

BYLAWS OF COMMUNITY BIBLE CHURCH
Revised and Affirmed June 12, 2005

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Article I – Name

The name of the organization (Corporation) shall be Community Bible Church Inc. of Jackson Hole. It is a Wyoming nonprofit religious corporation with its principal offices located in Jackson, Wyoming.

Article II – Purpose

The purpose of Community Bible Church is to function as a local assembly of the body of Christ and to obey Him in carrying out all the work He has called us to, including the equipping of the saints for the work of service and the building up of the body of Christ (Eph. 4:12) and to follow in obedience to His command to go into all the world, teaching the Gospel, making disciples of all men, that is, “The Great Commission” found in Scripture: “Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age” (Matt 28:19-20).

Article III – Statement of Faith

1. We believe that the Bible is the written revelation of God and that the sixty-six books of the Bible thus constitute the plenary Word by the Holy Spirit. We believe that the Word of God is verbally inspired and in the original documents absolutely inerrant, infallible, and God-breathed. We believe that the Bible is complete and constitutes the only infallible rule of faith and practice. (1 Thess 2:13; 2 Tim 3:15-17; 2 Pet 1:20,21; Rev 22:18-19)
2. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit, equal in substance, power, and glory, Creator of the universe. (Deut 6:4; Matt 28:19; Luke 3:22; 2 Cor 13:14)
3. We believe in the Lord Jesus Christ, the Eternal Word, who without any change in His divine character became man by the miracle of the Virgin Birth, thus to continue forever as both true God and true Man. We also believe in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory. (Jn 1:1,2,14,18; Lk 1:34,35; 24:36-43; Heb 4:14-16; 2 Cor 5:21)
4. We believe that Christ, the Second Person of the Trinity, was the Creator of the universe and that He did it in six literal 24-hour days as stated in the Genesis record, and that this world was judged and destroyed by the flood of Noah which covered the whole earth. (Gen 1:1-31; 2:7; 5:3; Exo 20:11; Jn 1:3; 1 Cor 15:22; Heb 11:3)
5. We believe that for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely essential. We believe that man is a sinner both by nature and by his own choice, and can be brought into God’s favor only by God’s provision in Christ as applied by the Holy Spirit. This provision is based on grace through faith in Christ, apart from any human merit. We believe that the baptism of the Holy Spirit is the placing of the new believer into the body of Christ. (Rom 1:16; 3:10-18; 5:12,19; 10:17; Acts 16:14b; Eph 1:7; 2:1-3,8,9; Jn 1:12,13; 3:36; 6:44; Rom 9:16; Phil 1:6; Titus 3:5-7; 1 Pet 1:18-19; 1 Jn 5:1; Eph 4:5; 1 Cor 12:13)
6. We believe that all the redeemed, once saved are kept by God’s power and are thus secure in Christ forever. We believe that it is the privilege of believers to rejoice in the assurance of their salvation through the testimony of God’s Word, which however, clearly forbids the use of Christian liberty as an occasion to the flesh. (Jn 10:27-29; Rom 8:29-39; 1 Jn 5:12,13)
7. We believe that all the saved should live in such a manner as not to bring reproach upon their Savior and Lord; and that separation from all sinful pleasures and practices is commanded by God. (Jn 17:17; Rom 6:19,22; Heb 10:25; 1 Pet 2:2; 2 Pet 1:3; Rom 12:1,2; Eph 5:18; Gal 5:22,23)
8. We believe that the Church is to observe believer’s Baptism and the Lord’s Supper. (Matt 28:19; 1 Cor 11:24)
9. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life. His ministry includes the sovereign bestowing of spiritual gifts (1 Cor 12:11). God has given each member in the body of Christ specific gifts to edify the Church. While we believe God does supernatural acts today, we also believe that the biblical gifts of healing, miracles, and tongues manifested in the early Church have ceased. (1 Cor 12; 13; 14)

10. We believe in the spiritual unity of believers in Christ. (Eph 4:4-6; 1 Cor 12:16)
11. We believe in the existence of Satan, a created being who fell and is opposed to all that is holy and is destined for eternal judgment in the Lake of Fire. (Gen 3:1; Isa 14:12-17; Ezek 28:11-19; Matt 4:1; Lk 10:18; Jn 12:31; Rev 20:10; 2 Cor 11:13-15)
12. We believe that there is a distinction between the Church and Israel. These distinctions are seen clearly in the age of the Law, the age of the Church, and the coming Millennial Kingdom when Christ will fulfill the promises made to Israel, “and to the Gentiles who believe by faith.” (Gen 12; 15; 17; Dan 2; 7; 9; Rom 11)
13. We look forward to the rapture of the Church when Jesus Christ will return for His bride. (1 Thess 1:10; 4:13-18; 2 Thess 2; 1 Cor 15:51-57; Rev 3:10)
14. We believe in the Second Coming of Christ when He returns in person to the earth to fulfill His promise of His millennial reign, for a literal thousand years, at which time He will bring all things under His rule and subjection. (Zech. 14:4-11; Matt 24:29-31; Rev. 19:11-16; 20:1-6)
15. We believe in the resurrection of both the saved and lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation. (Lk 14:14; Jn 5:28-29; Rev 20:11-15)
16. We believe in the Great White Throne judgment of God; that if anyone’s name is not found written in the Book of Life, they will be thrown into the Lake of Fire unto eternal judgment. (Rev 20:11-15)
17. Finally, we believe that those whose names are written in the Book of Life will dwell eternally with God, enjoying His presence forever and ever. (Rev 21:3)

Article IV – Corporate Offices Location

The principal offices are located at 1450 South Park Loop Road, Jackson, Wyoming, 83001.

Article V – Corporate/Church Membership

Section 1. Purpose of the Fellowship

Christian believers, who have applied for membership and have been duly accepted, shall constitute a spiritual body, united for the spiritual purposes set forth in the Articles of Incorporation and in Article II of these Bylaws.

For purposes of clarity, the above individuals will be referred to in this document as “church membership” or “members”. Members plus regular attendees who are not members will be referred to collectively as “congregation” or “church” (small “c”).

Section 2. Biblical Membership

As stated in Article III, Section 5, we believe biblical membership in the Church, the body of Christ, is held by all who have been placed in that body by the Holy Spirit.

Section 3. Active Membership

Active membership in Community Bible Church shall be open to all persons who confess Jesus Christ as their Lord and Savior. Membership is conferred upon all who successfully complete the membership application process.

Section 4. Voting Privileges

Membership in this 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 on those matters that the Board of Elders chooses to submit to the church membership for consideration. While the vote shall not be binding on the Board of Elders and the Corporation, it is intended to provide membership input and to give the Elders a clear sense of the desires of the membership. If in the event that the Board of Elders later rejects any vote of the church membership, the Elders will be required to give a public defense of their decision in a timely manner.

Voting privileges are restricted to members who are current attendees and are in good standing as determined by the Board of Elders, who are not under any disciplinary action, and who have passed their eighteenth (18) birthday. Membership shall not be assignable *inter vivos* by any member, nor shall membership vest to any personal representative, heir, or devisee.

Section 5. Application for Membership

All requests for membership shall be made to a Pastor or Elder. Upon making such a request, a prospective member is required to attend a membership class. Upon successful attendance of this class, the person shall be given an application for membership, along with a copy of the Bylaws which contains the statement of faith. A Pastor, Elder, or Deacon shall meet with the applicant following receipt of the application. If all is judged satisfactory, the applicant's name is then presented to the Board of Elders for acceptance, and, if accepted for church membership, the applicant shall testify publicly before the congregation at a regular church service or before a duly appointed Committee of the Board, per Article VI, Section 19 of these Bylaws.

Section 6. Addition to Membership Agreement and Understanding

The Church Membership is a formal list of individual members of the body of Christ who desire to be shepherded by the Elders of, and to participate in, the local assembly of Community Bible Church. Church membership shall be granted upon successful completion of the membership application process.

The membership application, which is signed by anyone wanting to be on the roll of Community Bible Church, shall have as attachments to it the Bylaws and a statement to this effect: "I, a member of the body of Christ at Community Bible Church, shall not pursue legal action or sue the Pastors, Elders, Deacons, or church staff in connection with the performance of their official duties." This is consistent with the biblical view that Christians are not to take each other to court (1 Corinthians 6:1-8).

Section 7. Denial of Membership

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, or that there is any other disqualifying condition according to scriptural principles, membership shall be denied. The decision made by the Board shall be final, and there shall be no appeal to any court resulting from that decision.

Section 8. Admission of Applicants

Applicants admitted to membership shall, if possible, present themselves at a worship service designated by the Senior Pastor-Teacher and Board of Elders, at which service such applicants shall publicly affirm their membership commitment and be publicly acknowledged as members. Members of Community Bible Church have entered a covenant to minister to one another's spiritual needs; this relationship is entered into by mutual consent with the church leaders and congregation.

Section 9. Responsibilities of Members

Members 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. Additionally, members are encouraged to pledge their loyalty to Christ as Savior, walking in separation from worldliness as they are led by the Holy Spirit, to Community Bible Church of Jackson Hole and its schedule, and to the pastoral staff and executive leadership of the church. They shall be in full accord with the church's stated emphasis in Article II and shall pledge to cooperate by regularly contributing financially to its work as God prospers them, by serving with their time, spiritual gifts, and energies when presented with the opportunity, and by praying regularly for its ministry, leadership, and people.

Section 10. Church Discipline

(a) The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to 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 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 this church 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 shall again go to the erring individual, seeking his or her repentance, but accompanied by one or two witnesses 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. 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, per Article VI, Section 19 of these Bylaws, at the sole discretion of the Board). If the Board of Elders (or the duly appointed Committee of the Board) determines—after thorough investigation in accord 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 Elders shall inform the church 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 shall 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, if applicable, membership of the church 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 the duly appointed Committee of the Board, if applicable), then he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and, if applicable, membership.

Further details of exercising the Matthew 18 process is found in the CBC documents entitled “Matthew 18 Interpretive Approach of Community Bible Church” and “Witness/Moderator Guideline” available upon request.

(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 church at a regularly-scheduled worship service in order that the church may call the erring individual to repentance) or to the fourth stage of church discipline, (i.e., the dismissal from the fellowship and, if applicable, membership of the church) when one or more of the following have occurred:

- (i) Where the transgression and the refusal to repent have been public, that is, 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 Elders, then chosen to disregard the direction and reproof of the 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 members of this church, and all other professing Christians who regularly attend or fellowship with this church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the church at the third or fourth stages of church discipline. Members who are under discipline by the church, as defined in the previous paragraphs, forfeit and waive the right to resign from this church. Resignations from membership are possible only by members who are in good standing and who are not under any disciplinary action.

Section 12. Removal of Persons

Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders (or a duly constituted Committee of the Board, per Article VI, Section 19 of these Bylaws, at the sole discretion of the Board), a member, non-member regular attender, 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 the church premises. Such required absence may, but need not, be concurrent with church discipline of that person.

Section 13. Transfer of Membership

Transfer of membership to another fellowship of Christians will be done upon request. Should the ground for such request be determined by the Elders to be based on unbiblical reasons, or requested because of unresolved difficulties, the Elders will take effort to correct the situation to a mutual, peaceful solution so that the member will be leaving in good standing. In any event, an honest evaluation of the spiritual condition of the member shall be addressed to the new church leaders.

Section 14. Inactive Status or Removal

Separate and apart from the process of church discipline, but subject to the discretion and approval of the Elders (or a duly constituted Committee of the Board, per Article VI, Section 19 of these Bylaws, at the sole discretion of the Board), the names of any members who have not attended a worship service, Sunday School class session, or Fellowship Group meeting at Community Bible Church for a period of six months or longer may be removed from the membership rolls. A letter shall be sent if such action is deemed necessary.

Members who, in the opinion of the Board of Elders, are inactive due to geographical move, being regular attendees at another church, or any other reason or purpose shall, if deemed appropriate, be removed from membership.

Section 15. Meetings

A regular annual meeting of the church members shall be held at the principal offices of the church in May of each year. At such regular annual meeting, the members shall consider reports of the affairs of the Corporation and transact such other business as the Elders determine shall be brought before the meeting, including, but not limited to, a unanimous vote of affirmation of any new appointments made by the Elders of those who shall serve as Elders or Deacons/Deaconesses.

Special/Emergency meetings of the members may be called at any time by order of the Senior Pastor-Teacher, the Chairman of the Corporation, the Head Elder of the Board of Elders, or by a quorum of the members of the Board of Elders.

Section 16. Notice of Meetings

Notice of regular meetings shall be given from the pulpit 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. There will be no time-notification requirement for an emergency meeting, however every reasonable attempt will be made to contact each and every member.

Section 17. Quorum

At all meetings of the members, whether regular or special, the members present shall constitute a quorum for the transaction of business.

Section 18. Voting Rights

Although Community Bible Church is not governed by congregational vote or majority rule, the church membership is to exercise its responsibility in calling to the attention of the Elders biblical and logical reasons for or against any proposal presented by the Elders or any action of the Board of Elders. Those admitted to church membership do not constitute a legislative body, nor do they constitute members of the Corporation, and they cannot pass resolutions binding upon the Corporation, nor shall they have any equity in the real property of the Corporation or rights to vote on its disposal. Said property of the Corporation is dedicated to religious and charitable purposes as outlined in the Articles of Incorporation.

Article VI – Office of Elder

Section 1. General

The local assembly of Community Bible Church shall be governed by a Board of Elders, also referred to herein as the “Board”. This Board shall be responsible for all decisions and shall have final control under the authority of the Lord Jesus Christ through the Word of God. All major decisions shall be presented to the church membership for reaction and input. The Elders shall consider all reasonable reactions to any major proposal.

Section 2. Powers

Subject to the limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporation Code of the State of Wyoming, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Elders, who are responsible for shepherding, and having oversight of, the flock. Without prejudice to such general powers, but subject to these same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated by these Bylaws:

- (a) To generally define all offices and positions within the church and to fix the associated terms and, if appropriate, compensation of these positions; to specifically prescribe such duties for the Senior Pastor-Teacher consistent with the Scriptures, with law, with the Articles of Incorporation, and with these Bylaws (these duties shall be kept on file together with any job descriptions generated by the Senior Pastor-Teacher pursuant to Article VII, Section 2); to select and remove the Senior Pastor-Teacher; and to affirm each candidate that the Senior Pastor-Teacher may select to fill any and all ministry positions which have been established by the Board of Elders (cf. Article VII, Section 2).
- (b) To make such disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation thereof; to generally conduct, manage, and control the activities and affairs of the Corporation; and to make such rules and regulations consistent with the Scriptures, with law, with the Articles of Incorporation, and with these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.
- (d) To establish policies and practices for the church consistent with the purposes of this Corporation.
- (e) To assist, as requested, the Senior Pastor-Teacher in the administration of, and oversight of specific ministerial functions, the ordinances of Baptism and Communion, and other ministries of the church.
- (f) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (g) To carry on a business and to apply any such profit that results from the business activity in which it may legally engage.

Section 3. Number of Elders

In accordance with the provisions of the Wyoming Nonprofit Religious Corporation Law, the authorized number of directors of the Corporation shall not be less than three (3) until changed by an amendment to the Articles of Incorporation or by an amendment to these Bylaws.

The Board of Elders shall consist of a minimum of three men as qualified in 1 Timothy 3:1-7 and Titus 1:5-9, and they shall govern by the unanimity process (see Sections 13 and 18 of this Article). An odd number of Elders is preferred but not required.

Section 4. Nomination, Selection, and Tenure of Office

Recommendations to fill vacancies or add additional Elders shall be made by members at least once per year. Elders shall be chosen by the following procedure: Any member may nominate a candidate from the church membership, or may volunteer as a nominee, for eldership. The Elders shall screen the nominee and, if approved, shall contact the nominee concerning service as an Elder. If, after the initial nomination of a candidate to the Board of Elders by a member, the Elders find a biblical reason the candidate should not serve, the person making the nomination shall be informed privately. If approved, however, and the nominee agrees to serve, the name is submitted to the church membership and a waiting period of three Sundays must pass for the Elders to evaluate the church

membership's input. Considering the church membership's input, the Elders shall then make a final decision. If positive, the candidate is then confirmed as a residing Board member.

The term of an Elder shall be a maximum of six years, the length of which shall be established at the onset. There shall be no limitation in the number of terms of an Elder, however a term or terms of not more than six years must be separated by a sabbatical of at least one year. A vote of affirmation of residing Elders, requiring at least 90 percent of the votes cast by members of the church, shall take place at each annual meeting (see Article V, Section 15).

While the Senior Pastor-Teacher is an Elder, he shall be exempt from the requirements of this paragraph as the Bylaws make other provision for his review.

Section 5. Qualifications

Each member of the Board of Elders must be an active member of this church and possess the qualifications described in 1 Timothy 3:1-7 and Titus 1:6-9. He shall be:

- (a) Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6-7)
- (b) Husband of one wife; a one-woman man (1 Timothy 3:2; Titus 1:6)
- (c) Temperate, sober, vigilant (1 Timothy 3:2)
- (d) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8)
- (e) Of good behavior; orderly, respectable (1 Timothy 3:2)
- (f) Given to hospitality (1 Timothy 3:2; Titus 1:8)
- (g) Apt to teach; able to teach; he can exhort believers and refute false teaching (1 Timothy 3:2; Titus 1:9)
- (h) Not given to wine (1 Timothy 3:3; Titus 1:7)
- (i) Not violent; not pugnacious (1 Timothy 3:3, Titus 1:7)
- (j) Patient, moderate, forbearing, gentle (1 Timothy 3:3)
- (k) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7)
- (l) Not covetous; not a lover of money; not greedy of base gain (1 Timothy 3:3, Titus 1:7)
- (m) One who rules well his own house; his children are faithful, not accused of rebellion to God (1 Timothy 3:4; Titus 1:7)
- (n) Not a novice; not a new convert (1 Timothy 3:6)
- (o) One who has a good report or reputation with outsiders (1 Timothy 3:7)
- (p) Not self-willed (Titus 1:7)
- (q) Loving what is good (Titus 1:8)
- (r) Just, fair (Titus 1:8)
- (s) Holy, devout (Titus 1:8)
- (t) Self-controlled (Titus 1:8)

Section 6. Vacancies

Subject to the provision of the Wyoming Nonprofit Religious Corporation Law, any Elder may resign effective upon giving written notice to the Chairman of the Board or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time. A vacancy in the Board shall be deemed to exist if the death, resignation, removal, or expiration of the term of any Elder causes the number of Elders to fall below the minimum specified in Section 3 of this Article, and such vacancies shall be filled in accordance with Section 4 of this Article. No reduction of the authorized number of Elders shall have the effect of removing any Elder prior to the expiration of the Elder's term of office.

Section 7. Removal of Elders

Any Elder may be removed from office at any regular or special meeting of the Board 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 a thorough, corroborating investigation by the remaining Elders (or a duly appointed Committee of the Board, per Article VI, Section 19 of these Bylaws, at the sole discretion of the Board), 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 church at a regularly-scheduled worship service as prescribed in 1 Timothy 5:20.

Section 8. Place of Meetings

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned to another time or place) of the Board of Elders of the Corporation may be held at any place within or without the State of Wyoming. Normal, scheduled meetings will be held at the church unless the Head Elder arranges a prior agreement.

Section 9. Regular Meetings

Regular meetings of the Board shall normally be held without call or notice on the second Thursday after the first Sunday of each month or as necessary, unless otherwise modified by the Board. Regular meetings shall be open to observation to all church members, and proper minutes shall be kept of each meeting and open for church membership review. However certain meetings or portions thereof as well as associated minutes may be closed due to sensitive issues by unanimous consent of the Board of Elders.

Section 10. Special Meetings

Special meetings of the Board of Elders may be called at any time by order of the Chairman, Vice-Chairman, or the Secretary of the Corporation or by a quorum of the members of the Board of Elders. Any member is allowed to request a personal venue with the Board of Elders, and it must be scheduled at least one (1) month in advance, unless the Board of Elders agrees to a shorter time period.

Section 11. Notice of Special Meetings

Special meetings of the Board shall be held upon four days notice by first-class mail or a forty-eight hour notice given personally or by telephone or other similar means of communication. If any Elder deems an emergency exists, such notice shall be given personally or by telephone or other similar means of communication, and every effort shall be made to contact all Elders. Any such notice shall be addressed or delivered to each Elder or at such Elder's address as it is shown upon the records of the Corporation or as the Elder may have given to the Corporation for the purpose of such notice.

Section 12. Quorum

Except as otherwise provided herein, a majority of the Elders currently serving shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Elders in office shall constitute a quorum, provided such majority shall constitute either one-third of the authorized number of Elders or at least two Elders, whichever is larger, or unless the authorized number of Elders is only one. A majority of the Elders present, whether or not a quorum is present, may adjourn any meeting to another time and place. Whenever the matter to be considered concerns calling or dismissing the Senior Pastor-Teacher, or buying or selling real estate, a quorum shall consist of not less than two-thirds of the members of the Board. Whenever the matter to be considered is of a nature to require action by Lay Elders (not on the church payroll) only, a majority of the Lay Elders currently serving shall constitute a quorum. If for any reason an Elder cannot attend a Board meeting, the absentee Elder can give his proxy, in writing, to another Elder who is going to be in attendance. Except as the Articles of Incorporation, these Bylaws, or the Wyoming Nonprofit Religious Corporation Law may provide, the act or decision done or made by the Elders present at a meeting duly held at which a quorum is present shall be the act of the Board of Elders.

Section 13. Unanimity Process

One Elder who is elected among the Elder Board (namely Head Elder) will, for a specified term, preside over all meetings and discern that the unanimity process is followed according to this Section. Unanimity defined: The Elder Board will hold to an unanimity process, however if this cannot be maintained due to a split-board decision on an issue not biblical in nature, one should consider his brother's view in greater regard than his own personal preference. If, however, the issue is biblical in nature, then minority opposing Elder or Elders must bring forth their biblical position by the next scheduled Elders' session for interpretive dialogue and resolution. If unanimity cannot be reached in reference to Section 18 of this Article, then the remaining opposing Elder(s) at the next sequential meeting must abstain so as not to hinder the resolution process of the Board.

Section 14. Participation in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 15. Adjournment

A majority of the Elders present, whether or not a quorum is present, may adjourn any Elders' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Elders if the time and place be fixed at the meeting adjourned, with the following exception: If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Elders who were not present at the time of the adjournment.

Section 16. Action Without Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board shall individually or collectively consent in writing, via email, fax, etc. to a duly prepared resolution to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be documented by attaching the signed resolution with the minutes of proceedings of the Board.

Section 17. Rights of Inspection

In accordance with the provisions the Wyoming Nonprofit Religious Corporation Law, every Elder shall have the absolute right at any reasonable time to inspect and copy all Corporation books, records, and documents of every kind and to inspect the physical properties of the Corporation of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Section 18. Decisions of the Board of Elders

Decisions shall be reached after prayerful consideration by unanimous vote in a spirit of humility, with each Elder regarding one another before himself.

Section 19. Committees of the Board

Committees of the Board of Elders may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Elders, except with respect to:

- (a) The approval of any action for which the Wyoming Nonprofit Religious Corporation Law also requires member's approval (i.e., must be approved by the Board as a whole).
- (b) The filling of vacancies on the Board or on any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which, by its express terms, is not so amendable or repealable.
- (e) The appointment of other committees of the Board or the members thereof.
- (f) The approval of any self-dealing transaction, as such transactions are defined in the Wyoming Nonprofit Religious Corporation Law.

The Board shall have the power to prescribe the manner in which the 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 or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article that are applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 20. Fees and Compensation

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 Community Bible Church shall not be in a position to determine the nature or amount of said compensation.

Article VII – Office of Senior Pastor-Teacher

Section 1. Election

The appointment of a new Senior Pastor-Teacher shall be made by the Board of Elders and affirmed by the members of the church at its annual meeting or at a special business meeting, and such affirmation shall be a three-fourths ($\frac{3}{4}$) majority of all the votes cast. He shall remain in office for an indefinite period of time subject to the following reservations: The remaining Elder Board reserves the right to dismiss the Senior Pastor-Teacher upon giving him written notice of its intention to dismiss according successful completion of Article VI, Section 7. The Senior Pastor-Teacher must give three month's notice if he intends to resign. The time limit of the Senior Pastor-Teacher's resignation or dismissal is subject to a lesser time if both the Senior Pastor-Teacher and the Board of Elders by mutual agreement provide otherwise.

Section 2. Duties

The Senior Pastor-Teacher, who is an Elder according to Scripture, shall be an *ex officio* member of all councils and committees, with the exception of a council or committee prescribed under Article VI, Section 7, and he shall be responsible to the Board of Elders. The Senior Pastor-Teacher 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. The Senior Pastor-Teacher shall also be responsible for oversight of a continuing-education program for the Elders. In the absence of the Senior Pastor-Teacher, the Board of Elders (or a duly appointed Committee of the Board, per Article VI, Section 19 of these Bylaws, at the sole discretion of the Board) shall be responsible to arrange for the public and regular services of the church.

The Senior Pastor-Teacher shall also be responsible for specific oversight of all church staff occupying positions established by the Board of Elders per Article VI, Section 2(a), including writing job descriptions for such positions and hiring and removal, without recourse, of such staff. As specified in Article VI, Section 2(a), the Senior Pastor-Teacher shall not hire a candidate into a ministry position prior to that candidate being affirmed by the Board of Elders. And, while job descriptions are not approved by the Board of Elders, the Senior Pastor-Teacher shall file them with the Board.

Article VIII – Other Offices

Section 1. Councils and Committees

To promote efficient handling of Board matters, the Board may appoint various councils and committees from within its membership, the staff, and from the church at large. These councils and committees shall perform tasks solely in accordance with the duties and powers specifically delegated by the Board. The general functions of councils and committees are:

- (a) To bring considered recommendations to the Board concerning ministries.
- (b) To provide a wider base of counsel to the Elders having the oversight of specific ministries.

All councils and committees shall exist for the period specified by the Board.

Section 2. Deacons

The Deacons shall consist of members possessing the qualifications described in 1 Timothy 3:8-13. The Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation. The Deacons shall serve for a minimum term of one (1) year. The Deacons shall assist the Elders in the shepherding of the saints, assist the Senior Pastor-Teacher in church services, aid in the general spiritual care of the church, and perform other duties as assigned by the Board of Elders.

A Deacon shall be a man of dignity; not double-tongued; not addicted to much wine; not fond of sordid gain; holding to the mystery of the faith with a clear conscience; first tested and found above reproach.

Section 3. Deaconesses

The Deaconesses shall consist of members possessing the qualifications described in 1 Timothy 3:11 and Titus 2:3-5. The Board of Elders will compile and confirm the nominations and submit the names to the members for affirmation. The Deaconesses shall serve for a minimum term of one (1) year. They shall assist the Elders in shepherding women, prepare the Communion elements, and assist the Senior Pastor-Teacher at baptismal services and in the general care of the church.

A Deaconess shall be dignified; not a malicious gossip; temperate; faithful in all things.

Section 4. Nomination and Selection

The nomination and selection of Deacons and Deaconesses shall be done in the same manner as for Elders, as set forth in Article VI, Section 4 of these Bylaws, except they shall be affirmed at the annual meeting by at least 90 percent of the votes cast by the members of the church.

Section 5. Vacancies and Removals

In the event any of the above-mentioned offices becomes vacant, the Board of Elders may fill such vacancy for the unexpired term. Removal of Deacons and Deaconesses shall be under Scripture and directed by the Board of Elders.

Article IX – Officers

Section 1. Officers

The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Elders, other officers as may be appointed in accordance with the provisions of Section 3 of this Article. The office of Chairman Vice Chairman and Secretary shall be synonymous with Head Elder, Assistant Head Elder, and Secretary, respectively, of the Elder Board.

Section 2. Election

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Elders. All officers of the Corporation, however chosen or appointed, shall serve at the pleasure of the Board of Elders.

Section 3. Subordinate Officers

The Board of Elders may appoint, and may empower the Chairman to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as prescribed in the Bylaws or as the Board of Elders may from time to time determine.

Section 4. Removal and Resignation

Any officer may be removed upon disqualification and removal as an Elder per Article VI, Section 7 of these Bylaws. In accordance with the provisions of Article 8 of the Wyoming Nonprofit Religious Corporation Law, any officer may resign at any time without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Elders, or to the Chairman, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Inability to Act

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Elders may from time to time delegate the powers or duties of such officer to any other officer or other person whom the Board may select.

Section 7. The Chairman

The Chairman/Head Elder shall preside at all meetings of the Board of Elders, which are to be conducted according to the scriptural principles such as set forth in Philippians 2:2-8. He shall have powers and duties as the Board of Elders or the Bylaws may prescribe.

Section 8. Vice-Chairman

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as as the Board of Elders or the Bylaws may prescribe.

Section 9. Secretary

The Secretary shall keep, or cause to be kept, a book of minutes at the principal offices or such other place as the Board of Elders may order, of all meetings of the members, the Board, and its committees, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at the meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal offices in the State of Wyoming the original and a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

The Secretary shall keep, or cause to be kept at the principal offices of the Corporation, a church membership register, or a duplicated membership register, showing the names of the members and their addresses.

Section 10. Treasurer

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). The Board of Elders shall select "men of good reputation, full of the Spirit and of wisdom" (Acts 6:3) to implement and accomplish this responsibility.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Elders may designate. He shall disburse, or cause to be disbursed, the funds of the Corporation as the Board of Elders may order, shall render, or cause to be rendered, to the Chairman and the Elders, whenever they request it, an account of all the transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of Elders may prescribe. He shall make, or cause to be made, the financial reports at each regular Board meeting and at the annual meeting of members.

The Treasurer shall ensure that all financial activities and transactions are consistent with all Articles of these Bylaws as well as with all Wyoming Nonprofit Religious Corporation Law--in specific, any Articles (Use of Designated Contributions, Self-Dealing Transactions, and Interlocking Directorates) of the Wyoming Nonprofit Religious Corporation Law.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Elder as provided in the specified Articles of the Wyoming Nonprofit Religious Corporation Law.

ARTICLE X – Ordination, Licensing, and Commissioning

Section 1. Ordination

Ordination refers to the unanimous recognition by the Board of Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

Section 2. Licensing

The license is issued by the Board of Elders and is given in recognition of a man's call to that ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the church. Licenses will be evaluated and issued on a yearly basis, and they are revocable at any time at the Board's discretion.

Section 3. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Board of Elders to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry, and the Board of Elders may revoke the authorization at any time at its discretion.

ARTICLE XI – Settlement of Disputes and Discipline

In any dispute arising between church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, church finances, or title to property purchased with church resources, the dispute shall be resolved by the Board of Elders of the church (or a duly appointed Committee of the Board, per Article VI, Section 19 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).

ARTICLE XII – Other Provisions

Section 1. Endorsement of Documents, Contracts

The Board of Elders, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless the Board of Elders so authorize, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed jointly by the Chairman or Vice-Chairman and the Secretary and the Treasurer of the Corporation, shall be valid and binding on the Corporation.

Section 2. Representation of Shares of Other Corporations

The Chairman or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the general provisions of the Wyoming Nonprofit Corporation Law and in the Wyoming Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments

These Bylaws may be amended and new and additional Bylaws may be made from time to time by the Board of Elders in the exercise of the power granted to said Board of Elders in these Bylaws (see Article XVI, Section 2).

Section 5. Record of Amendments

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book. Revision sections will be duly noted once adoption of any change occurs.

ARTICLE XIII – Receipt, Investment, and Disbursement of Funds

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation. Such funds or properties shall be disbursed by the Elders for such needs as the

congregation has and for the ministries involved. The church membership shall be informed upon request of, and periodically updated on, the financial condition of the church.

No Corporation funds shall be invested in any instrument whose principal value may fluctuate due to market conditions. Any money-market funds shall reside with either a federally-insured bank or an established, reputable institution. If any funds are invested in individual bonds, such bonds shall only be of investment-grade quality (i.e., U.S. Treasury, U.S. Agencies, or corporate bonds rated AAA or better) with the intent to hold to maturity.

ARTICLE XIV – Corporate Records and Reports

Section 1. Records

The Corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Wyoming, as the Board of Elders fix from time to time. The Elders shall be responsible to appoint a Treasurer and/or Financial Secretary who will deal with all financial matters concerning the church. Proper records shall be kept according to this Section.

Section 2. Inspection of Books and Records

As previously stated, every Elder shall have the absolute right at any reasonable time to inspect the physical properties of the Corporation and to inspect and copy all Corporation books, records, and documents of every kind. This right also applies to the Corporation's subsidiary organizations, if any.

Section 3. Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year. The Elders shall present a budget to the congregation at a meeting prior to the fiscal year, for congregational input. This budget shall be approved by the Elders and shall be kept in the minutes as a directive for allocation of funds. If need arises, the Elders can amend the budget.

ARTICLE XV – Dissolution

Upon dissolution of this Corporation, the Board of Elders shall cause the assets herein to be distributed to another corporation with purposes similar to that identified in Article II of these Bylaws and the Articles of Incorporation, as amended.

ARTICLE XVI – Miscellaneous Provisions

Section 1. Instruments in Writing

All checks, drafts, demands for money, and notes of the Corporation, and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Board of Elders may designate from time to time by resolution.

Section 2. Amendments

An amendment to the Bylaws may be drafted at any meeting of the Elder Board. The congregation must have two weeks to give input prior to the finalization of the amendment by the Elders. Deletions may not be made to Article III.

Section 3. Addendums and Attachments

Addendums that are attached to this document may bring clarification to the Bylaws and will not contradict the Bylaws in any said document. If Bylaw changes occur, they shall be amended accordingly as outlined in this Section. While the Board of Elders has full authority to draft addendums, or to assign any entity as described in Article VI, Section 19 of this document to draft addendums, the confirmation process of any addendum must follow Article VI, Sections 12 and 13 of this document.

CERTIFICATE OF AFFIRMATION

I, the undersigned, being the Secretary of the Community Bible Church, do hereby certify that the Bylaws dated June 12, 2005 were adopted as the Bylaws hereof on the 12th day of June, 2005 by the Board of Elders of said Corporation in a regularly called meeting on the same date, to wit, the 12th day of June, 2005. I do further certify that the above Bylaws were adopted as the Bylaws hereof on the 12th day of June, 2005 by the members of the church in a regularly called meeting on the same date, to wit, the 12th day of June, 2005. Said Bylaws are, as of the date of the certification, the duly adopted and existing Bylaws of this Corporation.

In witness whereof, I have hereunto set my hand this 12th day of June, 2005.

Don Landis, Secretary

Date

Notary Public

Date