

**By-Laws of  
"Southeast Denver Christian Church"  
Parker, Colorado**

**Article I - Name**

The name of this corporation, as incorporated under the laws of the state of Colorado, and in the county of Douglas, shall be: Southeast Denver Christian Church (also known as Southeast Christian Church and sometimes referred to as a Church of Christ) as indicated in the papers of incorporation filed with the Colorado Secretary of State's Office and recorded in Denver as incorporated on June 5, 1972.

**Article II - Purpose**

The purpose of the church shall be to establish a Christian Church of an autonomous nature but governed by the Scriptures; in order that the knowledge of Jesus Christ found in the Bible may be taught in completeness to other persons.

**Article III - General Offices**

The general offices of the corporation shall be located in the city of Parker, county of Douglas, and in the state of Colorado.

**Article IV - Members**

The corporation has no voting members.

**Article V - Board of Directors**

**Section 1**

The corporation shall fulfill its mission under the sole direction of a Board of Directors (hereinafter referred to as Elders).

**Section 2**

A simple majority (half plus one) of the Elders, present in person, shall constitute a quorum for all Elder meetings.

**Section 3**

It shall be the duty of the Elders to oversee the affairs of the corporation per the Elder's Governance Policies.

**Section 4**

Every member selected to serve as an Elder (per the Elder's Governance Policies), must be committed to the mission and vision of the corporation.

## **Article VI - Administration**

### Section 1

Under the supervision of the Elders, it shall be the duty of the Lead Pastor to give executive direction to the corporation.

### Section 2

In addition to any qualifications established by the Elders in their Governance Policies, the Lead Pastor must also possess the qualifications specified in Article V, section 4.

## **Article VII - Organization**

A Chair, Vice Chair and Secretary to be selected by the Elders per the Elder's Governance Policies will serve the Elders.

## **Article VIII - Staff**

The corporation calls and retains appropriately credentialed staff that will fulfill its mission. In accordance with the Governance Policies of the Elders, the Lead Pastor will make all hiring and retention decisions.

## **Article IX - Fiscal Year**

The fiscal year of the corporation shall be from September 1 of the calendar year until August 31 of the succeeding calendar year.

## **Article X - Lobbying and Private Inurement**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Constitution.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these By-Laws, the corporation shall not participate in activities that constitute violations of the laws and regulations governing agencies exempt from payment of federal income taxes under § 501(c)(3) of the Internal Revenue Code as from time to time revised. This prohibition shall include corporate contributions governed by § 170(c)(2) of the Internal Revenue Code as from time to time amended.

### **Article XI - Indemnification**

Except as otherwise limited by law, the corporation shall indemnify any and all of its directors or officers, former directors or officers, employees, agents or any other persons who may have served at its request or by election as a director or officer of another corporation by which this corporation was previously known including the heirs, executors, and/or administrators of any such person. This indemnification shall include attorneys' fees, judgments, fines, and amounts paid in settlement actually incurred by such persons in connection with the defense or settlement of any action, suit or proceeding in which such persons, individually or corporately, are made a party by reason of having occupied a position within the corporation. Provided, however, that this indemnification shall not be effective for any person, officer or director who shall be adjudged in any action, suit or proceeding to be liable for willful misconduct in the performance of duties, for actions that are deemed to violate the criminal statutes of this state, or for dereliction of any corporate duty. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person engaged in such willful bad faith or misconduct. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

### **Article XII - Amendments**

These By-Laws may be altered, added to, or amended by the Elders in accordance with the Elder's Governance Policies.

### **Article XIII - Severability**

The provisions of the By-Laws are severable. If any of the provision herein is deemed to contravene the laws of the state of Colorado or otherwise is invalidated under the laws of the state of Colorado by any Colorado court possessing competent jurisdiction thereof, such contradiction or invalidity shall be elided from the By-Laws and the remaining portions shall be construed and enforced accordingly.

## **Article XIV - Dissolution**

Upon the dissolution of the corporation, the Elders shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner or to such organization or organizations operated for religious purposes as approved under Section 501 c (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or other tax-exempt organization or organizations. The Judicial Court, Douglas County, Colorado or any successor trial court of the State of Colorado having jurisdiction over Douglas County, Colorado shall dispose of any such assets not disposed of.

## **Article XV - Superseding Document**

Upon adoption by the Elder of Southeast Denver Christian Church, these By-Laws shall supersede and repeal all other documents heretofore relied upon for the establishment and governance of the corporation.

**Drafted:**

**Adopted:**