by law;
- c. be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

- d. in general perform all duties incidental to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- e. in cooperation with the Finance Ministry Team (if so formed), the Lead Pastor and the Secretary/Treasurer shall monitor the monetary funds and tangible assets of the congregation and report to the Board of Elders.

ARTICLE V MINISTERIAL STAFF

Section 1. Lead Pastor

The Board of Elders, acting as a ministerial search committee, shall present the person to the congregation whom they feel meets the qualifications for the Lead Pastor position. The candidate's qualifications shall also be presented to the congregation. If feasible, the candidate shall preach at least one sermon at a regularly scheduled congregation service. Only one candidate at a time may be considered by the congregation.

- a. The Lead Pastor shall be a salaried employee of the corporation, the salary and benefit package determined by the Board of Elders in consultation with the Finance Ministry team (if so formed) and the Business Administrator/Executive Pastor (if the board hires/designates this position).
- b. The Board of Elders hereby commits to seeking the affirmation of the congregation before seating a Lead Pastor. This will be accomplished via a congregational meeting (See Article X) where at least 75 percent of the congregation is in attendance, as determined by the average Worship Gathering attendance of the 12 months preceding the month of the meeting.
- c. Notification of such a meeting must occur for two Sundays prior to the meeting date and must be delivered via verbal announcements and written announcements provided during church service, and email announcements (to the church family for whom email addresses are available) to the entire congregation.
- d. A Lead Pastor may only be seated following an 80 percent or higher affirmative vote of those members present and voting at the congregation meeting (See Article X).
- e. The Lead Pastor shall be a voting member of the Board of Elders. If the Lead Pastor is on leave for an extended period of time (for example: due to illness, emergency or sabbatical), another member of the Pastoral Staff will be appointed, by a two-thirds majority vote of the entire Board of Elders, until the Lead Pastor is able to resume regular duties.
- f. The Lead Pastor may be removed by the Board of Elders at a duly called special meeting of the Board. All currently serving Elders, including the Lead Pastor, must be in attendance at the special meeting. The Lead Pastor cannot vote on the matter, and may only be removed if a three-quarter majority of the remaining Elders vote for

removal.

- g. The Lead Pastor will not be subject to rotation or term requirements.

Section 2. Other Staff

Other staff (pastoral and support) shall be selected, assigned, supervised and removed by the Lead Pastor in consultation with the Board of Elders in accordance with the needs of the congregation. The staff shall be responsible to the Board of Elders through the Lead Pastor for the performance of their office, character and doctrinal teaching.

ARTICLE VI CONGREGATIONAL MEETINGS

Section 1. Annual Meeting

The annual meeting of the congregation shall be held at the principal office or place of worship of the corporation in Johnstown, Colorado on the last Sunday in the month of August, or on a day set by the Board of Elders.

- a. At this meeting, those present shall vote to affirm the newly selected members of the Board of Elders and the annual Ministry Plan and associated financial budget.
- b. The newly selected members of the Board of Elders and the Ministry Plan description and associated budget must be made available to the congregation no less than 4 weeks prior to the annual meeting.
- c. Other business may be discussed as presented from the floor but may not be voted on unless the business was duly brought before the Board of Elders in writing at least three weeks before the annual meeting and was announced to the congregation by the Elders at least two weeks prior to the annual meeting.

Section 2. Special Meetings

A special meeting of the congregation may be called by the Board of Elders stating the purpose(s) of said meeting. A special meeting of the congregation may also be called by written petition from the congregation stating the purpose(s) of said meeting. The number of names on the petition must equal at least 35 percent of the average worship attendance of the 12 months preceding the month the petition is presented to the Board of Elders.

- a. No business other than the purpose(s) specified shall be considered at said meeting.
- b. In addition to meeting the notification requirement set forth below in Section 3, all written communication of said meeting must include the purpose of the meeting and the names of those bringing the petition to the congregation.

Section 3. Operation of Meetings

- a. **Announcement of Meetings:** Notification of the annual meeting or any special meetings must occur for two Sundays prior to the meeting date and must be delivered via verbal announcements and written announcements provided during church service, and email announcements (to the church family for whom email addresses are available) to the entire congregation.
- b. **Quorum requirements:** A quorum for a meeting of the congregation shall consist of not less than 25 percent of the average Worship Gathering attendance of the 12 months preceding the month of the meeting. The act of the majority of those present at a duly convened congregation meeting at which a quorum is present shall be the act of a congregational meeting.
- c. **Qualification of Participation:** Only congregants who are 18 years of age or older are eligible to vote and may only vote on one ballot.
- d. **Means of voting:** those voting at a congregational meeting must do so using the means spelled out in the policy handbook. A congregant may only vote one time in a meeting. In accordance with Article X below, anyone present at a meeting but not turning in a ballot is assumed to vote affirmatively.
- e. **Proxy:** No person may vote by proxy or by absentee ballot.

ARTICLE VII PROPERTY

All property, real and otherwise, shall be under the exclusive ownership and control of the corporation and shall be legally and ecclesiastically independent of any and all churches, organizations, denominations, denominational agencies, societies, and bureaus, as well as interdenominational agencies, councils, mergers and groups.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary, Elder, or employee of the Corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because he/she is or was a director, officer, agent, fiduciary, Elder, or employee of the Corporation or because he/she is or was serving another entity as a director, officer, Elder, employee, fiduciary or agent at the Corporation's request. The Corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

ARTICLE IX 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 any statute, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the providing of such notice.

ARTICLE X PRESUMPTION OF ASSENT

Any person who is present at a meeting at which action is taken shall be presumed to have assented to the said action taken unless that person's dissent shall be entered in the minutes of the said meeting or recorded on their ballot (see Article VI, Section 3.d above).

ARTICLE XI MINISTRY/FISCAL YEAR

The corporation fiscal year shall be from September 1 through August 31 of each year.

ARTICLE XII RULES OF ORDER

All meetings shall be conducted in an orderly manner with the will of the majority prevailing, unless as otherwise noted in the BYLAWS, and the rights of the minority protected. Simplicity, fairness, Christian consideration, and common sense shall be followed at all times.

ARTICLE XIII AMENDMENTS

Any ARTICLE of the BYLAWS, or any section thereof, may be amended by a majority vote of the Board of Elders and a subsequent majority vote of affirmation by the congregation during the annual meeting, provided a written notice and a copy of such amendment(s) is made available to the congregation at least four weeks prior to said meeting.

ARTICLES I, II, IV, VII, VIII, IX, or XII, or any section thereof, may be amended by an affirmative vote of two-thirds of the Elders present at any official Board of Elders meeting; provided a written notice and a copy of such amendment(s) shall be provided to all Elders at least two weeks prior to said meeting.

Reviewed and adopted on this 3rd day of August, 2020 by the Board of Directors of Johnstown-Milliken Christian Church (DBA Connections Christian Church).

Affirmed by the Church Family on the 13th day of September, 2020 during the Annual Meeting.

Stephanie Padilla, President

Miranda McCutchen, Secretary