

BYLAWS
of
MISSION HILLS BAPTIST CHURCH
Littleton, Colorado
(a Colorado Nonprofit Corporation)

ARTICLE I

OFFICES AND AGENTS

The principal office of Mission Hills Baptist Church ("the Corporation ", "the Church", and "the Church Body"), also known as Mission Hills Church, is in the State of Colorado and shall be located at 620 SouthPark Drive, Littleton, Colorado 80120. The Corporation may have such other offices as the Board of Directors ("the Elders Council, Elders") may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Colorado a registered office as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Elders Council.

The Corporation shall maintain a registered agent in the State of Colorado as required by the Colorado Nonprofit Corporation Act. Such registered agent may be changed from time to time as provided in the Colorado Nonprofit Corporation Act.

ARTICLE II

STATEMENT OF PURPOSE

The purposes for which Mission Hills Baptist Church is formed are exclusively religious, educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

STATEMENT OF FAITH

Section 1. The Word of God. We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.

Section 2. The Trinity. We believe that there is one living and true God, eternally existing in three persons, that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption.

Section 3. God the Father. We believe in God the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of men, that He hears and answers prayers, and that He saves from sin and death all who come to Him through Jesus Christ.

Section 4. Jesus Christ. We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.

Section 5. The Holy Spirit. We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide.

Section 6. Regeneration. We believe that all human beings are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.

Section 7. The Church. We believe in the universal church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible confession of faith, and associated for worship, work and fellowship. We believe that God has laid upon the members of the local church the primary task of giving the gospel of Jesus Christ to a lost world.

Section 8. Christian Conduct. We believe that a Christian should live for the glory of God and the well-being of his or her fellowmen; that Christian conduct should be blameless before the world; that we should be faithful stewards of our possessions; and that we should seek to realize for ourselves and others the full stature of maturity in Christ.

Section 9. The Ordinances. We believe that the Lord Jesus Christ has committed two ordinances to the local church: baptism and the Lord's Supper. We believe that the preferred expression of Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.

Section 10. Religious Liberty. We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that, therefore, church and state must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.

Section 11. Church Cooperation. We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in a denominational organization. Such an organization, whether a regional or district conference, exists and functions by the will of the churches. Cooperation in a conference is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary basis.

Section 12. The Last Things. We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked.

ARTICLE IV

OPERATING PROCEDURES MANUAL

The Mission Hills Church Operating Procedures Manual is an Elders approved adjunct administrative document to the Bylaws implementing provisions of the Bylaws. Changes to the Operating Procedures Manual must be approved by the Elders. Both the Bylaws and the Operating Procedures Manual shall be available to the membership of the Church. It is the intent, and desire, of the Elders that the members of the Church Body be informed of these operating procedures, and that members be encouraged to present to the Elders questions, concerns and suggestions concerning such Manual.

ARTICLE V

MEMBERSHIP

Section 1. Qualifications. Any person who has a personal faith in Jesus Christ as Lord and Savior; has been baptized by immersion as a profession of faith in Jesus Christ; who is in agreement with the Statement of Faith of these Bylaws and Church Covenant as set forth in the Operating Procedures Manual; who desires to be committed to Mission Hills Baptist Church as a local body of believers and accepts the obligations and responsibilities that accompany being a member of the local body; and who agrees to submit to the teaching and discipline of the Church; shall be eligible for membership. The Elders Council may prayerfully approve an alternative form of baptism for any person who is determined to be medically and/or physically unable to be baptized by immersion.

Section 2. Responsibilities. Applicants for membership agree to submit to the Lordship of Jesus Christ and make His will the priority of their life; to support the leadership, the vision and the philosophy of ministry of Mission Hills Baptist Church; to be *obedient to biblical principles in providing* financial support of the ministry; to be involved in ministry *utilizing the God-given talents and gifts unique to each person (1 Peter 4:10)*; and to join in pursuit of the commitments as set forth in the Church Covenant.

Section 3. Admission of Members. Application for membership will be by confession of faith in accordance with the provisions of the Operating Procedures Manual. Transfer of membership, placement on Inactive List, dismissal from Inactive List, automatic dismissal from membership and dismissal by disciplinary action shall be in accordance with provisions of the Operating Procedures Manual.

Section 4. Associate Membership. Applications for associate membership must be approved by the Elders Council. An associate member must meet requirements for membership as stated in Sections 1, 2 and 3 of Article V, but will not be eligible to vote or to serve on the Elders Council or other elective position of leadership. Transfer or dismissal of associate members is subject to the same conditions as regular members as set forth in the Operating Procedures Manual.

ARTICLE VI

CHURCH GOVERNMENT

Section 1. Church Body. All ultimate authority in the Church is vested in the voting members of the Church Body. The Church Body shall elect lay Elders to the Elders Council; decide upon the calling and dismissal of the Senior Pastor; vote upon the calling of the Executive Pastor; approve an annual budget for the Church; approve purchase or sale of real property; and other matters as set forth in these Bylaws.

Section 2. Elders Council. The Board of Directors of the Corporation is the Elders Council. Under the Church Body, the Elders Council is the administrative authority. The Elders Council shall elect from its members the Elder Chairman, Vice Chairman, and Secretary/Treasurer of the Corporation and shall have all the powers and duties necessary, appropriate or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property, ministries and activities, and may do and perform all acts as are not prohibited by law, the Restated Articles of Incorporation, or these Bylaws. The Elders Council is directly responsible to the Church Body in matters regarding the doctrine and spiritual life of the Church.

Section 3. Ministry Teams. Under the Elders Council, Ministry Teams are responsible for ministry oversight, including leadership procurement and training, planning, and development; hands on ministry for those elements germane to their area of ministry; recruitment of ministry personnel; and creation and submittal of proposed budget for their ministry area. Ministry Teams may organize themselves however they determine to best accomplish the mission of the Church.

Section 4. Ministry Staff. Ministry Staff are responsible for day-to-day decision making; assisting Ministry Team chairs in providing leadership to one or more Ministry Teams; and providing initial contact for discipline issues, referring such issues to the Elders Council as necessary.

Section 5. Rules. Where there is no conflict with the Restated Articles of Incorporation and these Bylaws, the parliamentary authority for business meetings of the Church shall be Roberts Rules of Order (Revised). The Elders Council, Ministry Teams, and any Committee or Task Force appointed by the Elders Council may adopt rules for its own government not inconsistent with the Restated Articles of Incorporation, these Bylaws, the Operating Procedures Manual, or rules adopted by the Elders Council.

ARTICLE VII

CHURCH OFFICERS

Section 1. Officers. The officers of the Corporation are President ("Chairman"), Vice President ("Vice Chairman"), and Secretary/Treasurer. The Chairman, or in his absence the Vice Chairman, serves as Chair of the Elders Council and Presiding Officer at regularly or specially called meetings of the Church Body. The Secretary/Treasurer serves as an ex officio voting member of the Elders Council and is the responsible officer for overseeing financial affairs of the Church. The Elders may appoint a Recorder for the taking of minutes at Elders Council meetings, the Annual Meeting of the Church, and specially called meetings of the Church.

Section 2. Qualifications. Officers of the Corporation must meet scriptural qualifications for godly leadership, as written in 1 Timothy 3:2-7, and be members of the Church in good standing for a period of three years.

Section 3. Election and Term of Office. Officers of the Corporation shall be elected to their respective positions annually for one-year terms and for a maximum of three consecutive years of service. A one year time off is required before such leaders become eligible for further service as an Officer, Elder, or Ministry Team Chair.

Section 4. Removal of Officers. If at any time an Officer cannot consistently give assent to the Statement of Faith of these Bylaws and the Church Covenant in the Operating Procedures Manual, such Officer shall be required to resign, or may be removed from office by a three-quarters vote of all other members of the Elders Council, without regard to any quorum requirement, at a regular or specially called meeting of the Elders Council. Any Officer subject to provisions of this Section shall have the right to present his views and beliefs before the meeting of the Elders Council.

Section 5. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, shall be filled by the Elders Council.

ARTICLE VIII

CHURCH MINISTRY STAFF

Section 1. Senior Pastor. The Senior Pastor shall be responsible for giving overall leadership and direction to the Church. As the Chief Executive Officer of the Church, he shall provide the necessary vision and leadership so that the Church Body is led in true worship, biblical fellowship, faithful discipleship and effective evangelism. He shall be a non-compensated voting member of the Elders Council and serve as an ex officio voting member of all Church Ministry Teams, Committees and Task Forces. The Senior Pastor shall meet the scriptural qualifications of 1 Timothy 3:2-7 and Titus 1:6-9.

Section 2. Executive Pastor. The Executive Pastor shall support the ministry of the Senior Pastor and Church by providing leadership, encouragement and accountability for the Ministry staff. As the Chief Operations Officer of the Church, he shall be responsible for long range planning and goal setting and oversee compliance with approved planning and goal setting. He shall be a non-compensated voting member of the Elders Council. The Executive Pastor shall meet the scriptural qualifications of 1 Timothy 3:2-7 and Titus 1:6-9.

Section 3. Associate Pastors. The Church may employ full or part-time Associate Pastoral staff as needed. Associate Pastors shall meet scriptural qualifications of 1 Timothy 3:2-7 and Titus 1:6-9.

Section 4. Program Directors, Associate Directors, and Interns. The Church may employ full or part-time Program Directors, Associate Directors, and Interns as needed. Program Directors, Associate Directors, and Interns shall meet scriptural qualifications of Titus 2:2-8.

Section 5. Early Learning Center Director. The Early Learning Center Director shall provide leadership and coordination for the Mission Hills Baptist Church Early Learning Center. The Director shall meet the biblical qualifications of Titus 2:2-8.

Section 6. Operations Director. The Church may employ a full or part-time Operations Director as needed to provide administrative leadership and coordination for the business affairs of the Church. The Operations Director shall meet biblical requirements for leadership.

Section 7. Staff Organization and Reporting Relationships. The Elders Council shall be responsible for approving organizational structure and staff reporting relationships upon recommendation of the Senior Pastor and Executive Pastor. Such organizational structure and staff reporting relationships shall be included in the Operating Procedures Manual.

Section 8. Terms of Office. The Senior Pastor, Executive Pastor, Associate Pastors, Program Directors, Associate Directors, Early Learning Center Director, and Business

Administrator shall serve indefinite terms. Interns shall serve for a designated period. Employment is "at will" and may be terminated by employee or Church at any time with or without cause.

Section 9. Membership. A Church official, his or her spouse, and any family members transferring membership from a prior church become members of the Church immediately upon acceptance of the call or beginning of employment, whichever occurs first.

Section 10. Vacancies. The Elders Council may leave vacant any position included within this Article, other than the Senior Pastor, if such action is determined to be consistent with the Statement of Purpose set forth in Article II of these Bylaws and the Operating Procedures Manual.

ARTICLE IX

CHURCH MINISTRY STAFF RELATIONS

Section 1. Senior Pastor/Executive Pastor. A Senior Pastor or Executive Pastor Search Task Force and its Chairperson shall be appointed by the Elder Council to fill the Senior Pastor or the Executive Pastor position.

Section 2. Other Ministry Staff. A Search Task Force and its Chairperson may be appointed by the Elders Council to fill, Associate Pastor, Program Director, Associate Director, Early Learning Center Director, and Operations Director positions, although the Elders Council is empowered to act on such positions without benefit of a Search Task Force on the recommendation of the Senior Pastor and/or the Executive Pastor. The Elder Council shall have the authority to extend a call and hire for these staff positions.

Section 3. Vote of Members. A three-quarters majority of members present and voting at a duly called business meeting of the Church Body in favor of the Senior Pastor or the Executive Pastor. No other candidate shall be presented until the called candidate has declined the call.

Section 4. Termination. To terminate the Senior Pastor a two-thirds majority of members present and voting on such termination at a duly called meeting of the Church Body is required. The Senior Pastor, if subject to termination proceedings under this Section, shall have the right to present his side of the case before the Church Body. To terminate all other Ministry Staff, a two-thirds majority of members present and voting at a duly called meeting of the Elders Council is required. Any person (other than the Senior Pastor) subject to termination proceedings under this Section shall have the right to present his or her side of the case to the Elders Council. The Elders Council shall determine the effective date and terms of all terminations under this Section.

ARTICLE X

ELDERS COUNCIL

Section 1. Composition. The Elders Council shall consist of the Chairman, Vice-Chairman, Secretary/Treasurer, Senior Pastor, Executive Pastor, and *four to six* additional lay Elders. Non-pastoral members of the Elders Council shall meet the scriptural qualifications of 1 Timothy 3:1-7 and Titus 1:6-9. The Elders Council may appoint a non-elder, non-voting official Recorder for its meetings.

Section 2. Governing Powers. In addition to the general powers set forth in Article VI, Section 2, and other duties and responsibilities, the Elders Council shall be responsible for spiritual oversight of the Church, including prayer ministries, assistance with ordinances, biblical discipline, vision casting, strategic planning design and direction, shepherding, governing, and teaching; oversight of all Ministry Teams; integration of membership within ministries; approval of leadership and ordination, licensing and commissioning of members; representing the Church in matters of formal Church discipline, recommending the annual budget to the Church Body, approving capital fund and debt reduction campaigns; and annually appointing an independent auditor.

Section 3. Meetings. Regular meetings of the Elders Council shall be held monthly or at times otherwise designated by the Elders. Special meetings of the Elders Council may be called by the Chairman, Senior Pastor or one-third of Elder Council members.

Section 4. Notice. Notice of any special meeting of the Elders Council shall be given at least one (1) week, but not more than thirty (30) days, previously thereto by written notice delivered personally or sent by mail or electronic E-mail to each member at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Elders Council member may waive notice of any meeting by attending such meeting, except where an Elders Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at the meeting, nor the purpose of the meeting, need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 5. Quorum. A majority of Elders Council members shall constitute a quorum for the transaction of business at any meeting of the Elders Council.

Section 6. Manner of Acting. The act of a majority of Elders Council members present at a meeting at which a quorum is present shall be the act of the Elders Council, unless the act of a greater number is required by law. Any action required by law to be taken at a meeting of Elders Council members, or any action which may be taken at a meeting of Council members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Elders Council members.

Section 7. Compensation. Members of the Elders Council as such shall not receive any compensation for their service as a member of the Elders Council. Nothing herein contained shall be construed to preclude any Elders Council member from serving the Church in any other capacity and receiving compensation therefore or from being reimbursed for actual expenses incurred in connection with his duties.

Section 8. Removal of Elders Council Members. If at any time a member of the Elders Council cannot consistently give assent to the Statement of Faith of these Bylaws and the Church Covenant in the Operating Procedures Manual, such Elder shall be required to resign, or may be removed from office by a three-quarters vote of the Elders Council at a special meeting of the Elders Council, except for Senior Pastor who shall be removed as provided in Article IX, Section 4 of these Bylaws.. Any Elders Council member subject to provisions of this Section shall have the right to present his views and beliefs before a meeting of the Elders Council.

ARTICLE XI

MINISTRY TEAMS

Section 1. Determination of Ministry Teams. The Elders Council shall be responsible for determining those Ministry Teams necessary for fulfilling the Statement of Purpose of the Church.

Section 2. Composition of Ministry Teams. Each Ministry Team shall include lay leaders with expertise in the area of ministry as deemed necessary and appropriate by the Elders Council. Ministry Teams may include a staff Member and/or a lay Elder.

Section 3. General Responsibilities. Ministry Teams shall organize themselves however they determine to best accomplish the mission of the Church. They share the following general responsibilities: ministry oversight for planning, development, and leadership procurement and training; hands on ministry in their area of ministry; recruitment of volunteer ministry personnel; and creation, review, and submittal of recommended annual goals and budgets for the ministries that relate to and report through the respective Ministry Teams. All Ministry Teams shall report to the Elders. Specific Ministry Team responsibilities are found in the Operating Procedures Manual.

Section 4. Qualifications and Term of Service. Ministry team chairs shall be men and women who have been members in good standing for at least one year with a one-year term of service, renewable each year not to exceed three consecutive years, to be followed by a one year time off from any position. The Elder Council has the authority to extend a Ministry Team Chair term of service as is needed. The Elder Council may waive the membership requirement for a Ministry Team Chair, if deemed appropriate, by a two-thirds vote of the Council.

Section 5. Meetings and Quorums. Each Ministry Team will meet as they deem necessary or at times otherwise determined by the Ministry Team chair, staff representative, and members. A majority of the Ministry Team present shall constitute a quorum. Assent of a majority of Ministry Team members present shall be required to approve any action.

ARTICLE XII

INTEGRAL MINISTRIES

Section 1. Definition. For Purposes of these Bylaws, the term 'Integral Ministries' refers to agencies, if any, that are integrally connected with the Church. The criteria for determining whether an agency is an integral ministry of the Church includes: (i) whether the Church incorporated the agency; (ii) whether the corporate name, articles of incorporation, and/or bylaws indicate a Church relationship; (iii) whether the agency's directors are approved by the Church; (iv) whether financial and operating reports are required to be filed with the Church; (v) whether the Church contributes to support of the agency; and (vi) whether, in event of dissolution, the agency's assets revert to Church.

Section 2. Agencies. The Elders shall be responsible for determining and authorizing what agencies, if any, further the Mission of the Church and meet the criteria of an integral agency.

ARTICLE XIII

MEETINGS

Section 1. Annual Meeting/Vision Sunday. The Annual Meeting/Vision Sunday of the Church shall be held in December, as determined by the Elders Council, for the purpose of voting on those offices to be filled under Article XV, Section 2; adoption of the budget for the coming fiscal year; and such other business as may be brought to the Church by the Elders Council.

Section 2. Special Business Meeting. Notice of any special business meeting shall be given by either (i) a verbal and written announcement at the weekly worship services two weeks in succession, or (ii) by letter to members at least ten days prior to the meeting. Such notice shall specify the purposes for which it is called, and no other action than that relating to the specified matters as announced shall be transacted at such meeting

ARTICLE XIV

ELECTION OF CHURCH OFFICERS, ELDERS

Section 1. Annual Meeting Election. Offices to be voted upon at the Annual Meeting shall be non-pastoral lay Elders.

Section 2. Term of Office. Officers of the Corporation, non-pastoral members of the Elders Council, elected under this Article shall serve a three year term. A one year time off is required following a three-year period of service. The Elders Council, however, may waive the three year restriction of such continuous leadership service if the Elders Council determines that there are special circumstances justifying such waiver as being necessary to meet the stated mission of the Church. Terms of office normally end at midnight, December 31st.

Section 3. Vacancies. Individual positions may remain vacant when it is determined that qualified nominees are not available. When a vacancy exists or occurs following the Annual Meeting, due to resignation or other reason, the Elders Council may appoint a replacement to serve until the next Annual Meeting.

Section 4. Qualifications. Officers of the Corporation, non-pastoral members of the Elders Council, and Ministry Team Chairs shall have a record of faithfulness, including stewardship, and shall meet scriptural qualifications for godly leadership as set forth in Titus 2:2-8. Officers and non-pastoral Elders shall have been members for at least two years.

ARTICLE XV

VOTING

Section 1. Eligibility. Any resident member in good standing, eighteen years of age or older, is eligible to vote on any contractual obligation of the Church that is subject to approval of the Church Body. On all other matters, every member is eligible to vote regardless of age. A simple majority vote shall be used, except as otherwise provided in the Restated Articles of Incorporation and these Bylaws.

Section 2. Secret Ballot. A secret ballot shall be used for the election of non-pastoral members of the Elders Council; the annual budget and changes to the annual budget; calling or terminating of the Senior Pastor and calling of the Executive Pastor as provided in these Bylaws; acquisition or disposition of real property; consideration of changes in denominational affiliation; and amendments to the Restated Articles of Incorporation or these Bylaws.

ARTICLE XVI

QUORUM

Five percent (5%) of the eligible voting membership shall constitute a quorum at all duly called business meetings of the Church.

ARTICLE XVII

INDEMNIFICATION

The corporation may indemnify any Elder, director, officer, employee, fiduciary, or agent to the greatest extent permitted by the Colorado Revised Statutes.

Section 1. Definitions. For purposes of this Article:

(a) The terms "director or officer" shall include a person who, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the corporation if the director's or officer's duties to the corporation also impose duties on or otherwise involve services to the plan or to participants in or beneficiaries of the plan. The term "director or officer" shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

(b) The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(c) The term "party" includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

(d) The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(e) When used with respect to a director, the phrase "official capacity" shall mean the office of a director in the corporation, and, when used with respect to a person other than a director, shall mean the office in the corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise. C.R.S. Section 7-129-101.

Section 2. General Provisions. The corporation may indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person (a) acts in good faith, (b) reasonably believed, in the case of conduct in an official capacity with the corporation, that the conduct was in the best interest of the corporation, and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: (a) in connection with a proceeding brought by or in the right of the corporation in which the director or officer was adjudged liable to the corporation, or (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or of the corporation shall be limited to reasonable expenses incurred in connection with the proceeding. 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 be determinative that the person did not meet the standard of conduct set forth in this Section 2. C.R.S. Section 7-129-102.

Section 3. Successful Defense on the Merits: Expenses. To the extent that a director or officer of the corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person may be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding. C.R.S. Section 7-129-103.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made: (a) by the Elders Council (the directors) by majority vote of a quorum of disinterested members who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or (b) if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Elders Council designated by the Council, which committee shall consist of two or more members who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee); or (c) if such a quorum of the Elders Council cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Elders Council in accordance with the preceding procedures, or by the Voting Members (other than the Voting Members who are members of the Elders Council and are, at the time, seeking indemnification). Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that

indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel. C.R.S. Section 7-129-106.

Section 5. Advance Payment of Expenses: Undertaking to Repay. The corporation may pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if (a) the director or officer furnishes the corporation a written affirmation of the director's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (b) the director or officer furnishes the corporation with a written undertaking, executed personally or on the director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (c) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification. C.R.S. Section 7-129-104.

Section 6. Reports to Church Body. In the event that the corporation indemnifies, or advances the expenses of a director or officer in accordance with this Article in connection with a proceeding by or on behalf of the corporation, a report of that fact shall be made in writing to the Church Body with or before the delivery of the notice of the next meeting of the Church Body.

Section 7. Other Employees and Agents. The corporation may indemnify such other employees and agents of the corporation to the same extent and in the same manner as is provided under Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Elders Council specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 8. Insurance. The Elders Council may exercise the corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify that person against such liability under the provisions of this Article. C.R.S. Section 7-129-108.

Section 9. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Restated Articles of Incorporation, any Bylaws, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official

capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

Section 10. Notice to Voting Members of Indemnification. If the corporation indemnifies or advances expenses to a director or officer, the corporation shall give written notice of the indemnification in advance to the Voting Members of the Church with or before the notice of the next Voting Members' meeting. If the next Voting Member action is taken without a meeting, such notice shall be given to the Voting Members at or before the time the first Voting Member signs a writing consenting to such action. C.R.S. Section 7-129-110.

ARTICLE XVIII

ORGANIZATIONS

No organization shall be formed or considered a part of Church activities unless and until approved by the Elders Council. Approved organizations must confer with a designated member of the Ministry Staff from time to time regarding their objectives and plans. No organization shall incur financial obligations for the Church to pay, outside budgeted funds or special organizational treasury, without the approval of the Elders Council. Each organization shall prepare a program and financial report for the Church's Annual Meeting.

ARTICLE XIX

AFFILIATION

Mission Hills Baptist Church shall be affiliated with Converge Worldwide. Our district affiliation shall be with Converge Rocky Mountain.

ARTICLE XX

ORDAINING, LICENSING AND COMMISSIONING

Section 1. Ordination. The Elders, on behalf of the Church Body, shall have the authority to ordain a member who has proven himself to be Spirit-filled with a confirmed calling to the full-time Gospel ministry. The ordination process shall follow the recognized procedures of the Converge Rocky Mountain and the Converge regarding examination and ordination of ministers.

Section 2. Licensing. The Elders Council shall have the authority to license a member of the Church who has demonstrated prolonged, consistent, and biblical ministry to carry out those ministerial functions and duties as approved by the Elders Council. The

license granted by the Elders may be for a specified term, not to exceed the tenure of office at this Church. This license may be revoked at any time, with or without cause, by the Elders Council.

Section 3. Commissioning. The Elders Council shall have the authority to commission a member of the Church who has demonstrated prolonged, consistent and biblical ministry to carry out those ministry functions and missionary services as approved by the Elders Council. The commission granted by the Elders may be for a specified term, not to exceed the tenure of membership at this Church. This commission may be revoked at any time, with or without cause, by the Elders Council.

ARTICLE XXI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Elders Council may authorize any officer or officers, official or officials, agent or agents of the Church to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church shall be signed by persons authorized by the Elders Council and in such manner as shall from time to time be determined by resolution of the Elders Council. In the absence of such determination by the Elders Council, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All Church funds shall be deposited from time to time to the credit of the Church in such banks, trust companies or other depositories as the Elders Council may select.

Section 4. Contributions and Gifts. The Elders Council may accept, on behalf of the Church, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Church. Except as prohibited by law, designated gifts may be used for any purpose consistent with the Statement of Purpose of the Church when, in the judgment of the Elders Council, the designation is determined to no longer be consistent with said Statement of Purpose or no longer needed in fulfilling the stated designation.

Section 5. Fidelity Bonds. The Elders Council may require that officers and employees of the Church having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Church.

ARTICLE XXII

ACQUISITION AND DISPOSITION OF PROPERTY

Section 1. Real Estate. Buying, selling and transferring real estate (other than gifted property intended for resale); capital leases of more than five (5) years; incurring new encumbrances in excess of ten percent (10%) of the current year's approved annual budget; or increasing existing encumbrances by refinancing shall require the authorization of a two-thirds majority of members present and eligible to vote at a duly called business meeting of the Church. The Elders Council may approve or authorize capital leases of five (5) years or less; new encumbrances, including bank line of credits, in an amount less than ten percent (10%) of the current year's approved annual budget; or refinancing of existing debt inclusive of transaction costs. In no case will cumulative encumbrances exclusively approved or authorized by the Elders Council exceed ten percent (10%) of current book value of the Church's real estate assets.

Section 2. Organic Division. In the case of organic division of the Church membership, the Church property shall belong to those members who abide by the Restated Articles of Incorporation and these Bylaws of the Church.

Section 3. Dissolution and Disposition of Properties. Should conditions prevail that the ministry of Mission Hills Baptist Church cannot continue, title to the assets shall be transferred to the conference, association or convention of which the Corporation is affiliated at the time of dissolution, provided that: no part of the net earnings shall be distributed or inure to the benefit of any individual; and the assets shall be distributed to one or more organizations having like tax exempt status and purposes in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XXIII

CHARITABLE CONTRIBUTIONS AND TRUST DEPARTMENT

Section 1. Designation. The Elder Chairman, or a person designated by the Elders Council as Trust Officer, shall act as Executive Director and Trust Officer of the Charitable Contributions and Trust Department.

Section 2. Authorization. The Charitable Contributions and Trust Department is authorized to act as Trustee when necessary, or to prepare or to have prepared such instruments as is necessary to receive, use, invest, or otherwise operate and control funds or real or personal property, trusts, or other legal entities which are intended as charitable contributions or charitable trusts for the benefit of the Church. Such entities may include, but not be limited to, Charitable Gift Annuities, Charitable Remainder Trusts, Unitrusts, and Pooled Income Funds.

ARTICLE XXIV

BOOKS AND RECORDS

The Church shall keep correct and complete books and records of account; keep minutes of proceedings of member business meetings and Elders Council and Ministry Team meetings; and keep at its registered or principal office a record giving the names and addresses of officers, members of the Elders Council and Ministry Teams, and the general membership of the Church. All books and records of the Church may be inspected by any officer of the Corporation or member of the Elders Council, or his agent or attorney, for any proper purpose and at any reasonable time.

ARTICLE XXV

FISCAL YEAR

The fiscal year of the Church shall be January 1 through December 31.

ARTICLE XXVI

SEAL

The Elders Council shall provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the name of the Corporation, the year and the words "Corporate Seal".

ARTICLE XXVII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of Colorado Nonprofit Corporation Act or under the provisions of the Restated Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XXVIII

DISPUTE RESOLUTION

Members of the Church are Christians and believe that the Bible commands that every effort be made to live at peace and to resolve disputes with each other in private or within the Church (Matthew 18:15-20 and I Corinthians 6:1-8). Therefore, members of the Church agree that any claim or dispute arising from or related to Church programs and activities shall be settled by biblically based mediation and, if necessary, legally binding arbitration in

accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. Members agree that these methods shall be the sole remedy for any controversy or claim arising out of such Church programs and activities. Said members expressly waive their right to file a lawsuit in any civil court either against the Church or its officers and officials or against one another for such disputes, except to enforce an arbitration decision.

ARTICLE XXIX

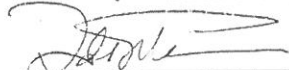
AMENDMENTS TO BYLAWS

Proposed amendments to these Bylaws must be presented to and approved by the Elders Council before being presented to the Church members for their approval. Church members are to be notified in writing of the proposed changes at least thirty (30) days before the business meeting at which the proposed amendment(s) will be considered. Such notice must state the time, date and place of the meeting and the proposed amendment(s). The vote to amend requires a two-thirds majority vote of members present and voting at a duly called business meeting of the Church.

THE UNDERSIGNED CERTIFIES, that the above Bylaws have been amended by the members of **MISSION HILLS BAPTIST CHURCH**, at a duly called business meeting on December 4, 2011 and adopted for the Corporation.



President/Elder Chairman



Secretary/Treasurer

Approved by the Church body on December 4, 2011