

**BYLAWS
THE CALVARY BAPTIST CHURCH OF DENVER
AS AMENDED, RESTATED, AND ADOPTED OCTOBER 15, 2017
AND AMENDED OCTOBER 14, 2018**

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**ARTICLE 1
Name and Affiliations**

The name of this congregation is THE CALVARY BAPTIST CHURCH OF DENVER (“Calvary”), incorporated under the laws of the State of Colorado. It is affiliated with American Baptist Churches of the Rocky Mountains and American Baptist Churches of the USA. In addition, it may affiliate with other organizations as designated by the membership.

**ARTICLE 2
Vision, Mission, and Statement of Inclusion**

SECTION 2.1 Vision

Calvary’s vision is to be open to all, closed to none.

SECTION 2.2 Mission

Calvary’s mission is to be a Christ-like community that experiences and shares God’s love. Calvary fulfills its mission through worshipping God, loving others, and serving the world.

SECTION 2.3 Statement of Inclusion

Calvary welcomes and affirms all people as children of God from every cultural and religious background, sexual orientation, family composition, physical and mental ability, economic means, race, age, and gender.

**ARTICLE 3
Membership**

SECTION 3.1 Members

The membership of this congregation consists of Christians who commit to serve God and support this congregation.

SECTION 3.2 Becoming a Member

Anyone wishing to become a member may make that intent known by responding to the invitation at the conclusion of a worship service or by discussing that desire with a pastor. Ways of attaining membership:

- 3.2.1 A person may become a member by public profession of faith and baptism by

immersion.

3.2.2 A person previously baptized may become a member with a letter of transfer from another Christian church.

3.2.3 A person may become a member by relating his/her Christian experience to a pastor. If the person has not been baptized, baptism is encouraged.

SECTION 3.3 Types of Membership

3.3.1 Active members consistently worship, participate in faith development opportunities, serve as they are gifted, and give faithfully and proportionately of their finances to God's mission through this church. Members unable to attend regularly and who have a congregational sponsor are active members.

3.3.2 Inactive members are those who are no longer active at Calvary as defined in 3.3.1. This status will be determined after one year of inactivity.

SECTION 3.4 Change in Membership Status

3.4.1 Upon request, a member may be transferred to the fellowship of another church by letter of recommendation. Letters will be granted only to other churches, rather than to individual members. A member may be removed from the membership roll by the request of the member.

3.4.2 An inactive member may be restored to active membership upon evidence of participation as described in 3.3.1.

ARTICLE 4 Election and Duties of Officers

SECTION 4.1 Officers

Church officers are the Co-Moderators, Secretary, and Treasurer. Officers must be active members of the congregation.

SECTION 4.2 Terms of Office

4.2.1 The Co-Moderators will each be elected for a four-year staggered term. If either Co-Moderator office becomes vacant before the end of a term, the Senior Pastor will recommend a Co-Moderator, subject to approval by Council. No Co-Moderator may serve more than four consecutive years in the same office unless filling an unexpired term.

4.2.2 The Secretary and Treasurer will each be elected for a two-year term and be eligible for election to a second two-year term with a maximum of four years in office without an intervening year out of office. If either office becomes vacant, the Co-Moderators will recommend a replacement, subject to approval by Council. No Secretary or Treasurer may serve more than four consecutive years in the same office unless filling an unexpired term.

SECTION 4.3 Nomination and Election

4.3.1 The Co-Moderators will recommend a nominee to replace the Co-Moderator whose term has been completed, the Treasurer, and the Secretary, subject to the approval of Council.

4.3.2 All officers will be elected by ballot at the January Congregational Meeting (see Section 7.1). The ballot will be prepared by the Nominating Committee in accordance with 9.6.2.2. If for any reason there is a delay in electing an officer,

the incumbent will remain in office until a successor is elected, notwithstanding Section 4.2.

SECTION 4.4 Resignation

An officer wishing to resign must submit a resignation to Council.

SECTION 4.5 Removal

Council may ask for a resignation if a church officer fails to carry out the duties of an office, or engages in conduct unbecoming of a church officer. If a requested resignation is not forthcoming, an officer may be removed by a two-thirds majority vote of Council.

SECTION 4.6 Co-Moderators

- 4.6.1 The Co-Moderators preside at all congregational meetings, chair the meetings of Council, and are members ex-officio of all Standing Committees and Other Committees (see Article 9). In the absence of both Co-Moderators, the order of presiding succession shall be the Treasurer, Chair of the Resource Management Committee, and Chair of the Staff Relations Committee.
- 4.6.2 The Co-Moderators recommend nominees for the Chair and members of the Staff Relations Committee and the Chair and members of the Nominating Committee, as well as the officers stated in 4.3.1.
- 4.6.3 If a vacancy for a position listed in 4.3.1 or 4.6.2 occurs between congregational meetings, the Co-Moderators will recommend replacement subject to approval by Council.

SECTION 4.7 Secretary

The Secretary keeps a record of all proceedings of the church, including meetings of Council and electronic votes. The Secretary also prepares official correspondence, preserves all documents, papers, and letters received during each calendar year, and delivers them to the church office following the January Congregational Meeting or within ten days after leaving office.

SECTION 4.8 Treasurer

The Treasurer receives an accounting of all funds contributed to Calvary and of the receipts from other sources, oversees disbursement of monies from the various funds in accordance with Article 11, and reports regularly to Council and the congregation, providing a summary of the transactions of the funds held by the church and the status of those funds. The Treasurer chairs the Finance Committee.

ARTICLE 5

Call and Duties of the Senior Pastor

SECTION 5.1 Call of the Senior Pastor

The Senior Pastor is called as follows:

- 5.1.1 The candidate for Senior Pastor is selected by the Pastoral Search Team in accordance with Section 9.7.
- 5.1.2 The call of the Senior Pastor is for an indefinite term.
- 5.1.3 The call of the Senior Pastor takes place at a congregational meeting, provided that notice of such a call has been communicated to the membership at least two weeks prior to the meeting in a church publication of general distribution or mailed to all members.

- 5.1.4 A two-thirds vote, by secret ballot, of the voting members present at a congregational meeting will be necessary for a call.

SECTION 5.2 Duties of the Senior Pastor

The Senior Pastor is the chief executive officer of Calvary and a member ex-officio of all Standing Committees and committees appointed by Council (see Article 9) and Ministry Teams (see Article 10) and is responsible for the fulfillment of the following duties:

- 5.2.1 Conducting public worship, preaching the gospel, and administering the ordinances (baptism and communion);
- 5.2.2 Equipping the members, through a ministry of teaching, to live in obedience to God and to bear faithful witness to God;
- 5.2.3 Developing close ties with all members, sharing in their joys and sorrows;
- 5.2.4 Ministering to anyone in need as Christian conscience dictates;
- 5.2.5 Serving denominational and community organizations and agencies as mutually agreed upon with the Staff Relations Committee; and
- 5.2.6 Employing ministerial and administrative staff in consultation with the Staff Relations Committee.

SECTION 5.3 Dismissal of the Senior Pastor

- 5.3.1 The dismissal of the Senior Pastor takes place at a congregational meeting, provided that notice of such a dismissal has been communicated to the membership at least two weeks prior to the meeting in a church publication of general distribution or mailed to all members.
- 5.3.2. A two-thirds vote, by secret ballot, of the voting members present at a congregational meeting is necessary for a dismissal.

SECTION 5.4 Interim Senior Pastor

Upon recommendation of the Staff Relations Committee, an interim senior pastor is approved by a vote of Council.

ARTICLE 6 Pastors and Ministerial and Administrative Staff

SECTION 6.1 Pastors

Other pastors may be hired by the Senior Pastor in consultation with the Staff Relations Committee. Pastors are considered ministerial staff members.

SECTION 6.2 Ministerial and Administrative Staff

The ministerial and administrative staff consists of persons hired by the Senior Pastor, in consultation with the Staff Relations Committee, in accordance with 5.2.6. Duties of the ministerial and administrative staff are set forth in the Policies and Procedures Manual in accordance with 8.3.4.

ARTICLE 7 Congregational Meetings

SECTION 7.1 January Congregational Meeting

The congregation holds a January Congregational Meeting every year. An annual report is presented at this meeting. The Nominating Committee's ballot and a proposed budget is presented for approval at this meeting. Also, the prior year's preliminary financial report is presented. The prior year's final financial report is made available to the congregation after the year's books are closed, no later than March 31.

SECTION 7.2 Other Congregational Meetings

Other congregational meetings may be called at any time by the Senior Pastor, the Co-Moderators, or on the request of five members of Council. The congregation is given a minimum of two weeks' notice by a church publication of general distribution or mailing to all members before a meeting is to be held. Two weeks' notice is required if action is to be taken on the sale, purchase, or encumbrance of real property or on amendments to the Bylaws. If two-thirds of the congregation members present and voting at a meeting consent, the agenda described in the notice of the meeting may be expanded to include additional business not listed on the agenda. However, the following items may not be added to the agenda in this manner: the call or dismissal of the Senior Pastor; sale, purchase, or encumbrance of real property; borrowing pursuant to Section 11.6; or amendments to the Bylaws.

SECTION 7.3 Voting and Quorum

- 7.3.1 The right to vote on congregational business is vested in the active members. There is no voting by proxy.
- 7.3.2 Sixty active members constitute a quorum for voting on business at any congregational meeting. However, one hundred active members constitute a quorum for voting on the sale, purchase, or encumbrance of real property.

ARTICLE 8 Council

SECTION 8.1 Authority

Council is the Board of Directors of The Calvary Baptist Church of Denver. Council has the authority and responsibilities granted to Trustees and Boards of Directors under Colorado nonprofit corporation law.

SECTION 8.2 Members of Council

The voting members of Council consist of the Co-Moderators, Secretary, Treasurer (Chair of Finance Committee), Chair of the Resource Management Committee, Chair of the Staff Relations Committee, Chair of Stewardship Committee, Chair of Nominating Committee, and eight at-large members. All Council members must be members of the congregation who participate in the church's programs and worship services, support the church financially, and serve in these positions without remuneration. No Council member may serve more than four consecutive years in the same position without an intervening year out of office or unless filling an unexpired term.

SECTION 8.3 Duties

Council will:

- 8.3.1 Act with the Senior Pastor in overseeing all aspects of the church.
- 8.3.2 Provide leadership, guidance, and direction for the vision of Calvary and for the implementation of its mission.
- 8.3.3 Provide for the review of the Bylaws.

- 8.3.4 Provide for the review of the Policies and Procedures Manual and approve all revisions.
- 8.3.5 Prepare a recommendation for any matter to be presented to the congregation for a vote.
- 8.3.6 Approve the minutes of all congregational meetings.
- 8.3.7 Review and modify the annual operating budget for the following year as presented by the Budget Reconciliation Committee (see Section 9.5) and present it to the congregation at the January Congregational Meeting with a recommendation for approval.
- 8.3.8 Approve the Nominating Committee's recommended ballot for the January Congregational Meeting.

SECTION 8.4 Meetings and Quorum

Council meets at least six times per year, with the first meeting occurring within one month after the January Congregational Meeting. Council adopts binding rules, regulations, and policies and procedures, if they are consistent with these Bylaws. The Secretary keeps written records of Council meetings. A majority of Council members plus one constitutes a quorum. There is no voting by proxy.

SECTION 8.5 At-Large Members

The eight at-large members are elected for a two-year term and are eligible for election to a second two-year term. No at-large member may serve more than four consecutive years in the same position without an intervening year out of office or unless filling an unexpired term.

SECTION 8.6 Executive Committee

The Executive Committee consists of the Senior Pastor, Co-Moderators, Treasurer, and others as deemed necessary by the Committee. The purpose of the Committee is to plan for Council meetings.

SECTION 8.7 Removal of a Council Member

Council may ask for a resignation if a member fails to carry out duties or engages in conduct unbecoming of a Council member. If a requested resignation is not forthcoming, a member may be removed by a two-thirds majority vote of Council.

ARTICLE 9

Standing Committees and Other Committees

SECTION 9.1 Committees

There are six Standing Committees: Staff Relations Committee, Resource Management Committee, Finance Committee, Budget Reconciliation Committee, Nominating Committee, and Stewardship Committee. Each Standing Committee member is elected for a two-year term and is eligible for election to a second two-year term. No Standing Committee member may serve more than four consecutive years in the same position without an intervening year out of office or unless filling an unexpired term. Although chairs are members of Standing Committees, the chairs may serve two terms as chair in addition to the term or terms as committee members. When necessary, a special committee named the Pastoral Search Committee is elected by the congregation in accordance with Section 9.8. Other committees may be appointed by Council.

SECTION 9.2 Staff Relations Committee

- 9.2.1 The Staff Relations Committee consists of five members recommended by the Co-

Moderators with the concurrence of the Senior Pastor, approved by Council, and elected by the congregation at the January Congregational Meeting. The Chair is so designated when elected and serves on Council.

- 9.2.2 The Committee serves as a confidential sounding board for the staff and the congregation. The Committee, in consultation with the Senior Pastor, reviews the employment of staff members and assures staffing expenses remain within the approved budget limits.

SECTION 9.3 Resource Management Committee

- 9.3.1 The Resource Management Committee consists of at least seven members. Members are nominated by the Nominating Committee and elected by the congregation at the January Congregational Meeting. The Chair is so designated when elected and serves on Council.
- 9.3.2 The Committee oversees Calvary's real and personal property and its maintenance and the administration of all building-related funds.

SECTION 9.4 Finance Committee

- 9.4.1 The Finance Committee is chaired by the Treasurer and consists of two to four at-large members, plus one member who oversees memorial funds. Members are nominated by the Nominating Committee and elected by the congregation at the January Congregational Meeting.
- 9.4.2 The Committee oversees the financial management, Endowment Fund, and investments of Calvary. The Committee advises Council in its administration of gifts, bequests, and church funds. The Committee provides recommendations concerning the formulation of the annual operating budget. The Committee may make adjustments to the annual operating budget during the year, so long as the totals in revenue and disbursements are not changed and Council is informed.

SECTION 9.5 Budget Reconciliation Committee

- 9.5.1 The Budget Reconciliation Committee consists of the Co-Moderators who chair the Committee, the Treasurer, the Chair of the Stewardship Committee, the Chair of the Resource Management Committee, the Chair of the Staff Relations Committee, the Senior Pastor, and at least one at-large member of the Finance Committee.
- 9.5.2 Each ministerial and administrative staff member, the Resource Management Committee, and the Staff Relations Committee submit initial budget requests to the Budget Reconciliation Committee for consideration.
- 9.5.3 The Committee prepares the proposed annual operating budget for the subsequent year to be submitted to Council for its recommendation and then to the congregation for approval at the January Congregational Meeting.

SECTION 9.6 Nominating Committee

- 9.6.1 The Nominating Committee consists of at least three members nominated by the Co-Moderators and elected by the congregation at the January Congregational Meeting. The Chair is so designated when elected.
- 9.6.2 The Committee will:
 - 9.6.2.1 Nominate all positions, except for the Co-Moderators, Secretary, Treasurer, Chair and members of the Nominating Committee, and Chair and members of the Staff Relations Committee.
 - 9.6.2.2 Prepare a ballot for Council's approval more than two weeks prior to the January Congregational Meeting. Once approved, the ballot will be

submitted to the congregation, at least two weeks prior to the January Congregational Meeting. The ballot lists the nominees to fill the vacancies or expired terms of church officers, at-large members of Council, Chair and members of the Staff Relations Committee, Chair and members of the Resource Management Committee, members of the Finance Committee, Chair and members of the Nominating Committee, and Chair and members of the Stewardship Committee. .

9.6.2.3 Make nominations to Council to fill vacancies for positions nominated by the Nominating Committee occurring between congregational meetings.

SECTION 9.7 Stewardship Committee

9.7.1 The Stewardship Committee consists of up to five members. Members are nominated by the Nominating Committee and elected by the congregation at the January Congregational Meeting. The Chair is so designated when elected and serves on Council.

9.7.2 The Committee facilitates year-round stewardship awareness and growth as a spiritual practice. This includes leadership and coordination for any stewardship emphasis and other fundraising opportunities.

SECTION 9.8 Pastoral Search Committee

The Chair and members of the Pastoral Search Committee are nominated by Council and elected by the congregation. The Committee is composed of at least ten members, including the Chair. The Committee will be elected if the Senior Pastor's position has become vacant or will become vacant by a known date. The Committee functions immediately upon election. It will submit for consideration to the congregation the name of a candidate to fill the vacancy in the Senior Pastor's position, but will not commit the congregation to any agreement.

ARTICLE 10 Ministry Teams

SECTION 10.1 Responsibilities

The ministry of the congregation is accomplished in part by Ministry Teams. Ministry Teams will be formed to meet the short or long-term goals and needs of the congregation, including, but not limited to, the areas of missions, music, worship and arts, faith formation, congregational life, and member care.

SECTION 10.2 Ministry Team Members

Both congregation members and non-members are eligible to serve on Ministry Teams.

ARTICLE 11 Fiscal and Legal Procedures

SECTION 11.1 Church Records

The Bylaws, Policies and Procedures Manual, enrollment records, annual reports, financial statements and reports, reports filed with the Colorado Secretary of State, minutes of congregational meetings, and minutes of Council meetings are maintained in the church office and are readily available to any church member during normal weekday business hours.

SECTION 11.2 Church Funds

- 11.2.1 Calvary maintains an Operating Account. Unless otherwise directed by the congregation, all disbursements for operations are made on the basis of the annual operating budget. Disbursements may not exceed revenue. If necessary, Council may authorize the use of Operating Account reserves from prior years.
- 11.2.2 Calvary maintains an Endowment Fund. The principal of the Fund is held in perpetuity. Gifts or bequests are added to the principal when so directed by the donor or by action of Council.
- 11.2.3 Council may establish other funds.

SECTION 11.3 Classes of Funds

Calvary has three classes of funds:

- 11.3.1 Unrestricted funds are assets, gifts, offerings, bequests, and program revenues that are available for operations. All contributions are considered unrestricted unless specifically restricted by the donor.
- 11.3.2 Temporarily restricted funds include accounts with donor-imposed restrictions. These funds will be disbursed in accordance with the conditions specified by the donor.
- 11.3.3 Permanently restricted funds include accounts that have a permanent donor-imposed restriction requiring that the funds be held permanently, but permitting the church to spend the earnings derived therefrom, in accordance with Sections 11.2 and 11.4.

SECTION 11.4 Gifts and Bequests

Gifts and bequests are recorded as unrestricted, temporarily restricted, or permanently restricted, depending on donor designation.

- 11.4.1 Council has the authority to accept or reject a gift or bequest with restrictive conditions. It may also designate the use of unrestricted special gifts or bequests.
- 11.4.2 Temporarily restricted gifts or bequests, when accepted, may be disbursed only as directed by the donor. Temporarily restricted gifts with a common purpose may be pooled together in an appropriately designated fund, which will be administered by a designated committee or person and monitored by the Finance Committee.
- 11.4.3 Permanently restricted gifts or bequests, when accepted, are held in the Endowment Fund. The earnings derived from such gift or bequest shall be used for the purpose directed by the donor, or if no purpose is specified by the donor, as Council shall direct, with the advice of the Finance Committee. Permanently restricted gifts with a common purpose may be pooled together in appropriately designated accounts within the Endowment Fund for purposes of earnings allocations.

SECTION 11.5 Sale, Purchase, or Encumbrance of Real Property

The congregation may sell, purchase, or encumber real property only upon an affirmative vote of two-thirds of the members present and voting at a congregational meeting in accordance with Article 7. For such actions, one hundred members constitute a quorum. When such an item is on the agenda of a congregational meeting, notice must be given in a church publication of general distribution and mailed to all members.

SECTION 11.6 Authority to Borrow

Except as stated in Section 11.5, money may be borrowed only upon an affirmative vote of a majority of the members present at a congregational meeting in accordance with Article 7. When such an item is on the agenda of a congregational meeting, notice must be given in a church publication of general distribution and mailed to all members.

SECTION 11.7 Fiscal Year

Calvary's fiscal year is the calendar year.

SECTION 11.8 Financial and Audit Reviews

11.8.1 In order for members to have confidence in the integrity of Calvary's financial statements, the Finance Committee meets regularly and conducts a rigorous review of Calvary's financial documents. The Finance Committee publishes a quarterly report of Calvary's financial position for the preceding period. The Treasurer conducts an independent bank reconciliation on a quarterly basis.

11.8.2 At least every three years, someone other than the Treasurer or a Finance Committee member conducts an independent review of Calvary's internal controls and related processes. Components of the review may also include an assessment of any related information technology risks with our information technology platform. This independent review includes a proof of cash review to reconcile bank statement activity to the General Ledger activity.

SECTION 11.9 Dissolution

In the event of the dissolution of The Calvary Baptist Church of Denver, its assets will be applied and distributed as follows:

11.9.1 All liabilities will be paid or adequate provisions will be made for them.

11.9.2 Any assets held on condition of Calvary's existence will be returned, transferred, or conveyed in accordance with the conditional holding requirements.

11.9.3 The remaining assets, if any, will be distributed only to recipients which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 11.10 Indemnification

Subject to the provisions of the Colorado Revised Nonprofit Corporation Act, Calvary will indemnify against liability any person made a party to any action, suit, or proceeding because that person is or was a director, officer, employee, or agent of Calvary. Indemnification against liability includes reasonable expenses, such as attorneys' fees actually and necessarily incurred in connection with the defense of such action, suit or proceeding, or in connection with any appeal. No indemnification will occur if it is adjudged in such action, suit, or proceedings that the officer, director, employee, or agent is liable for negligence or misconduct in the performance of his or her duties. The right of indemnification will not be deemed exclusive to any other rights the officer, director, employee, or agent may be entitled to apart from the provisions of this section.

SECTION 11.11 Amendment of Bylaws

These Bylaws may be amended at any congregational meeting by a two-thirds vote of the members present. Amendment is subject to these preconditions: the changes have been approved by Council and filed with the Secretary; and notice of the meeting has been published in two church publications of general distribution, one of which gives the nature of the proposed amendments.

SECTION 11.12 Robert's Rules of Order

The rules of parliamentary practice as stated in Robert's Rules of Order will be used for meetings as applicable.