

CONSTITUTION AND BYLAWS OF
FIRST BAPTIST CHURCH OF DURANGO,
COLORADO

Adopted _____

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CONSTITUTION OF FIRST BAPTIST CHURCH **OF** **DURANGO, COLORADO**

PURPOSE

First Baptist Church of Durango, Colorado is a nonprofit Colorado corporation formed exclusively for religious purposes (including charitable and eleemosynary purposes common to a church ministry).

GOVERNANCE

The Leadership, as established herein, shall work with the Fellowship by shepherding, through submittal to the Lord, in full humility, not being self centered but treating all as equal to oneself, being willing to bend, seeking in all things to be in accordance with the scriptures as found in the Holy Bible, full of the Holy Spirit, acting with Christian love one to another, and endeavoring at all times to achieve a closer walk with God. The Leadership shall with humility guard each other from conflict or strife and shall seek unanimity in action. Should a conflict occur between the Members of the Congregation, as defined in the Bylaws, and the Board of Elders, as defined in Article III of this Constitution, the Members of the Congregation and Board of Elders shall act in accordance with Article 11.2 of the Bylaws of this Constitution.

ARTICLE I – GOD’S AUTHORITY

God has revealed himself through the authoritative Protestant Holy Bible (which consists of the 39 Hebrew books of the Old Testament and the 27 books of the New Testament). All Scripture is inspired by God and profitable for teaching, for reproof, for correction and for training in righteousness, that the man of God may be competent, equipped for every good work (2 Timothy 3:16-17). A summary of the beliefs and tenets of The First Baptist Church Durango are included as the Statement of Faith of the First Baptist Church of Durango, Colorado in Attachment 1 to the Bylaws.

The Statement of Faith does not exhaust the extent of First Baptist Church of Durango’s beliefs. The Protestant Holy Bible speaks with final authority concerning truth, morality, and the proper conduct of mankind, and is the sole and final source for all that is believed by First Baptist Church of Durango. For purposes of First Baptist Church of Durango’s faith, doctrine, practice, policy, and discipline, the Board of Elders is First Baptist Church of Durango’s final interpretive authority on the Bible’s meaning and application.

ARTICLE II – MISSION OF FIRST BAPTIST CHURCH

The mission of First Baptist Church of Durango is to love God, love people and make disciples. (Matt: 22:37-40; Matt. 28: 18-20).

ARTICLE III – ELDERS

Section 1. Elder Led Church

First Baptist Church of Durango is an Elder led church. The Elders are charged with the primary responsibility of leadership and Biblical instruction in the church (Acts 20:28; 1 Timothy 3:1-7;

5:17; Titus 1:5-9; 1 Peter 5:1-3). Elders shall be spiritual, gifted men who are divinely called to take primary responsibility as Elders for Christ-like, servant-leadership and teaching in the church. The goal of each Elder shall be to equip the saints, men and women of the church, to do the work of ministry (Acts 14:23, 15: 1-29 and 16:4). An Elders' authority shall always be subordinate to the authority of God and Biblical truth.

Section 2. Qualifications of Elders

Each Elder must be an active Member of the Congregation, as defined in the Bylaws, in agreement with the Statement of Faith, as provided in Attachment 1 to the Bylaws, and possess the following qualifications:

- A. He shall aspire to the office of overseer voluntarily and with eagerness (1 Timothy 3:1; 1 Peter 5:1-3);
- B. Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6-7);
- C. The husband of one wife [at this time] (1 Timothy 3:2; Titus 1:6); if single, maintaining a propitious relationship with all.
- D. Temperate, sober, vigilant (1 Timothy 3:2);
- E. Sensible, prudent, and reasonable (1 Timothy 3:2; Titus 1:8);
- F. Dignified, respectable, and honorable (1 Timothy 3:2)
- G. Given to hospitality (1 Timothy 3:2; Titus 1:8)
- H. Skilled in teaching; handling accurately the Word of Truth; able to exhort believers and refute false teaching; gently instructs those who may oppose him in the hope that God will grant them repentance leading them to a knowledge of the truth (1 Timothy 3:2; 2 Timothy 2:15, 25; Titus 1:9; Titus 2:8);
- I. Not addicted to wine (1 Timothy 3:3; Titus 1:7);
- J. Not violent, pugnacious, or belligerent; gentle and peaceable (1 Timothy 3:3; Titus 1:7);
- K. Not a lover of money or covetous; not greedy of base gain; content (1 Timothy 3:3; 1 Timothy 6:6-10; Titus 1:7);
- L. Leader of a well-ordered household; his children are faithful, not accused of rebellion to God (1 Timothy 3:4-5; Titus 1:7);
- M. Mature believer; not a new convert (1 Timothy 3:6);
- N. Has a good reputation with outsiders (1 Timothy 3:7);
- O. A lover of goodness (Titus 1:8);
- P. Holy and devout; disciplines himself so as to pursue godliness and righteousness in an enduring manner (1 Timothy 4:6-8; 1 Timothy 6: 11-12; Titus 1:8);
- Q. Self controlled; flees the evil desires of youth and pursues righteousness, demonstrates faith, love, and peace out of a pure heart (Titus 1:8; 2 Timothy 2:22);
- R. An approved workman who is not ashamed and who correctly handles the word of truth; avoids godless chatter (2 Timothy 2:14-16); and

- S. Subject to rules and authorities, obedient, ready to do whatever is good, slanders no one, peaceable and considerate, and shows true humility toward all (Titus 3:1-2).

Section 3. Board of Elders

Subject to the limitations set forth in the Bylaws and of pertinent restrictions of the Corporation Code of the State of Colorado, all the activities and affairs of the church shall be exercised by or under the direction of the Board of Elders.

Section 4. Responsibilities of the Board of Elders

The fundamental responsibility of the Board of Elders shall be to devote itself to prayer and the Word of God. In that context, it shall have the following powers in addition to the other powers enumerated by the Bylaws:

- A. Explore the testimony and conversion experience of prospective Members of the Congregation and acquaint them with the history and goals of First Baptist Church, the Bylaws, Statement of Faith and the expectation of their participation in the ministry of First Baptist Church;
- B. Oversee the process of church discipline;
- C. Examine prospective candidates for office;
- D. Schedule the Annual Meeting of the Members of the Congregation, Special Meetings of the Members of the Congregation, Annual Meeting of the Corporation, and provide for reports and the recording of official church business;
- E. Oversee the work of the Deacons, Deaconesses, and appointed church agents and committees;
- F. Oversee worship services;
- G. Administer the ordinances of the Gospel;
- H. Teach the whole counsel of God (2 Tim 3:16) both formally and informally, correcting error and, with the Senior Pastor and Pastoral and Ministerial staff, oversee, coordinate and promote the ministries of First Baptist Church of Durango;
- I. Mobilize the Members of the Congregation of First Baptist Church of Durango for local, regional, and global evangelism;
- J. The Elders shall serve as the Officers of the Corporation and take such actions as are required by Colorado and/or Federal law, this Constitution, and as further delineated in the Bylaws of the First Baptist Church of Durango, Colorado with respect to personnel matters including compensation, financial matters including disbursements and incurring indebtedness, purchase and sale of real estate and other property, establishment of corporate policy, and management of the Corporation's activities. These actions shall be consistent with the Scriptures as identified in Article I of this Constitution and as required to fulfill the purposes of the church.
- K. Issue a written Quarterly Report to Members of the Congregation. This report shall identify the significant activity of the Board of Elders during the previous quarter and shall identify, to the extent known to the Elders at the time, any significant actions that may be taken by the Elders during the next quarter.

ARTICLE IV – DEACONS AND DEACONNESS

Section 1. Role of Deacons and Deaconesses

Deacons and Deaconesses shall advise and be ready to assist the Elders in any service that supports and promotes the ministry of the Word, new and existing ministries of First Baptist Church of Durango, and care for the Fellowship, as determined by the Board of Elders. The Board of Elders and the may designate any specific Deacon, Deaconess, or group thereof to specialize in a particular deacon function. Deacon functions shall be defined by the Elders and typically but not necessarily include participation in service activities and committees.

The New Testament makes it plain that Christian women, like men, have been given spiritual gifts (1 Corinthians 12:7-11). Women and men are to use these gifts to minister to the body of Christ (1 Peter 4:10). Men's and women's ministries are indispensable to the life and growth of the Church (1 Corinthians 12:12-27). First Baptist Church honors the varied ministries of women and encourages women to pursue them; subject to the limitations set forth in 1 Timothy 2:8-15 which preserves the teaching of Christian doctrine to men by men and prohibits women from exercising authority directly over men in the Church.

Section 2. Qualifications of Deacons

Each Deacon must be an active Member of the Congregation, as defined in the Bylaws, in agreement with the Statement of Faith, and posses the following qualifications:

- A. Serious, earnest, and honorable (1 Timothy 3:8);
- B. Genuine and authentic; not double-tongued (1 Timothy 3:8);
- C. Not addicted to much wine (1 Timothy 3:8);
- D. Not greedy for gain; content with simplicity (1 Timothy 3:8);
- E. Keep hold of the deep truths of faith with a clear conscience; a sincerity of faith (1 Timothy 3:9);
- F. Tested and approved in accord with the criteria established in the Protestant Holy Bible; worthy of respect (1 Timothy 3:8 and 3:10);
- G. Proven blameless (1 Timothy 3:10); and
- H. The husband of one wife [at this time] (1 Timothy 3:12); if single, maintaining a propitious relationship with all.

Section 3. Qualifications of Deaconesses

Each Deaconess must also be an active Member of the Congregation, as defined in the Bylaws, and in agreement with the Statement of Faith. The Bible also states, with respect to Deaconesses, that they shall be:

- A. Worthy of respect (1 Timothy 3:11);

- B. Not slanderers or gossips (1 Timothy 3:11); and
- C. Temperate and faithful in all things (1 Timothy 3:11).

ARTICLE V – THE FELLOWSHIP

Body of Christ – Challenge to the Members of the Fellowship

Each Member of the Fellowship, as defined in the Bylaws, has been given gifts as determined by Christ and each Member of the Fellowship is uniquely qualified to function within the body of Christ (Romans 12:4-6; 1 Cor. 12:11-13). Each Member of the Fellowship shall utilize such gifts in proportion to his or her faith and with the goal of pleasing Christ (Romans 12:4-6; 2 Cor. 5:9-10). Each Member of the Fellowship shall do his or her best to present himself or herself to God as one approved, a workman who does not need to be ashamed and who correctly handles the word of the truth (2 Tim. 2:14-16). Members of the Fellowship shall seek to exercise their spiritual gifts for the mutual benefit of all the church body and shall submit to the loving rule of the Elders.

As Members of the Fellowship and disciples of Jesus Christ we are challenged by the Bible to:

- A. Pursue intimacy and fellowship with God (II Chron. 15:2; Jer. 29:13; James 4:8);
- B. Pursue personal holiness (Lev. 11:44; Rom 12:1; Heb. 12:14; 1 Pet. 1:16; 1 John 3:3);
- C. Pursue fellowship with other believers (1 Thes. 5:11; Heb. 3:13; Heb. 10:24-25);
- D. Strive to love God and others (Matt. 22:37-39; 1 Cor. 13);
- E. Strive to live in a manner worthy of the Gospel of Christ (Eph. 4:1-3; Phil 1:27; 1 Thes. 2:12; 1 John 2:6);
- F. Strive to share the Gospel and make disciples (Matt. 28: 19-20); and
- G. Strive for unity and peace. (Eph. 4:3; 1 Cor. 13).

ARTICLE VI – AMENDMENTS TO THE CONSTITUTION

This Constitution may be amended as follows: A Notice of a proposed Amendment shall, after approval by the Board of Elders, be posted and made available to all the Members of the Congregation for at least 30 days prior to a meeting of the Members of the Congregation to vote on the Amendment. During this 30 day period, Members of the Congregation may provide to any Elder, in writing via letter or signed petition, their comments on the proposed Amendment. The Board of Elders may withdraw or modify the proposed Amendment in light of the objections. If modified, the Amendment shall, after approval by the Board of Elders, be posted for an additional 30 day period after being modified. At the meeting of the Members of the Congregation after discussion and prayer, a vote shall be taken. (Note: this may occur in one or more meetings occurring on a single day in order to facilitate maximum participation.) A vote in favor by at least 75% of those Active Members of the Congregation attending the Meeting of the Congregation shall be required to approve the Amendment.

Certificate

I, the undersigned, being the Secretary of First Baptist Church of Durango, Colorado, do hereby certify that the above Constitution was adopted as the Constitution hereof on the ____ day of ____ _____, 2015, by the Board of Elders and reviewed by the Members of the Congregation of the First Baptist Church of Durango, Colorado in a specially called meeting on the same date, to wit. Said Constitution is, as of the date of the certification, the duly adopted and existing Constitution of the First Baptist Church of Durango, Colorado.

_____, Secretary

BYLAWS OF FIRST BAPTIST CHURCH OF DURANGO, COLORADO

Article 1 – Principal Office

1.1 *Principal Office.* The principal office of the corporation shall be located at 332 E. 11th Street, Durango, Colorado. The principal office may be changed by the Board of Elders. The corporation may also have offices at other places within or outside of Colorado as the Board of Elders may approve.

Article 2 – Board of Elders

2.1 *Size and Composition of Board.* The Board of Elders shall consist of not less than five (5) nor more than twelve (12) men meeting the qualifications set forth in Article III, Section 2 of the Constitution of First Baptist Church of Durango (the “Constitution”). The number of authorized Elders may be fixed within such range from time to time by the Board of Elders and recorded in the minutes of meeting of the Board of Elders. The Senior Pastor of First Baptist Church of Durango shall, at all times, be a member of the Board of Elders. Additional pastoral staff may be appointed to the Board of Elders; provided, however, that at all times the number of serving Lay Elders shall constitute a majority of the Board of Elders. Should a situation occur where, due to death or other unexpected circumstances, the number of serving Elders drops below the minimum of five (5) required by this Section of the Bylaws, the remaining Elders shall:

(a) As quickly as is reasonably possible meet to nominate replacement Elders to bring the Board of Elders up to the minimum number of five (5) serving members.

(b) Shall continue to lead the First Baptist Church of Durango providing that the number of Lay Elders shall be greater than the number of Pastoral Elders. If necessary to achieve this situation, one or more Pastoral Elders as determined by the Lay Elders, shall be required to take a sabbatical until additional Lay Elders can be nominated and ratified by the Members of the Congregation. The Board of Elders shall **not** be able to carry out any of the following actions until the Board of Elders is again fully staffed in accordance with the Constitution and Bylaws:

- (i) Enter into any Contracts or other legal agreements,
- (ii) Make any Amendments to the Constitution, Bylaws, or Statement of Faith,
- (iii) Modify any group or activity Charters, the Delegation of Authority Guide, the Policy Manual, or other documents regulating the operation of the Corporation, and
- (iv) Modify the Budget or spend any funds other than those previously approved and necessary for the ongoing operation of the Corporation.

2.2 *Nomination and Selection.* Individual Elders shall be nominated by the Board of Elders, or a committee formed by them for such purpose. The Board of Elders may, in their sole discretion, solicit recommendations to fill the office of Elder from all Members of the Congregation. The Secretary of the Board of Elders shall publicly post the names of the nominees approved by the Elders at least thirty (30) days prior to a meeting of the Members of the Congregation called for the purpose of the Board presenting its’ final nominees. Such posting shall instruct Members of the Congregation that if he or she knows of any reason why a nominee may not be fit on moral or scriptural grounds to serve as an Elder, such individual shall submit his or her concerns, either in writing or orally, to the Board of Elders no later than seven (7) days prior to the meeting. Objections received less than seven (7) days prior to the meeting shall not be considered by the Board of Elders, except in exceptional circumstances. After giving due

consideration to the objections received, if any, the Board of Elders shall finalize the list of new Elders and shall present the same to the Members of the Congregation at the meeting called for such purpose (see Article 2, Section 2.3 of the Bylaws below). The decision as to whether an individual is fit to serve as an Elder shall reside solely with the Board of Elders however, affirmation of continuing service by existing Elders and ratification of new Elders shall reside with the Members of the Congregation as detailed in Article 2, Sections 2.4 and 2.3 following . Each Elder so appointed shall assume office immediately.

2.3 *Ratification of New Elders by Members of the Congregation.* Upon nomination and publicly posting the names of new nominees for Elder for 30 days, a meeting of the Members of the Congregation shall be held to ratify these nominees. Ratification shall be accomplished by a vote of 75% of the Members of the Congregation attending the meeting and eligible to vote.

2.4 *Tenure of Office.* Elders shall have no predefined term of office. However, Lay Elders shall have the option of taking a sabbatical of no longer than one year as and when necessary. Elder's qualifications for continuing service shall be affirmed by seventy five percent (75%) of the Members of the Congregation attending the annual meeting and eligible to vote no less than every three (3) years after the year of their appointment. The affirmation process shall include, but not necessarily be limited to, the delivery of the Elder's testimony and affirmation by the Elder to the Members of the Congregation that he continues to meet the qualifications set forth in Article III of the Constitution. If a Member of the Congregation knows of any reason at any time why an Elder may not be fit on moral or scriptural grounds to continue service as an Elder, such individual shall submit his or her concerns, in writing, to the Board of Elders. The decision as to whether an individual is fit to serve as an Elder shall reside solely with the Board of Elders. An Elder may resign at any time, effective upon receipt by the Secretary or the Chairman of the Board of Elders of written notice signed by the person who is resigning or the date set forth in such resignation, whichever one is later.

2.5 *Removal from Office.* Any Elder may be removed from office at any regular or special meeting of the Board of Elders if he is found to be physically or mentally incapacitated or spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1-7 and Titus 1:5-9), after thorough corroborating investigation by the Board of Elders (or a duly appointed Committee of the Board of Elders, per Article 2.8 of these Bylaws, at the sole discretion of the Board of Elders), in accord with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19. When an Elder is removed, because of sin that is deemed sufficient to disqualify him from shepherding and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the Fellowship at a regularly-scheduled worship service as prescribed in 1 Timothy 5:20.

2.6 *Power and Duties of the Board of Elders.* In addition to those powers and duties set forth in Article III, Section 4 of the Constitution, the Board of Elders shall exercise control and general management of the affairs, property and business of the corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Elders may deem proper. The powers shall include but not be limited to the appointment and removal of the Officers of the Corporation.

2.7 *Compensation of Elders.* Elders (as such) shall not receive any stated or fixed salary for their services; however, nothing herein contained shall be construed to preclude any Elder from serving the Corporation in any other capacity and receiving compensation. Any person receiving compensation directly or indirectly from First Baptist Church shall not be in a position to determine the nature or amount of said compensation. Notwithstanding the foregoing, an Elder shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of his duties.

2.8 *Committees.* The Board of Elders may create by resolution such additional standing or ad hoc committees as it deems necessary or appropriate in order to carry out the affairs of the Corporation. The Board of Elders, in its discretion, may abolish, as appropriate, any standing or ad hoc committees. In addition to those specific powers and duties assigned by the

Board of Elders at the time of creation, committees shall render advice and make recommendations to the Board of Elders in fulfillment of the committee's purpose, provide oral or written reports to the Board of Elders and prepare such additional reports as may be requested by the Board of Elders from time to time, study their own structures, purposes and direction and make recommendations relating to such to the Board of Elders and, when requested, attend or have a representative attend Board of Elders meetings. Committees shall act in an advisory capacity to the Board of Elders and shall not have the authority to enter into contracts or otherwise legally bind the Corporation unless that power is specifically delegated to them in writing by the Board of Elders. The Board of Elders shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Elders or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of these Bylaws applicable to meetings and actions of the Board of Elders; provided, however, that such committees may act by a majority vote of a quorum of the committee members attending a meeting. Minutes shall be kept of each meeting of each committee.

2.9 *Conflicts of Interest.* No Elder, nor any immediate member of the family of any Elder, shall acquire or have any interest, direct or indirect, in (a) any property or project acquired, held, leased or sold by the Corporation; or (b) any entity with whom the Corporation has contracted with to plan, finance, construct, reconstruct, repair, maintain, manage or operate any property, project or program related to the Corporation. If any Elder has such an interest, whether direct or indirect, such Elder shall immediately disclose the same in writing to the Board of Elders, and such disclosure shall be entered into the minutes of the Board of Elders. Upon such disclosure, such Elder shall not participate in any action by the Board of Elders affecting the project, property, or contract unless the Board of Elders determines that, in light of such personal interest, the participation of such Elder in any such act would not be contrary to the Corporation's interest.

Article 3 – Meetings of Elders

3.1 *Regular Meetings.* Regular meetings of the Board of Elders may be held without Notice of the date, time, place or purpose of the meeting.

3.2 *Special Meetings.* Special meetings of the Board of Elders shall be preceded by at least two days' Notice of the date, time, and place of the meeting. The Notice need not describe the purpose of the meeting unless otherwise required by law. A special meeting may also be called by 10% of the Elders in accordance with Colorado law. Notice may be given in person, by telephone, electronically transmitted or other form of wire or wireless communication or by mail or private courier.

3.3 *Quorum and Voting.* For all actions other than (i) the purchase or sale of real estate, (ii) entering into an obligation of debt, (iii) the calling or dismissal of the Senior Pastor or a member of the Pastoral and Ministerial Staff, or (iv) the Amendment of this Constitution or Bylaws, a Quorum shall consist of 80% of the serving Elders provided that the number of Lay Elders present and voting shall exceed the number of Pastoral Elders by at least one man.

In the case of purchase or sale of real estate or entering into an obligation of debt (see Articles 9 & 10 below), a Quorum shall consist of 80% of the serving Elders provided that the number of Lay Elders present and voting shall exceed the number of Pastoral Elders by at least two men. In the case of calling or dismissal of the Senior Pastor or a member of the Pastoral and Ministerial Staff (see Article 8 below), the Pastoral Elders shall not participate in the decision other than to provide comment, as and if requested by the Lay Elders, and a Quorum shall consist of 80% of the serving Lay Elders. In the case of an Amendment to either the Constitution (see Article VI of the Constitution) or the Bylaws (see Article 13 below), a Quorum shall consist of 80% of the serving Elders.

A majority of the Elders present, whether or not a quorum is present, may adjourn any meeting to another time and place. The vote of Lay and Pastoral Elders shall be equal; provided, however, that due deference shall be given to the opinion of the Senior Pastor. The Board of Elders shall strive to reach decisions after prayerful consideration by unanimous vote in a spirit of humility, with each Elder regarding one another before himself. However, in those instances where unanimity cannot, after prayerful consideration, be achieved, the Board of Elders may nevertheless render a decision despite the lack of agreement by no more than one member of the Board of Elders constituting a Quorum for the subject under discussion as defined herein. Elders may vote or act by proxy at any meeting of the Officers of the Corporation. Attachment 2 provides a Quorums and Voting Summary.

3.4 *Action Without Meeting.* Any action required or permitted to be taken at a Board of Elders' meeting may be taken without a meeting if each and every serving member of the Board of Elders in writing by posted letter or e-mail either: (a) votes for the action; or (b) votes against the action; or (c) abstains, and waives the right to demand that a meeting be held. The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the Elders then serving were present and voted.

3.5 *Meeting By Telecommunications including Telephone and/or Computerized Video or Audio conference.* Any or all of the Elders may participate in a regular or special Board of Elders meeting by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. An Elder participating in a meeting by this means is deemed to be present in person at the meeting.

3.6 *Waiver of Notice.* Any Elder may waive notice of any meeting in writing. Attendance by an Elder at any meeting of the Board of Elders shall constitute a waiver of notice. If all the members of the Board of Elders are present at any meeting (participating in a meeting through any means authorized by these Bylaws), no notice shall be required, and any business may be transacted at such meeting.

1.3.7 *Meeting Participation by Members of the Congregation.* Members of the Congregation are encouraged to bring ideas for improvement of, or concerns about, the First Baptist Church of Durango to the Elders in writing, except in case of emergency where verbal advisement is acceptable. Members may request, in writing, permission to attend a meeting of the Board of Elders for purpose of discussion of a specific topic. The Board of Elders will not unreasonably limit attendance by the Members of the Congregation at the meetings of the Board of Elders. However, it shall be recognized that there are topics of discussion such as, but not limited to, personal situations and relationships, which are not appropriate for public discussion and that the Board of Elders may, at their sole discretion, determine when it is inappropriate for Members of the Congregation, or anyone else, to attend all or part of a meeting of the Board of Elders.

Article 4 – Deacons and Deaconesses

4.1 *Number, Appointment, and Term.* The Deacons and Deaconesses shall consist of not less than five (5) Deacons and Deaconesses nor more than one Deacon or Deaconess for every 10 families that are Members of the Congregation meeting the qualifications set forth in Article IV of the Constitution. The authorized number of Deacons/Deaconesses shall be fixed within such range from time to time by the Board of Elders. The Board of Elders shall submit the names of each Deacon or Deaconess to the Members of the Congregation for affirmation at the annual meeting. The Deacons and Deaconesses shall serve a term of 2 (two) years. Deacons and Deaconesses may serve an unlimited number of consecutive or separate terms.

4.2 *Deacon Activities and Reporting.* **Deacons are each assigned a specific ministry. The ministries are to be determined by the Board of Elders and adjusted from time-to-time to meet the needs of FBC and the community of Durango. Each Deacon or**

Deaconess is assigned an Elder who is responsible for overall coordination between the Deacon Ministries and ensuring support of the Board of Elders. Each Deacon or Deaconess is responsible for engaging personnel to help in their assigned ministry. The number of personnel involved in each Ministry is to be agreed by the Deacon in charge of the Ministry and the Elder he/she reports to.

4.3 Deacon Reports. Deacons shall provide verbal reports to their assigned Elder if and when requested by the Elder. However, each Deacon shall provide a written report of its activities, accomplishments, and needs for the next year not later than 15 November of each calendar year.

Article 5 – Members

5.1 *Corporate Membership.* The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall require approval of the Board of Elders. All rights which would otherwise vest in the members shall vest in the Board of Elders.

5.2 *Members of the Congregation.* Nothing contained in Article 5.1 shall be construed as limiting the right of the Corporation to refer to persons associated with the Corporation as “members” even though such persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member within the meaning of C.R.S. § 7-121-401(24). The Corporation may confer by amendment of its Articles of Incorporation or these Bylaws some or all of the rights of a member, as set forth in the Colorado Revised Nonprofit Corporation Act, upon any person or persons who do not have the right to vote for the election of officers or on a disposition of substantially all of the assets of the Corporation or on a merger, dissolution or on changes to the Corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of C.R.S. § 7-121-401(24).

5.3 *Active Membership.* Active Membership in the Congregation of the First Baptist Church of Durango shall be open to all persons who confess Christ as their Lord and Savior, who have been baptized as a believer by immersion, **and who accept the Statement of Faith, see Attachment 1 to these Bylaws, without reservation or purpose of evasion as their personal beliefs including living in accordance with them.** Membership shall be granted in accordance with the applicable Sections of this Article 5. Resignation from membership is possible by any Member of the Congregation through written request submitted to the Board of Elders.

5.4 *Affiliate Membership.* **First Baptist Church of Durango affirms our belief in Believer’s Baptism by Immersion as stated in our Statement of Faith, see Attachment 1 to these Bylaws. However, we recognize that a person who confesses Christ as his Lord and Savior and has in good conscience been baptized by a mode of baptism different than Believer’s Baptism by Immersion, can be a valuable part of the Body of Christ. He or she shall be eligible to become an Affiliate Member. An Affiliate Member must confess Christ as his/her Lord and Savior and be in agreement with all parts of the First Baptist Church Statement of Faith, except for baptism. A person requesting Affiliate Membership shall meet with the Board of Elders to present his/her testimony and alternate beliefs, based on Scriptures, regarding baptism. The Board of Elders will grant Affiliate Membership to an individual based on a unanimous vote less one of those Elders present. An Affiliate Member may teach, serve on various committees and ministry teams and fully participate in all other Church activities. An Affiliate Member may not serve as an Elder, Deacon, or paid permanent ministerial staff or vote at Church Business Meetings.**

5.5 *Voting Privileges.* Membership in the Congregation of the First Baptist Church shall not vest in any member any proprietary rights in the Corporation, but shall only entitle the member to vote at a meeting of the Members of the Congregation on **Amendments to the Constitution, Bylaws, and Statement of Faith, on calling a Pastor, on Ratification of Elders, on Affirmation of Deacons and Deaconesses, and on other matters that the Board of Elders**

chooses to submit to the Members of the Congregation for ratification or affirmation. In such cases, Members of the Congregation eligible to vote shall consist only of Active Members, who are not under any disciplinary action, and who have passed their 18th birthday. Membership shall not be assignable inter vivos by any member nor shall membership vest to any personal representative, heir, or devisee.

5.6 *Application to become a Member of the Congregation.* All requests for membership shall be made to a Pastor or Elder.. Upon making such a request, the person shall be given an application for membership, along with a copy of the Statement of Faith, see Attachment 1 to these Bylaws, and a copy of this Constitution and these Bylaws. A Pastor or Elder shall meet with the applicant following receipt of the application. Each applicant shall verbally assent to the Statement of Faith and subscribe to the Constitution and Bylaws.

5.7 *Denial of Application to become a Member of the Congregation.* If, upon review of an application for membership or after meeting with a prospective member, the Board of Elders determines that the applicant does not confess Jesus Christ as his or her Lord and Savior, or that there is a lack of evidence of a godly lifestyle **including actions inconsistent with the Statement of Faith**, membership shall be denied. The decision made by the Board of Elders shall be final and there shall be no appeal to any court from that decision. Notwithstanding the foregoing, an applicant may reapply for membership at any time the applicant believes he or she then meets the qualifications for membership.

5.8 *Admission of Applicant.* Applicants accepted as Members of the Congregation shall, if possible, present themselves at a worship service designated by the Pastor or Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as Members of the Congregation.

5.9 *Biblical Peacemaking.* First Baptist Church is committed to building a church that reflects God's peace and the power of the Gospel in its Fellowship's lives. It is the obligation of each member of the Fellowship to rely upon Scriptural principles in response to conflict both within and outside the church. These principles are summarized as follows:

(a) Whenever faced with conflict, the primary goal is to glorify God with our thoughts, words and actions (1 Cor. 10:31);

(b) We are to notice the log in our own eye before taking the speck out of our brother's eye (Matt. 7:3-5);

(c) We are to be slow to anger (Prov. 19:11; James 1:19);

(d) We shall let no unwholesome word proceed from our mouths, but only such a word as is good for edification according to the need of the moment, so that it may give grace to those who hear (Eph. 4:29);

(e) We shall make charitable judgments toward one another by believing the best about one another until the facts prove otherwise (1 Cor. 13:7);

(f) If an offense is too serious to overlook, or if we think someone may have something against us, we will go promptly to seek reconciliation (Matt. 5:23-24; 18:15);

(g) When we offer correction to others, we will do so graciously and gently, with the goal of serving and healing them (Prov. 12:18; Matt. 18:15; Eph. 4:29; Gal. 6:1);

(h) When others repent, we shall ask God to give us grace to forgive them as He has forgiven us (Eph. 4:32); and

(i) When we discuss or negotiate substantive issues, we shall regard one another as more important than ourselves (Phil. 2:3-4).

5.10 *Submission of Formal Grievances.* A Member of the Congregation may submit a grievance or complaint against the Senior Pastor, a member of the Pastoral and Ministerial Staff, the Board of Elders, the Board of Deacons or the manner in which the church conducts its business to the Board of Elders. The Board of Elders shall endeavor to respond to such grievance within thirty (30) days of its receipt of the same. Formal grievances to the Board of Elders must be submitted in writing. All Members of the Congregation are encouraged to utilize the peacemaking process set forth in Article 5.9 prior to submitting grievances to the Board of Elders. The Board of Elders may, in its discretion, attempt to resolve conflicts, other than those appropriate for church discipline, through Biblical mediation and the appointment of a mediator. Should a situation arise wherein the grievance is not resolved to the satisfaction of the Member of the Congregation, the member is referred to Article 11 of these Bylaws.

5.11 *Church Discipline.* When a conflict involves matters of doctrine or church discipline, this Article 5.11 shall apply.

(a) The threefold purpose of church discipline is to (i) glorify God by maintaining purity in the local church (1 Corinthians 5:6), to (ii) edify believers by deterring sin (1 Timothy 5:20), and to (iii) promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

(b) Members of the Fellowship of First Baptist Church of Durango who err in doctrine, or who engage in conduct that violates Scripture, as determined by the Board of Elders, shall be subject to church discipline, including dismissal according to Matthew 18:15-18. Before such dismissal, however, (1) it shall be the duty of any member of the Fellowship of First Baptist Church of Durango who has knowledge of the erring individual's heresy or misconduct to warn and correct such erring individual in private, seeking his or her repentance and restoration. If the erring individual does not heed this warning, then (2) the warning Member of the Fellowship shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two individuals who shall confirm that the sin has occurred or is continuing to occur, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings may occur with no specified time interval. If the erring individual still refuses to heed this warning, then (3) it shall be brought to the attention of the Board of Elders (or a duly appointed Committee of the Board of Elders, per Article 2.8 of these Bylaws, at the sole discretion of the Board of Elders). If the Board of Elders (or a duly appointed Committee of the Board of Elders, per Article 2.8 of these Bylaws, at the sole discretion of the Board of Elders) determines, after thorough investigation in accordance with the procedures prescribed by pertinent Scripture, including Matthew 18:15-18 and 1 Timothy 5:19, that there is corroborating evidence that the erring individual has sinned or is continuing to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Board of Elders shall inform the Fellowship thereof at a regularly-scheduled worship service in order that the church may call the erring individual to repentance. If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly-scheduled worship service. If, however, the erring individual does not repent in response to the church in its collective call to repentance, then (4) he or she shall be publicly dismissed from the Fellowship and/or Membership of the Congregation of First Baptist Church of Durango at a regularly scheduled worship service. If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Board of Elders (or a duly appointed Committee of the Board of Elders, per Article 2.8 of these Bylaws, at the sole discretion of the Board of Elders), then at the discretion of the Board of Elders he or she may be publicly restored to all the rights, duties, privileges, and responsibilities of Fellowship and/or Membership of the Congregation.

(c) Notwithstanding the foregoing, the Elders, in the exercise of their discretion, may proceed directly to the third stage of church discipline, (i.e. the informing of the Fellowship hereof at a regularly scheduled worship service in order that they may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e. the dismissal from the Fellowship and/or Membership of the Congregation) when one or more of the following have occurred:

(i) Where the transgression and the refusal to repent have been public, i.e. openly and to the offense of the whole church (1 Cor. 5:1-5);

(ii) Where the disciplined party has taught or otherwise disseminated doctrine deemed false or erroneous by the Board of Elders, then chosen to disregard the direction and reproof of the Board of Elders (Romans 16:17); or

(iii) Where the disciplined party has been warned twice to cease from factious and divisive conduct and has chosen to disregard that warning (Titus 3:10-11).

(d) The Fellowship of First Baptist Church of Durango agrees that there shall be no appeal to any court because of the dismissal or because of public statements to the Fellowship at the third or fourth stages of church discipline.

(e) Separate and apart from the process of church discipline, but subject to the discretion and approval of the Board of Elders (or a duly constituted subcommittee thereof), a member, non-member regular attendee, or other individual may be notified that he or she is not to be present upon church premises for such a period of time as is deemed necessary for the safety and well-being of others on church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

5.12 *Active Membership.* Subject to the discretion and approval of the Board of Elders (or a duly constituted subcommittee thereof), action will be taken to maintain a correct and accurate Active Membership Roll. Active Membership is defined as those individuals who have been accepted as Members of the Congregation and regularly attend and participate in the activities of First Baptist Church of Durango, Colorado. Members of the Congregation who have not attended or participated in the activities of First Baptist Church of Durango, Colorado for over one year may be transferred to the Inactive Membership Roll. Members of the Congregation who have not participated in the activities of First Baptist Church of Durango, Colorado for two years may be dropped from the Inactive Membership Roll.

Article 6 – Meetings of Members of the Congregation

6.1 *Annual Meeting.* An annual meeting of the Members of the Congregation of First Baptist Church of Durango shall be held at a time and date stated in or fixed in accordance with a resolution of the Board of Elders. The annual meeting shall be held for the purpose of considering reports of the affairs of the Corporation, and to transact such other business as the Board of Elders determine shall be brought before the meeting, including but not limited to **approval of Amendments to this Constitution, the Bylaws, or the Statement of Faith**, ratification of the nominations made by the Board of Elders of those who shall serve as Elders, affirmation of continuing service by serving Elders, and affirmation of Deacons or Deaconesses. Failure to hold an annual meeting, as required by these Bylaws, shall not work a forfeiture or dissolution of the Corporation or invalidate any action taken by the Board of Elders or Officers of the Corporation.

6.2 *Special Meetings.* A special meeting of the Members of the Congregation may be called by the Board of Elders.

6.3 *Notices of Meeting.* Notice of annual meetings shall be given from the pulpit by the Senior Pastor or one of the serving Elders for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular church bulletin for two successive Sundays prior to such meeting. Notice of special meetings shall be given from the pulpit at least seven (7) days prior to the meeting and shall also be published in the regular church bulletin on the Sunday immediately preceding the meeting. Notice of the annual and special meetings shall include a description of the purpose or purposes for which the meeting is called.

6.4 *Voting.* Those accepted as Members of the Congregation do not constitute a legislative body, nor do they constitute members of the Corporation, and they cannot vote, pass resolutions binding upon the Corporation, nor shall they have any equity in the real property of the

Corporation. Said property of the Corporation is dedicated to religious and charitable purposes as outlined in the Articles of Incorporation.

Article 7 – Officers and Duties

7.1 *Officers.* The Officers of the Corporation shall consist of a Chairman, a Vice-chairman, a Secretary, and a Treasurer. All Officers of the Corporation shall be Lay Elders and shall not be from the Pastoral Elder(s) that is/are serving on the Board of Elders. Any two or more offices may be held by the same person, except the office of chairman which shall be a stand alone office. Officers shall be elected by the Board of Elders at the annual meeting of the Corporation. Officers of the Corporation shall serve a term of one (1) year which may be renewed at the next annual meeting of the Corporation. Each Officer shall hold office until such Officer's successor shall have been duly elected and shall have qualified, or until such Officer's earlier death, resignation or removal. A vacancy in any office may be filled by the Board of Elders at any regular or special meeting called for that purpose.

7.2 *Removal.* Any Officer or agent may be removed by the Board of Elders whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not in itself create contract rights.

7.3 *Vacancies.* Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and the Corporation, by giving written notice to the Chairman of the Board of Elders or to the Board of Elders. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any Office of the Corporation, however occurring, may be filled by the Board of Elders for the unexpired portion of the term.

7.4 *Chairman of the Board.* The Chairman of the Board of Elders shall preside at all meetings of the Members of the Congregation (as defined in articles 6.1 and 6.2), the Board of Elders, the meetings of the Corporation, and may have any other powers and duties as may be conferred by the Board of Elders. The meetings of the Board of Elders shall be conducted according to the scriptural principles set forth in Philippians 2:2-8. All contracts and other instruments on behalf of the Corporation must be signed by both the Chairman and the Secretary of the Corporation, except as the authority may be restricted by resolutions of the Board of Elders adopted from time to time.

7.5 *Vice-Chairman of the Board.* The Vice-Chairman shall have the duties that the Board of Elders or the Chairman may delegate from time to time. In the absence of the Chairman or his inability to act, the duties and powers of the office of Chairman shall be performed and exercised by the Vice-Chairman.

7.6 *Secretary.* The Secretary shall be responsible for the preparation and maintenance of minutes of the Board of Elders, minutes of the Corporation including all Corporate Resolutions, minutes of meetings of the Members of the Congregation, and other records and information required to be kept by the Corporation and for authenticating records of the Corporation.

7.7 *Treasurer:* The Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation and whenever required by the Board of Elders, shall render, or cause to be rendered, financial statements of the Corporation. The Treasurer shall ensure the stewardship of the physical and financial resources of the Corporation, "taking precaution that no one should discredit us in our administration...for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men" (2 Corinthians 8:20-21).

Article 8 – Pastors, Ministerial, and Non-Ministerial Staff

8.1 *Senior Pastor Election.* The Senior Pastor shall be selected by the Board of Elders and ratified by written ballot of the Members of the Congregation at a business meeting, and such ratification shall be by 75% of the members attending and eligible to vote at the meeting called for such purpose. He shall remain in office an indefinite period of time subject to the following reservations: The Elders reserve the right to dismiss the Senior Pastor after obtaining ratification by 75% of the Members of the Congregation attending and eligible to vote on this action at a meeting of the Members of the Congregation. Dismissal of the Senior Pastor will occur upon giving him written notice of his dismissal. The Senior Pastor shall give two (2) month's written notice if he intends to resign. The time limit of a Senior Pastor's resignation is subject to a lesser time if both the Pastor and the Board of Elders by mutual agreement determine otherwise.

8.2 *Pastoral and Ministerial Staff Selection.* The Pastoral and Ministerial Staff shall be selected by the Board of Elders. The individuals shall remain in office an indefinite period of time. The Elders may dismiss a member of the Pastoral and Ministerial Staff at their discretion. Dismissal of the Pastoral and Ministerial Staff will occur upon giving the individual written notice of their dismissal. The Pastoral and Ministerial Staff shall give one (1) month's written notice if they intend to resign. The time limit of a Pastoral or Ministerial Staff's resignation is subject to a lesser time if both the Pastoral or Ministerial Staff member and the Board of Elders by mutual agreement determine otherwise.

8.3 *Senior Pastor Duties.* The Senior Pastor shall be an ex-officio member of all committees, and he shall be responsible to the Board of Elders. The Senior Pastor shall arrange for and conduct all public and regular services of the church and shall be responsible for general oversight of the spiritual welfare of the church. In the absence of the Senior Pastor, the Board of Elders (or a duly appointed Committee of the Board, per Article 2.8 of these Bylaws, at the sole discretion of the Board), shall be responsible to arrange for the public and regular services of the church.

8.4 *Non-Ministerial Staff.* The Non-Ministerial Staff shall be selected by the Board of Elders. The individuals shall remain in their positions for an indefinite period of time. The Elders may dismiss a member of the Non-Ministerial Staff at their discretion. Dismissal will occur upon giving the individual two weeks written notice of their dismissal. The Non-Ministerial Staff shall give two weeks written notice if they intend to resign. The time limit of a Non-Ministerial Staff member's resignation is subject to a lesser time if both the Non-Ministerial Staff member and the Board of Elders by mutual agreement determine otherwise.

Article 9 – Real Estate and Property

9.1 *Real Estate.* The Board of Elders is responsible for the purchase of real estate to be owned by and sale of real estate owned by the First Baptist Church of Durango, Colorado. In exercising this responsibility, the Board of Elders, (or a duly appointed Committee of the Board, per Article 2.8 of these Bylaws, at the sole discretion of the Board), shall recommend for ratification by the Members of the Congregation any purchase or sale of real estate. The vote for ratification of purchase or sale of real estate may take place at any regular or special Meeting of the Congregation called by the Board of Elders. Notice of such meeting shall be in accordance with Article 6, Section 6.3 of these Bylaws. An affirmative vote by seventy five percent (75%) or greater of the Members of the Congregation attending the meeting and eligible to vote shall be required. If the affirmative votes are less than 75%, the matter shall be tabled for further consideration either to be dropped or resubmitted, in a modified form, by the Board of Elders.

9.2 *Property.* The purchase and sale of property, other than real estate, shall be the responsibility of the Board of Elders. The Board of Elders shall at its discretion establish guidelines and authority levels for handling such property.

Article 10 – Indebtedness

10.1 The Board of Elders is responsible for the financial well being of the Corporation. They are authorized to carryout this responsibility in whatever manner they determine best for the Corporation keeping in mind Habakkuk 2:7. Therefore, the Board of Elders shall not enter into any indebtedness until a proposal for indebtedness has been brought before the Members of the Congregation for ratification. The vote for ratification of a proposal of indebtedness may take place at any regular or special Meeting of the Congregation called by the Board of Elders. Notice of such meeting shall be in accordance with Article 6, Section 6.3 of these Bylaws. An affirmative vote by seventy five percent (75%) or greater of the Members of the Congregation attending the meeting and eligible to vote shall be required. If the affirmative votes are less than 75%, the matter shall be tabled for further consideration either to be dropped or resubmitted, in a modified form, by the Board of Elders.

Article 11 – Settlement of Disputes

11.1 In any dispute arising between Members of the Congregation, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church contributions, the dispute shall be resolved by the Board of Elders of the church (or a duly appointed Committee of the Board, per Article 2.8 of these Bylaws, at the sole discretion of the Board). A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1-3).

11.2 When a Member or Members of the Congregation disagree with an action or policy of the Board of Elders, the following procedures shall apply:

11.2.1 The Member or Members of the Congregation shall request, in writing, a meeting with the Board of Elders to discuss, and if possible, resolve the disagreement. Such meeting shall normally be held at the next regularly scheduled meeting of the Board of Elders but not less than thirty (30) days after the request is presented to the Board of Elders, the date being at the discretion of the Board of Elders.

11.2.2 If the Member or Members of the Congregation continue to disagree with the action or policy of the Board of Elders, after meeting with the Board of Elders as identified in 11.2.1, the Member or Members of the Congregation may petition the Board of Elders to have the action or policy discussed at a special meeting of the Members of the Congregation. Such petition shall be acted upon by the Board of Elders when presented to them with signatures of at least 1/3 of the then active Members of the Congregation eligible to vote as defined in Articles 5.4 and 5.11 of these Bylaws. Furthermore, the special meeting shall be called to order not later than 60 days from the date the valid petition is delivered to the Board of Elders. Notice of the meeting shall be provided at each Church Service, for 4 weeks in advance of the meeting, from the Lectern by an Elder, and in the Bulletin stating the reason for the meeting, the date, the time, and the location of the meeting.

11.2.3 If an unanimous agreement by the Members of the Congregation present and eligible to vote cannot be reached at the special Meeting of the Congregation and greater than 50% of those present at the meeting and eligible to vote agree, the issue will be presented to all of the Members of the Congregation eligible to vote through a mailed ballot. Ballots will only be mailed to active Members of the Congregation eligible to vote and will not be distributed by hand.

11.2.4 The ballot will consist of a written summary of each position. The ballots shall be prepared and mailed not later than thirty (30) days after the special Meeting of the Congregation. The ballot will clearly indicate that a yes vote supports the Board of Elders and a no vote would be a vote to reverse or modify, in the manner specifically stated in the ballot, the action or policy of the Board of Elders. All issued ballots will be counted. Ballots must be returned no later than

30 days from the date mailed. Any issued ballots not returned by the stated return date will be counted as vesting support in the Board of Elders and in support of the action or policy of the Board of Elders. If greater than 50% of the ballots issued result in a no vote, the action or policy of the Board of Elders will be reversed or modified in the manner specifically stated in the ballot.

Article 12 – Indemnification

12.1 *Indemnification.* For purposes of this Article 12, a “Proper Person” means any person (including the estate or personal representative of an Elder) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that the Proper Person is or was an Elder, Officer, employee, fiduciary, or agent of the Corporation, or is or was serving at the request of the Corporation as an Elder, Officer, partner, trustee, employee, fiduciary, or agent of any foreign or domestic profit or nonprofit corporation or of any partnership, joint venture, trust, profit or nonprofit unincorporated association, limited liability company, or other enterprise or employee benefit plan. The Corporation shall indemnify any Proper Person against reasonably incurred expenses (including attorneys’ fees), judgments, penalties, fines (including any excise tax assessed with respect to an employee benefit plan), and amounts paid in settlement reasonably incurred by the Proper Person in connection with such action, suit, or proceeding if it is determined by the groups set forth in Article 12.4 of this Article that the Proper Person conducted herself or himself in good faith and that the Proper Person reasonably believed (i) in the case of conduct in the Proper Person’s official capacity with the Corporation, that the Proper Person’s conduct was in the Corporation’s best interests, or (ii) in all other cases (except criminal cases), that the Proper Person’s conduct was at least not opposed to the Corporation’s best interests, or (iii) in the case of any criminal proceeding, that the Proper Person had no reasonable cause to believe the Proper Person’s conduct was unlawful. Official capacity means, when used with respect to an Elder, the office of elder and, when used with respect to any other Proper Person, the office in a corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the Corporation. Official capacity does not include service for any other domestic or foreign corporation or other person or employee benefit plan.

No indemnification shall be made under this Article 12 to a Proper Person with respect to any claim, issue, or matter in connection with a proceeding by or in the right of a Corporation in which the Proper Person was adjudged liable to the Corporation or in connection with any proceeding charging that the Proper Person derived an improper personal benefit, whether or not involving action in an official capacity, in which the Proper Person was adjudged liable on the basis that the Proper Person derived an improper personal benefit. Further, indemnification under this Article in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses, including attorneys’ fees, incurred in connection with the proceeding.

12.2 *Right to Indemnification.* The Corporation shall indemnify any Proper Person who was wholly successful, on the merits or otherwise, in defense of any action, suit, or proceeding as to which the Proper Person was entitled to indemnification under Article 12.1 against expenses (including attorneys’ fees) reasonably incurred by the Proper Person in connection with the proceeding without the necessity of any action by the Corporation other than the determination in good faith that the defense has been wholly successful.

12.3 *Effect of Termination of Action.* The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Article 12.1. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability as described in Article 12.2.

12.4 *Groups Authorized to Make Indemnification Determination.* Except where there is a right to indemnification as set forth in Articles 12.1 or 12.2 or where indemnification is ordered by a court in Article 12.5, any indemnification shall be made by the Corporation only as

determined in the specific case by a proper group that indemnification of the Proper Person is permissible under the circumstances because the Proper Person has met the applicable standards of conduct set forth in Article 12.1. This determination shall be made by the Board of Elders acting as Officers of the Corporation by a majority vote of those present at a meeting at which a quorum is present, which quorum shall consist of Elders not parties to the proceeding ("Quorum"). If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board of Elders designated by the Board of Elders, which committee shall consist of two or more Elders not parties to the proceeding; except that Elders who are parties to the proceeding may participate in the designation of Elders for the committee. If a Quorum of the Board of Elders cannot be obtained and the committee cannot be established, or even if a Quorum is obtained or the committee is designated and a majority of the Elders constituting such Quorum or committee so directs, the determination shall be made by (i) independent legal counsel selected by a vote of the Board of Elders or the committee in the manner specified in this Article 12.4 or, if a Quorum of the full Board of Elders cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board (including Elders who are parties to the action) or (ii) a vote of the Board of Deacons.

Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

12.5 *Court-Ordered Indemnification.* Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Article 12.2, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If a court determines that the Proper Person is entitled to indemnification under Article 12.2, the court shall order indemnification, including the Proper Person's reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that such Proper Person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Proper Person met the standards of conduct set forth in Article 12.1 or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper; except that if the Proper Person has been adjudged liable, indemnification shall be limited to reasonable expenses incurred in connection with the proceeding and reasonable expenses incurred to obtain court-ordered indemnification.

12.6 *Advance of Expenses.* Reasonable expenses (including attorneys' fees) incurred in defending an action, suit, or proceeding as described in Article 12.1 may be paid by the Corporation to any Proper Person in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of such Proper Person's good faith belief that the Proper Person has met the standards of conduct prescribed by Article 12.1, (ii) a written undertaking, executed personally or on the Proper Person's behalf, to repay such advances if it is ultimately determined that the Proper Person did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment), and (iii) a determination made by the proper group (as described in Article 12.4) that the facts as then known to the group would not preclude indemnification. Determination and authorization of payments shall be made in the same manner specified in Article 12.4.

12.7 *Report to Members.* Any indemnification of or advance of expenses to an Elder in accordance with this Article 12, if arising out of a proceeding by or on behalf of the Corporation, shall be reported in writing to the Members of the Congregation with or before the notice of the next meeting of the Members of the Congregation.

Article 13 – Amendment of Bylaws and Statement of Faith

These Bylaws and/or Statement of Faith may be amended as follows. A Notice of a proposed Amendment shall, after approval by the Board of Elders, be posted and made available to all the Members of the Congregation for at least 30 days prior to a meeting of the Members of the Congregation to vote on the Amendment. During this 30 day period, Members of the Congregation may provide to any Elder, in writing via letter or signed petition, their comments on the proposed Amendment. The Board of Elders may withdraw or modify the proposed Amendment in light of the objections. If modified, the Amendment shall, after approval by the Board of Elders, be posted for an additional 30 day period after being modified. At the meeting of the Members of the Congregation after discussion and prayer, a vote shall be taken. (Note: this may occur in one or more meetings occurring on a single day in order to facilitate maximum participation.) A vote in favor by at least 75% of those Active Members of the Congregation attending the Meeting of the Congregation shall be required to approve the Amendment.

Article 14 – Records

14.1 *Records.* The corporation shall maintain all records required to be maintained by the Colorado Revised Nonprofit Corporation Act.

14.2 *Examination.* All records maintained by the corporation shall be available for examination and copying by any Elder, or by any of their duly authorized agents or attorneys, at the expense of the person examining the records, during normal business hours and after reasonable notice.

14.3 *Access by Members of the Congregation.* Minutes of the meetings of the Board of Elders may be requested in writing by Members of the Congregation. The Board of Elders shall not unreasonably withhold access to such minutes. However, release of the minutes shall be subject to redaction of portions that the Elders determine, at their discretion, are inappropriate for public dissemination.

Article 15 – Miscellaneous

15.1 *Fiscal Year.* The fiscal year of the corporation shall be as established by the Board of Elders.

15.2 *Loans to Elders and Officers Prohibited.* No loans shall be made by the Corporation to any of its Elders or Officers. Any Elder or 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 it is repaid.

15.3 *References to Internal Revenue Code.* All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

15.4 *Severability.* The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Article 16 – Definitions

Authorized – With respect to the number of Elders, this is the number of Elders, ranging from 5 to 12 that the serving (see below) Elders have deemed to be the correct number for the Board of Elders. With respect to the number of Deacons, this is the number of Deacons ranging from 5 to some larger number that the serving Elders have deemed to be the correct number for the Board of Deacons.

Serving – With respect to the Elders or Deacons, this is the number of Elders or Deacons that have been nominated and have accepted appointments as Elders or Deacons and are actively serving in this position. This should normally be the same number as Authorized but from time to time may be less than the Authorized Number due to resignations or inability to get sufficient personnel to agree to serve.

Absence – With respect to the Board of Elders or Board of Deacons, denotes a position that is serving but is absent from a meeting for whatever reason.

Vacant – With respect to the Board of Elders or Board of Deacons, denotes a position that is authorized but for which there is no one serving at the time under discussion.

Senior Pastor – The Senior Pastor is an individual so designated by the Elders and ratified by the active Members of the Congregation.

Pastoral and Ministerial Staff – This is the group of personnel including Pastors and all other paid Ministerial staff working full or part time for the Corporation except the Senior Pastor.

Non-Ministerial Staff – This is the group of personnel including secretaries, janitors, and so forth that work full or part time for the Corporation other than the Senior Pastor and the Pastoral and Ministerial Staff.

Lay Elders – These are Members of the Congregation who are not the Senior Pastor nor part of the Pastoral and Ministerial Staff, identified above, who have been nominated for, ratified by the Members of the Congregation, and accepted the position of Elder.

Pastoral Elders – Those pastors serving as Elders including the Senior Pastor and any other Pastors so nominated and ratified by the Members of the Congregation.

Sabbatical for an Elder – This is period of time, during which the Elder continues in the office of Elder but is not serving. Elders on Sabbatical are excused from normal Elder responsibilities but may be called upon to fill a vacancy in an emergency. Elders on Sabbatical may rejoin the Board of Elders at the end of their Sabbatical without the need for ratification by the Members of the Congregation. However, affirmation of the Elder's continued service is appropriate.

Fellowship – The Fellowship consists of both Members of the Congregation and persons who are regular attendees but are not Members of the Congregation.

Active Member of the Congregation – The Active Membership is defined as those individuals who have been accepted as Members of the Congregation and regularly attend and participate in the activities of First Baptist Church of Durango, Colorado. Their names will appear on the Active Membership Roll.

Certificate

I, the undersigned, being the Secretary of First Baptist Church of Durango, Colorado, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the _ d a y o f _____, 2015, by the Board of Elders and reviewed by the Members of the Congregation of the First Baptist Church of Durango, Colorado in a specially called meeting on the same date, to wit. Said bylaws are, as of the date of the certification, the duly adopted and existing Bylaws of this Corporation.

_____, Secretary

STATEMENT OF FAITH

of
First Baptist Church of Durango, Colorado

I. The Word of God

We accept the Bible, including the 39 books of the Old Testament and the 27 books of the New Testament, as the written Word of God. The Scriptures are the authoritative and normative rule and guide of all Christian life, practice and doctrine. II Timothy 3:16-17; II Peter 1:20, 21

II. The Trinity

In the unity of the godhead, there are three Persons, Father, Son and Holy Spirit, co-existent, co-equal, and co-eternal. Genesis 1:1, 26; John 1:1, 3

III. God the Father

God the Father is the Creator of heaven and earth. He rules over all and, together with the Son and the Spirit, is the only Sovereign. His plans and purposes cannot be thwarted. Deuteronomy 6:4; Psalm 145: 8-9; I Corinthians 8:6; Ephesians 1:1-14

IV. Jesus Christ

Jesus Christ, the only begotten Son of God, is the eternal Word made flesh, supernaturally conceived by the Holy Spirit, born of the Virgin Mary. He is fully God and is fully man. John 1:1-4, Philippians 2:5-8

V. The Holy Spirit

The Holy Spirit, the Lord and Giver of life, convicts the world of sin, righteousness and judgment. The Holy Spirit empowers believers for Christian witness and service. This promise of the Father is freely available to all who believe in Jesus Christ. John 14:16-17; John 16: 7-9, 13

VI. Mankind

We believe that **mankind** was created by God in His own image; that **mankind** sinned and thereby incurred physical, spiritual and eternal death, which is separation from God; that as a consequence, all human beings are born with a sinful nature and are sinners by choice and therefore under condemnation. We believe that those who repent and forsake sin and trust Jesus Christ as Savior are regenerated by the Holy Spirit and become new creatures, delivered from condemnation and receive eternal life. Genesis 1:26; John 3:16-17; II Cor. 5:17

VII. Sanctity of Life and Gender

We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. Psalm 139

We believe that God wonderfully and immutably creates, while in the womb, each person as male or female. These two distinct, complementary genders together reflect the image and nature of God. Genesis 1:26-27

VIII. Marriage

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 the Bible. We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. Genesis 2:18-25; 1 Corinthians 6:18; 7:2-5; Hebrews 13:4

IX. The Gospel

Jesus Christ is the gospel. Christ's crucifixion is the heart of the gospel; His resurrection is the power of the gospel and His ascension is the glory of the gospel. The proper response to the gospel is faith in the person and work of Jesus Christ, a faith that is naturally accompanied by repentance from sin. Ephesians 2:8-10

X. Sanctification

The Holy Spirit is the active agent in our sanctification and seeks to produce His fruit in us as our minds are renewed and we are conformed to the image of Christ. Romans 6:1-22; Galatians 5:16-25

XI. Forgiveness and Love

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with the Bible nor the policies of First Baptist Church, Durango. Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11; Mark 12:28-31; Luke 6:31

XII. The Church

The church is not a religious institution or denomination. Rather, the Church universal is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The Church exists to worship and glorify God as Father, Son and Holy Spirit. Acts 2:42-47; Ephesians 2:19-22

XIII. The Ordinances

Water baptism is only intended for the individual who has received the saving benefits of Christ's atoning work and become His disciple. Therefore, in obedience to Christ's command and as a testimony to God, the church, oneself and the world, a believer should be immersed in water in the name of the Father, Son and Holy Spirit. Matthew 28:18-20

The Lord's Supper is to be observed only by those who have become genuine followers of Christ. This ordinance symbolizes the breaking of Christ's body and the shedding of His blood on our behalf, and is to be observed repeatedly throughout the Christian life as a sign of continued participation in the atoning benefits of Christ's death. I Corinthians 11:23-26

XIV. The Last Things

The consummation of all things includes the future, physical, visible, personal and glorious return of Jesus Christ, the resurrection of the dead and the translation of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth. I Corinthians 15; Revelation 20:4-6; 11-15

QUORUMS AND VOTING SUMMARY

Board of Elders

NORMAL BUSINESS

Quorum = 60% of serving Elders
 Vote = unanimous of those present less one vote

PURCHASE OR SALE OF REAL ESTATE or ENTERING INTO INDEBTEDNESS

Quorum = 80% of serving Elders, and
 Lay Elders exceed Pastoral Elders by 2
 Vote = unanimous of those present less one vote
 Ratification = 75% of Members of Congregation attending and eligible to vote
 at a business meeting.

CALL or DISMISSAL OF SENIOR PASTOR

Quorum = 80% of Lay Elders
 Pastoral Staff does not vote and are not present unless
 requested
 Vote = unanimous of those present less one vote
 Ratification = 75% of Members of Congregation attending and eligible to vote
 at a business meeting.

CALL or DISMISSAL OF PASTORAL AND MINISTERIAL STAFF

Quorum = 80% of Lay Elders
 Pastoral Staff does not vote and are not present unless
 requested
 Vote = unanimous of those present less one vote
 Affirmation = Applicable to Calling Only: 75% of Members of Congregation
 attending and eligible to vote at a business meeting.

Further notes applicable to Board of Elder Actions and Voting:

- a. Proxy votes are OK for Corporate Resolutions
- b. Action without a Meeting – all Elders must vote for the resolution or if voting against the resolution the negative votes must also waive the right for a meeting.
- c. Telecoms or Computer Audio – is equivalent to being present at a meeting so long as everyone can hear everyone else.

Members of the Congregation and Board of Elders

AMENDMENT TO CONSTITUTION

Draft = unanimous of those Elders present less one vote
Vote = 75% of Active Members of the Congregation attending and eligible to vote

AMENDMENT TO BYLAWS AND STATEMENT OF FAITH

Draft = unanimous of those Elders present less one vote
Vote = 75% of Active Members of the Congregation attending and eligible to vote