

**CONSTITUTION AND BYLAWS
OF
THE FIRST PRESBYTERIAN CHURCH OF COLORADO SPRINGS**

Effective as of

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PREAMBLE

The First Presbyterian Church of Colorado Springs (referred to herein as either the "Church" or the "corporation") is a member congregation of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination ("ECO"), and of the ECO Presbytery exercising ecclesiastical jurisdiction over the Church pursuant to the *Constitution* (the "Presbytery"). As such, the Church subscribes to the ECO *Essential Tenets* and is governed by the ECO *Polity* and *the Rules of Discipline*. The *Essential Tenets*, *Polity* and *Rules of Discipline*, as amended from time to time, collectively constitute the ECO *Constitution*, which is incorporated into and made a part of this document.

This corporation shall constitute the corporation through which the Church shall act legally as described in the *Polity* and the Colorado Nonprofit Corporation Act ("Act"). The following Constitution and Bylaws set forth provisions for the governance and operation of the corporation. This Constitution and Bylaws shall at all times be subject to the provisions of the *Constitution*, the Restated and Amended Articles of Incorporation, and the Act. The applicable provisions in the *Constitution* shall take priority over any inconsistent provisions in this Constitution and Bylaws as long as they are consistent with the Act.

ARTICLE I. OFFICES

Section 1.1. Principal Office. The Session of the Church shall designate a principal office, either in Colorado or elsewhere, as the Session may determine. The Session may change the location of any church office.

Section 1.2. Registered Office and Registered Agent. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Colorado. The registered office may, but need not, be identical with the Church's principal office in Colorado. The Session may change the registered office and the registered agent as provided in the Act.

ARTICLE II. NONPROFIT PURPOSES

Section 2.1. Tax Exemption. The specific purposes for which the Church is organized are to perform religious, charitable, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code, and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. The Church pledges that all its assets will be used exclusively for the Church's exempt purposes.

Section 2.2. ECO Presbyterian Church. The Church is organized as a local ECO Presbyterian church. It supports the doctrine of the ECO and declares itself subject to the applicable ECO Presbytery.

ARTICLE III. CONGREGATIONAL MEMBERS

Section 3.1 Status and Voting Rights. The Congregational Members of the Church (referred to in the *Constitution* as Covenant Partners) shall be individuals who have been elected to membership by the Session and who have subsequently neither resigned their membership nor been removed from membership by the Session. Each Congregational Member shall be entitled to one vote on matters requiring membership approval. Without limitation, the following actions require approval of the Congregational Members:

1. Electing Elders and Deacons.
2. Calling (electing) the Lead Pastor and Associate Pastors.
3. Buying, mortgaging, transferring, or selling real property that is, or has been expressly designated by the Session to be, physically used by the church for ministry activities.
4. Requesting the Presbytery to dismiss the Church to another presbytery of ECO or to another Reformed body.
5. Amending the Church's Articles of Incorporation or the Constitution and Bylaws.
6. Electing the members of the Nominating Committees.

Section 3.2 Meetings. An annual meeting of the Congregational Members shall be held during the first calendar quarter of each year at the time and place as determined by the Session, for the purpose of electing Elders and Deacons, and for the transaction of such other business as may come before the meeting. A special meeting of the Congregational Members, for any purpose or purposes, may be called by the Session and shall be called by the Session upon the written request of Congregational Members having at least twenty-five percent of the votes entitled to be cast at such meetings.

(a) Notice of Meetings. Except as otherwise required by the Act, written notice of each meeting of the Congregational Members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in each worship service held in the week of such meeting and in the week prior to such meeting (with each week beginning on a Sunday).

(b) Participation in Meetings. Any or all Congregational Members may participate in any meeting through the use of any means of electronic communication as determined by Session for such meetings by which all persons participating in the meeting may hear each other during the meeting, and all such participation shall qualify for purposes of establishing a quorum.

(c) Approval of Actions. Except as otherwise provided in this Constitution and Bylaws, five percent of the Congregational Members shall constitute a quorum of the Congregational Members for action on a matter, and an action is approved if the applicable quorum for such matter exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action.

(d) Other. The Session shall prepare a Congregational Members' list in connection with any meeting of the members, and no member shall be entitled to vote by proxy.

ARTICLE IV.

SESSION

Section 4.1 General Powers. Except as otherwise provided in this Constitution and Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Church shall be managed under the direction of, the Session, who shall act as the board of directors as defined in the Act.

Section 4.2 Composition. The Session shall consist of the Elders currently in office, the Lead Pastor, and each Associate Pastor. The number of Elders in office shall not be less than three (3) as determined from time to time by the Session in compliance with the *ECO Constitution*. The Lead Pastor and each Associate Pastor shall also serve as designated members of the Session, with voting rights, and do not count towards the minimum number of Elders in this section.

Section 4.3 Meetings. A regular annual meeting of the Session shall be held at such time and place as may be determined by the Session, for the purpose of appointing additional corporate officers (if any) and for the transaction of such other business as may come before the meeting. The Session may, by resolution, provide the time and place for the holding of additional

regular meetings in place of any other notice. Special meetings of the Session may be called by or at the request of the Lead Pastor, Clerk, or two (2) or more Elders. The person or persons authorized to call special meetings of the Session may fix the time and place for holding any special meeting of the Session that they call.

(a) Notice of Meetings. Notice of each regular meeting of the Session stating the date, time and place of the meeting shall be given to each Session member at such Session member's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, email, electronic transmission, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Session member). Notice of each special meeting of the Session shall be given at least two days before the special meeting. A Session member may waive notice of any meeting as provided in the Act. The manner of notice shall be as determined by the Session or the Clerk.

(b) Participation in Meetings. The Lead Pastor, or another person selected by the Lead Pastor, shall act as moderator for the Session meetings. Members of the Session or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication as determined by the Session for such meetings by which all Session members participating may hear and speak to each other during the meeting.

(c) Quorum and Voting. A majority of the Session members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Session, and the vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless otherwise required by this Constitution and Bylaws. A Session member participating in a meeting pursuant to paragraph (b) above is deemed to be present at the meeting. No Session member may vote or act by proxy at any meeting of the Session.

Section 4.4 Teams. The Session may designate from among its members one or more Teams who shall act as committees as defined in the Act, each of which, to the extent provided in the resolution establishing such Team or this Constitution and Bylaws, shall have and may exercise all of the authority of the Session, except as prohibited by the Act and the *ECO Constitution*. The delegation of authority to a Team shall not operate to relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or this Constitution and Bylaws. Rules governing procedures for meetings of any Team shall be the same as those set forth in this Constitution and Bylaws, or the Act, for the Session, unless the Session or the Team itself determines otherwise.

Section 4.5 Vacancies. Vacancies on the Session shall exist upon: (a) the death, resignation, or removal of any Session member; (b) an increase in the authorized number of Session members; or (c) the failure of the Congregational Members to approve the full authorized number of Session members at any annual, regular, or special meeting of the Congregational Members at which any Session member is to be approved. Any vacancy occurring on the Session and any Session member position to be filled due to an increase in the number of Session members shall be filled by Session (subject, however, to the limitations set forth in the Act). A Session member

approved by the Session to fill a vacancy shall be approved to serve for the unexpired term of the predecessor in office. Vacancies reducing the number of Session members to less than three (3) shall be filled before the transaction of any other business.

Section 4.6 Duties of Session Members. Session members shall discharge their duties, including any duties as Team members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Session members, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors, or experts such as accountants or attorneys. A Session member is not relying in good faith if the Session member has knowledge concerning a matter in question that renders reliance unwarranted.

Section 4.7 Delegation of Duties. Session members are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Session members have no liability for any actions taken or omitted by the advisor, provided the Session acts in good faith and with ordinary care in selecting the advisor. The Session may remove or replace the advisor, with or without cause.

Section 4.8 Removal of Session members. The Session may vote to remove a Session member, except for the Lead Pastor and Associate Pastors, at any time, with or without good cause. A meeting may be called to consider the removal of a Session member, provided that notice is given to the Session members. The notice of the meeting shall state that the issue of the possible removal of the Session member will be on the agenda. The affirmative vote of a majority of the Session may remove a Session member.

ARTICLE V.

ECCLESIASTICAL OFFICES

Section 5.1 Types of Offices. The Church shall have various ecclesiastical offices as set forth in the ECO *Polity*, including Pastors, Elders, and Deacons. Deacons shall serve in capacities determined by the Session in consultation with the Deacons. Except as expressly assigned in this Constitution and Bylaws, no ecclesiastical officer shall, as such, be a corporate officer or have any legal authority with respect to the affairs of the corporation.

Section 5.2 Elections of Elders and Deacons.

(a) Terms.

(i) Elders. Except for the Lead Pastor and Associate Pastors, the terms of office of the Elders shall be three years, commencing on April 1 following the annual meeting in which they are elected. The Elders shall be divided into three classes, with the term of

each class expiring in a different year. An Elder elected to fill a vacancy shall have the remaining term of the class to which such Elder is elected. No Elder may serve as an Elder for more than two consecutive terms, except that any partial term served by reason of an increase in the number of Elders or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted.

(ii) Deacons. Deacons shall serve three-year terms commencing on April 1 following the annual meeting in which they are elected, unless a separate term is designated at their election. Deacons may also be elected at a special meeting for terms specified in connection with such election.

(b) Nominations.

(i) Election of Nominating Committee. A Nominating Committee shall consist of nine (9) Congregational Members, who the Congregational Members shall elect. The nominees should represent the membership of the Church in terms of gender, age, and other demographics, and should exhibit wisdom and discernment in nominating men and women to serve as officers. Nominating Committee members are ineligible to be nominated as a Deacon or Elder while serving on the Nominating Committee. Members of the Committee shall be selected no later than the first day of October of each year. The member's term shall be 3 years so that one-third are elected each year. Committee members are not eligible to serve consecutive terms. Previous committee members will be eligible to serve if they have not served on the Committee for the immediately preceding year.

(ii) Committee Nominations. For each annual meeting of the Congregational Members, the Nominating Committee shall nominate: (1) the number of Elder candidates equal to the number of Elders whose terms expire in such year, (2) one candidate for each vacant Elder office, if any, in a different class, and (3) the number of candidates for deacons as determined by Session. The Nominating Committee shall also nominate candidates for election at special meetings to fill vacancies in these offices as necessary. The Nominating Committee shall solicit from the Congregational Members the names of potential candidates and, if required by the *ECO Polity*, examine individuals prior to their nomination by the Committee.

(c) Voting. In an election of Elders or Deacons, the number of candidates equal to the number of Elders or Deacons to be elected, having the highest number of votes cast in favor of their election, are elected as Elders or Deacons. Twenty-five (25) Congregational Members shall constitute a quorum for the election of one or more Elders or Deacons.

Section 5.3 Election of Pastors.

(a) Election and Term. The Congregational Members shall elect (i.e., call) each Lead Pastor and each Associate Pastor at a Congregational Member meeting called by the Session for such purpose. Each such Pastor shall not take office, however, until the subsequent appointment (i.e., installation) of such a Pastor by the Presbytery. Each Pastor shall hold such office until such individual's resignation or removal.

(b) Lead Pastor Nominating Committee. In the event of a current or pending vacancy in the position of Lead Pastor, the Session shall call a special meeting of the Congregational Members to elect a Lead Pastor (or Co-Pastor) Nominating Committee consisting of nine (9) Congregational Members. The Nominating Committee shall nominate candidates to serve on such Committee. The nominees may include current Session members. At such a special meeting, the Congregational Members shall vote for nine (9) committee members from the candidates nominated by the Nominating Committee. The nine (9) candidates receiving the most votes shall be elected. One hundred (100) Congregational Members shall constitute a quorum for the election of the Lead Pastor Nominating Committee.

(c) Associate Pastor Nominating Committee. In the event of a current or pending vacancy in a current or newly created Associate Pastor position, the Congregational Members shall elect an Associate Pastor Nominating Committee for such position using the same procedures outlined in (b) above.

(d) Voting for a Pastor. When a Pastor Nominating Committee has determined a candidate, the Session shall call a meeting of the Congregational Members to vote on that candidate. The candidate shall be elected if the votes cast in favor of the candidate exceed the votes cast against the candidate. Five (5) percent of the Congregational Members shall constitute a quorum for the election of a Lead Pastor or Associate Pastor.

Section 5.4 Installation. Installation of Pastors and officers required by the Presbytery shall be deemed to have occurred when an individual is appointed to a pastoral office in the Church by a formal vote of the Presbytery after any worship service celebrating installation. Installation of Elders and Deacons elected at the annual meeting shall be deemed to have occurred at the commencement of the first meeting of the Session following April 1. The installation of any Elder or Deacon elected at a special meeting shall be deemed to have occurred at the commencement of the first meeting of the Session following such meeting. However, if any Elder or Deacon has not yet been ordained, then installation shall be deemed to have occurred at the commencement of the first meeting of Session following such ordination.

ARTICLE VI.

CORPORATE OFFICERS

Section 6.1 Selection of Officers. The officers of the corporation shall include a President, a Clerk, and a Treasurer, each of whom shall be elected for one-year terms by the Session. The Clerk may serve up to three (3) consecutive one-year terms. Afterward, the incumbent Clerk is not eligible to serve again for three (3) years. The Lead Pastor shall also be a corporate officer. The Session may also appoint such other officers, assistant officers, and agents as it may consider necessary or proper. Such other officers shall have terms as may be determined by the Session. One person may hold more than one office at a time, except that the same person cannot hold both the President and the Clerk positions simultaneously. The President and the Clerk must be members of the Session. Except as otherwise required by the *Constitution*, other corporate officers need not be Session members. The Session may designate either the Clerk or an assistant Clerk as Clerk of Session.

Section 6.2 Authority and Duties of Corporate Officers. The officers of the

corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally defined by the Session or this Constitution and Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Lead Pastor. The Lead Pastor shall, subject to the supervision of the Session: (i) provide Spirit-led vision, leadership and pastoral care for the staff and congregation; (ii) moderate all meetings of the Session and Congregational Members; (iii) supervise the ministry vision, strategy and theology of all Associate and Assistant Pastors; and (iv) perform all other duties incident to the office of Lead Pastor and as from time to time may be assigned to such office by the Session. The Lead Pastor may designate a substitute to act as the moderator for any Session or Congregational Member meeting.

(b) President. The President shall, subject to the direction and supervision of the Session, have authority to execute legal instruments and documents on behalf of the corporation as directed by the Session; and perform all other duties as from time to time may be assigned to such office by the Session.

(c) Executive Pastor/Head of Staff. The Executive Pastor/Head of Staff shall, subject to the supervision of the Session (or such Team or officer as may be delegated supervisory authority by the Session), perform all duties as from time to time may be assigned to such office by the Session (or by such Team or officer exercising delegated authority).

(d) Clerk. The Clerk, who shall act as the secretary as defined in the Act, shall (i) keep the minutes of the proceedings of the Session and any Teams of the Session; (ii) see that all notices are duly given in accordance with the provisions of this Constitution and Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of Clerk and such other duties as from time to time may be assigned to such office by the President or by the Session. Assistant Clerks, if any, shall have the same duties and powers, subject to supervision by the Clerk.

(e) Treasurer. The Treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Session; (ii) upon request of the Session, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Session. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by the Treasurer.

ARTICLE VII.

FIDUCIARY MATTERS

Section 7.1 Indemnification. The Church shall indemnify each Session member, officer, employee and volunteer of the Church while they are serving in that capacity and after they no longer serve in that capacity to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The Church shall pay for or reimburse reasonable expenses incurred by any person identified above who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the Act.

Section 7.2 Loans to Session Members and Officers Prohibited. The Church shall make no loans to any of its Session members or corporate officers. Any Session member or corporate officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof. The advance of expenses by the Church to any of its Session members or corporate officers in accordance with Section 7-129-104 of the Act shall be deemed not to be a loan prohibited by this section.

Section 7.3 Compensation. Elders shall not receive compensation for their services as Elders. However, Elders shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the corporation in any non-Elder capacity (including any corporate officer role). Any such services and compensation shall comply with the Church's conflicts-of-interest policy.

Section 7.4 Resignation and Removal. Any officer may resign at any time by giving written notice to the President or to the Session. An officer's resignation shall take effect upon receipt by the Church unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. An ecclesiastical officer may be removed at any time by action of the Congregational Members, subject to any action required by the Presbytery under the *ECO Constitution*. In addition, the Session may remove any corporate officer (other than the Lead Pastor) at any time, with or without a reason. Finally, the Session may remove any officer from active participation in the affairs of the Church (other than Session meetings) pending action required for the removal from office of such officer.

Section 7.5 Contracts. The Session may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 7.6 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Session selects.

Section 7.7 Gifts. The Session may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church.

Section 7.8 Affiliated Transactions. A contract or transaction between the Church and one or more of its Session members, officers, or Team members who have a financial interest in the contract or transaction shall be valid if it receives the required approval by the Session or other Team after the following steps:

(a) The material facts concerning financial interests are disclosed to the Session, and the Session authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Session members.

(b) The contract or transaction is fair to the Church at the time of approval. Nothing herein shall prevent retroactive approval of a transaction.

(c) If the contract or transaction requires approval by the Session or Team on which the interested member serves, the interested member present may be counted toward a quorum for voting on the contract or transaction. Interested team members may participate in the discussion of the matter but are not eligible to vote.

Section 7.9 Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Session, no Session member, officer, or Team member of the Church shall:

(a) Do any act in violation of this Constitution and Bylaws or a binding obligation of the Church.

(b) Do any act with the intention of harming the Church or any of its operations.

(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.

(d) Receive an improper personal benefit from the operation of the Church.

(e) Use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church.

(f) Wrongfully transfer or dispose of Church property, including intangible property such as goodwill.

(g) Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.

(h) Disclose any of the Church's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII

BOOKS AND RECORDS

Section 8.01. Required Books and Records. The Church shall keep correct and complete books and records of account. The Church's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Colorado Secretary of State relating to the Church, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Constitution and Bylaws, and any amended versions or amendments to the Constitution and Bylaws.
- (c) Minutes of the proceedings of the Congregational Members, the Session, Nominating Committees, and Teams.
- (d) A list of the names and addresses of the Session members, officers, and any Team members of the Church.
- (e) A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three (3) most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Church for the three (3) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- (h) The Church's federal, state, and local information or income tax returns, if any, for each of the Church's three most recent tax years.

Section 8.02. Inspection and Copying. Any Congregational Member or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Constitution and Bylaws. Such a person may inspect or receive copies if they have a proper purpose related to their interest in the Church and submit a written request. The Session shall determine whether the person has stated a proper purpose related to the person's interest in the Church. Any person entitled to inspect and copy the Church's books and records may do so. A person entitled to inspect the Church's books and records may do so at a reasonable time, no later than required by Internal Revenue Regulation, after the Church's receipt of a proper written request. The Session may establish reasonable fees for copying the Church's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service (IRS) guidelines for providing copies. The IRS requires that copies be made available to the legitimate requesting public. The Church shall maintain a file containing all the documents required by the IRS to be made available to the public.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 9.01. Legal Authorities Governing Construction of Constitution and Bylaws. The Constitution and Bylaws shall be construed following the laws of the State of Colorado. All references in the Constitution and Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 9.02. Legal Construction. If any Constitution and Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Constitution and Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Constitution and Bylaws.

Section 9.03. Headings. The headings used in the Constitution and Bylaws are used for convenience and shall not be considered in construing the terms of the Constitution and Bylaws.

Section 9.04. Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

Section 9.05. Parties Bound. The Constitution and Bylaws shall be binding upon and inure to the benefit of the Congregational Members, Session members, officers, committee members, Team members, employees, volunteers, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Constitution and Bylaws.

Section 9.06. Electronic Signatures. To the fullest extent permitted by the Act and other laws, including the Colorado Uniform Electronic Transactions Act, electronic signatures (such as email) of Session members, officers, committee members, Team members, and any member, as between each other or each of them and the Church, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by this Constitution and Bylaws, unless the individual submits a prior written refusal to conduct any or certain transactions by electronic means.

ARTICLE X.

AMENDMENT OF THE CONSTITUTION AND BYLAWS

Section 10.1 Constitution and Bylaws. The Constitution and Bylaws may be amended only as outlined in the *ECO Polity*.

Section 10.2 Constitution and Bylaws and Articles of Incorporation. Provisions of the Articles of Incorporation and this Constitution and Bylaws may be amended by the affirmative vote of two-thirds of the Congregational Members attending the meeting and voting, subject to the following specific requirement for the amendment of the provisions listed in this Article X. So long as the Church remains a member congregation of ECO: (i) the Preamble and Article VII shall not be amended without consent of the Presbytery; and (ii) no amendment to the Articles of Incorporation inconsistent with the *ECO Constitution* shall be made.

ARTICLE XI

EMERGENCY PROCEDURES

An "emergency" exists for the purposes of this Section if a quorum of the Session cannot readily be obtained because of some catastrophic event, including, but not limited to, a pandemic or epidemic. In the event of an emergency, the Lead Pastor, the President, and any Associate Pastors may: 1) modify lines of succession to accommodate the incapacity of any Officer, employee, or agent; and 2) relocate the principal office, designate alternative principal offices or regional office, or authorize Officers to do so. During an emergency, notice of a meeting of the Session need only be given to those Session members for whom such notice is practicable for an Emergency Meeting. Necessary or prudent action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Officer, employee, or agent of the Church because the action was not authorized. The Lead Pastor, the President, and any Associate Pastors, may also adopt emergency bylaws, subject to amendments or repeal by the Congregational Members, which may include provisions necessary for managing the Church's operations during an emergency, including: 1) procedures for calling a meeting of the Congregational Members; and 2) quorum requirements for the meeting. The emergency bylaws shall remain in effect only during the emergency and shall be terminated upon the conclusion of the emergency.

CERTIFICATE OF CLERK

I hereby certify that I am duly elected and acting Clerk of said corporation and that the foregoing Constitution and Bylaws, comprised of thirteen pages (13), constitute the Constitution and Bylaws of the Church as duly adopted by the Congregational Member at a meeting on _____, 20____.

DATED: _____

[Signature]

[Typed Name] Clerk of the Church