

**CONSTITUTION AND BYLAWS
OF
CHEYENNE HILLS CHURCH
AS AMENDED [DATE]**

ARTICLE 1.

Name, Legal Organization and General Powers and Provisions

1.1 Name and Legal Organization. Cheyenne Hills Church is a Wyoming nonprofit corporation organized for religious purposes with its principal place of business located at 7505 US Highway 30, Cheyenne, Wyoming.

1.2 General Powers. Cheyenne Hills Church shall have all powers conferred upon a nonprofit corporation by the Wyoming Nonprofit Corporation Act, to be exercised in accordance with this Constitution and Bylaws, including, but not limited to, the power to receive gifts, bequests and legacies; acquire, buy, hold, improve, rent, lease, mortgage, sell and convey, and otherwise deal in real and personal property; to make contracts and agreements; and to take other actions as may be necessary to conduct the business of the Church and fulfill the stated purpose and mission of the Church.

1.3 Affiliation. Cheyenne Hills Church shall be affiliated with the Baptist General Conference doing business as Converge Worldwide, and the Rocky Mountain Baptist Conference doing business as Converge Rocky Mountain.

ARTICLE 2.

Mission, Vision and Values

2.1 Core Value: “Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age.” Matthew 28:19-20 (NIV).

2.2 Mission: Helping People Become Fully Surrendered Disciple-Makers of Jesus Christ

(a) **Seekers:** We will be a church that pursues the unconvinced and those who are seeking to know God and accept Jesus Christ; that embraces those who need healing, whatever the cause of the wound; that welcomes and teaches those who are seeking a deeper and more "real" relationship with Him; and that equips those who are seeking the ever-deepening transformation that comes through surrender to Jesus Christ.

(b) **Student:** We will be a church that teaches the Bible, God's Word, and the power of its application in day-to-day life. We will help nourish the student of God through opportunities to grow the mind, along with the heart and soul.

(c) **Servant:** We will be a church that serves each other, our community, our region and the world. We will teach servanthood and sacrifice, as Jesus Christ served and sacrificed for us, and we will encourage our people to engage in servanthood as a way of life.

(d) **Shepherd:** We will be a church that grows and nurtures shepherds to make disciples of others, to reach out to seekers and share the Good News of Jesus Christ, to teach and instruct the students, and to lead the servants we equip.

(e) **Surrender:** We will be a church that continuously and enthusiastically moves Christ-followers to greater and greater levels of surrender to Jesus Christ, and supports, teaches and encourages them as they continue to be transformed through the day we join Him in Paradise.

2.3 Vision: Tens of Thousands of Souls Saved Worldwide Through the Impact of Cheyenne Hills.

ARTICLE 3.

Statement of Faith

Cheyenne Hills Church’s Statement of Faith is adapted from the Statement of Faith of Converge Worldwide, formerly known as the Baptist General Conference, as adopted by the Conference in 1951, reaffirmed in 1990 and amended in 1998.

3.1 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.

3.2 The Trinity. We believe that there is only 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.

3.3 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 each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

3.4 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.

3.5 The Holy Spirit. We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, and 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.

3.6 Regeneration. We believe that all people 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.

3.7 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 profession 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.

3.8 Christian Conduct. We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and others the full stature of maturity in Christ.

3.9 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 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.

3.10 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.

3.11 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 it is the Conference or a 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 independent basis.

3.12 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.

3.13 Marriage. We believe that Christian marriage is a sacred institution ordained of God for the happiness of mankind and the propagation of the race. It is a spiritual and physical union into which one man and one woman may enter for the glory of God and, according to the scriptural ideal, is to be broken only by death. As part of the created order, marriage is not open to reinterpretation. The scriptural and historic definition of marriage as a *heterosexual monogamy* – a union of one man and one woman -- has been inviolable over centuries and is recognized worldwide. It is not an arbitrary relationship created by the state, but rather reflects realities as fundamental as human nature and human anatomy.

Scripture reflects that *heterosexuality* is God’s revealed will for humankind and that a chaste and faithful expression of this orientation (whether in singleness or marriage) is the ideal to which God calls all people. A homosexual orientation is a result of the fall of humanity into a sinful condition that pervades every person. Scripture teaches there is hope for the person with a homosexual orientation and that Jesus Christ offers a healing alternative in which the power of sin is broken and the person is freed to know and experience his or her true identity in Christ and in the fellowship of his Church. We believe that this freedom is attained through a process which includes recognizing homosexual behavior as sin, renouncing the practice of homosexual behavior, rediscovering healthy, non-erotic friendships with people of the same sex, embracing a moral sexual lifestyle, and in the age to come, rising from the dead with a new body free from every sinful impulse.

We believe recognition of ‘gay marriage’ or ‘same-sex marriage/unions’ is public endorsement of homosexual behavior. We believe rather than promoting the common good, that recognition of ‘gay marriage’ or ‘same-sex marriage/unions’ promotes emotionally and physically unhealthy behavior. We believe counterfeiting marriage devalues the family and the unique role of men and women in their children's lives. Overwhelming evidence confirms that children are best served when they live in intact families with both a mother a father, and no child should willfully be deprived of these benefits as a matter of public policy.

[Genesis 1:26-28; Genesis 2:18-25; Genesis 3; Matthew 19:4-6; Mark 10:4-9; Ephesians 5:25-33; Romans 7:2; 1 Corinthians 7:2-3, 10-16; 1 Timothy 3:2, 12; Genesis 19:1-11; Genesis 3:14-15; Romans 3:23; 6:23; Leviticus 18:21-23; 20:13; Judges 19:22-30; Romans 1:18-32; 1 Corinthians 6:8-11; 1 Timothy 1: 9-10; 2 Peter 2:6-10; Jude 7. The Bible also condemns all types of fornication which would therefore include homosexuality [Matthew 15:19; Mark 7:21; John 8:41; Acts 15:20, 29; Galatians 5:19-21; 1 Thessalonians 4:3; Hebrews 13:4].

ARTICLE 4.

Government and Organizational Structure

In accordance with scripture, The Lord Jesus Christ is the head of this Church. The membership of this church shall exist to provide the ministry of the Lord Jesus Christ. The primary purpose of the organization structure and governance of this Church is to support the membership in fulfilling their role in ministry. The following sections specify the organizational structure and governance thereof, which will assist in the fulfillment of the Mission of the Church.

4.1 Organizational Structure. This Church is organized through the Congregation Members, the Overseer Board, the Lead Pastor, the Church Staff and duly-appointed committees, as described below.

(a) The Congregation Members, whose role is to serve as the primary ministers of the Church.

(b) The Overseer Board also to be known as the Board of Directors for incorporation purposes. The Overseer Board shall establish the guiding principles for the Lead Pastor's leadership.

(c) The Lead Pastor, whose role is to provide leadership to the church and to oversee the equipping of the congregation to fulfill the ministry of this church.

(d) The church staff, both paid and volunteer members, whose role is to manage the ministries of the church as directed by the Lead Pastor.

(e) Duly appointed committees of the church, whose role shall be to fulfill a specific ministry function of the church as established by the congregation and directed by the Lead Pastor. Members of appointed committees shall serve for specified periods of time to fulfill these specified ministry functions.

4.2 Governance of this Church. This Church is governed by the Congregation, the Overseer Board and the Lead Pastor, as follows:

(a) By the Congregation. The Congregation, defined as the membership of this Church, shall exercise authority in the following areas which shall require the approval of the Congregation by voting in the manner described in other sections of the Constitution and Bylaws:

- (i) Calling or dismissing the Lead Pastor
- (ii) Amending the Articles of Incorporation or the Bylaws
- (iii) Confirming members to serve on the Overseer Board
- (iv) Ratifying the annual budget in broad categories
- (v) Purchasing or selling the primary Church facilities
- (vi) Dissolving the corporation

(vii) Any authority not otherwise granted to the Lead Pastor, Staff, Overseer Board of Directors or appointed committees shall be reserved to the congregation.

(b) By the Overseer Board:

(i) Adopting, interpreting and enforcing Guiding Principles in a manner not inconsistent with this Constitution and Bylaws

(ii) Shall monitor and hold the Lead Pastor accountable to the adherence of the Church's Guiding Principals.

(iii) In conjunction with the Lead Pastor and Staff, establish and prepare an annual budget for submission to the Congregation for approval.

(iv) In conjunction with the Lead Pastor, fulfill the responsibilities of Conflict Resolution and Church Discipline described in Article 10 below.

(v) In partnership with the Lead Pastor, provide leadership to the duly appointed church committees as needed.

(c) By the Lead Pastor:

(i) Provide oversight, accountability and leadership for all staff members, both volunteer and paid staff in the fulfilling the mission of the church, at all times consistent with the Guiding Principles.

(ii) Evaluate the work of all staff members, both volunteer and paid staff in the fulfilling the mission of the church.

ARTICLE 5.

Membership

5.1 Membership and Qualifications for Membership. The membership of Cheyenne Hills Church for purposes of these Bylaws shall consist of baptized believers in Jesus Christ who are at least 18 years of age (provided that no person who is a member at the time this Constitution and Bylaws are adopted will be removed from membership on the basis of age) and who make the following commitments:

(a) I will protect the Unity of My Church:

(i) By acting in love toward other members.

(ii) By refusing to gossip.

(iii) By following and supporting the leadership.

(b) I will share the Responsibility of my church:

(i) By praying for its growth.

(ii) By inviting the unchurched to attend.

(iii) By warmly welcoming those who visit.

(c) I will serve the Ministry of my church:

(i) By discovering my gifts and talents.

(ii) By being equipped to serve by my pastors.

(iii) By developing a servant's heart.

- (d) I will support the Testimony of my church:
 - (i) By attending faithfully,
 - (ii) By living a godly life.
 - (iii) By giving regularly.

5.2 Membership Withdrawal. There may come a time when a person moves away or their heart is no longer drawn to the Mission & Vision of CHC. Members are free to withdraw from membership at any time by submitting a written notice of withdrawal to the Lead Pastor. Members are also provided the opportunity to consider their membership status and commitment to CHC every three years through a card sent to each member in January of that particular year. If the member decides that he or she no longer wishes to continue as a member of CHC, the member may choose to withdraw by signing and returning the card. Any member who withdraws and later desires to again join the membership must reapply for membership.

ARTICLE 6.

Lead Pastor

6.1 Lead Pastor Duties and Responsibilities. The role of the Lead Pastor is to lead the Church to accomplish its mission, which includes oversight of the entire work of the church. The Lead Pastor shall lead the Congregation by teaching biblical truth, casting vision and advancing the mission in accordance with Ephesians 4:11-13 “to prepare God’s people for works of service, so that the body of Christ may be built up until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ.” The Lead Pastor shall lead the Overseer Board by guiding its discussion of Mission and Boundary principles. The Lead Pastor shall lead the Staff by directing them in their management of all Church operations. The Lead Pastor shall have access to all books and records of the church, and be privileged to attend any meeting. With regard to compensation based on performance, the Lead Pastor shall be accountable to the Overseer Board. With regard to job retention and approval of major decisions, the Lead Pastor shall be accountable to the Congregation. The Lead Pastor shall hire, direct, compensate and fire any and all Church Staff in compliance with the Guiding Principles established by the Overseer Board.

6.2 Call of the Lead Pastor. In the event of a vacancy in the position of Lead Pastor, the next Lead Pastor shall be called by this process:

(a) **Creation and Composition of a Pulpit Committee.** A Pulpit Committee of five members shall be created consisting of two representatives of the Overseer Board and three members of the church at large. The Chair of the Overseer Board shall direct the Nominations Committee to implement a nominations process to identify three members of the Church to serve as the at-large members of the Pulpit Committee. The Overseer Board shall also select two of its members to serve as members of the Pulpit Committee. All five candidates shall be confirmed by a vote of the membership at a business meeting called for that purpose.

(b) Purpose of Pulpit Committee. The purpose of the Pulpit Committee is to prayerfully seek God’s direction for finding and calling a new Lead Pastor who has demonstrated the ability to lead His Church to the next level of effectiveness in the achievement of its mission. The Pulpit Committee may seek counsel from other church members and from Converge Worldwide leadership to determine suitable candidates for Lead Pastor.

(c) Interim Pastor. The Overseer Board shall call an Interim Pastor, recommended by the Executive Minister of the Rocky Mountain Baptist Conference, to fulfill the role of the Lead Pastor until a permanent Lead Pastor is in place. The Interim Pastor shall not be considered for the position of Lead Pastor.

(d) Selection of Lead Pastor. The Lead Pastor shall be called by a vote of the Church at a meeting called for that purpose by the Pulpit Committee. A vote by written ballot of three-fourths of the members present and voting shall be necessary to constitute the calling or dismissal of a Lead Pastor. No candidate for Lead Pastor shall be presented to the membership or voted on while another candidate is under consideration by the membership.

(e) Compensation of Lead Pastor. The Pulpit Committee, at the time of presenting a candidate for consideration, will recommend a compensation package which it considers mutually acceptable. After the Lead Pastor salary has been fixed at the time of election, by vote of the Church, it shall not be changed thereafter except through the annual review process as established by Guiding Principles AP1.3. The Lead Pastor shall be entitled to all other terms and conditions of employment as generally applicable to other full time Church employees or as negotiated with the Overseer Board which shall not be inconsistent herewith.

(f) The candidate’s written acceptance of the call shall establish the pastoral relationship as of the date agreed upon between the Church and the candidate. He shall be called for an indefinite term of office. All other procedural questions concerning the Call of the Lead Pastor can be referred to the Executive Director of Converge Rocky Mountain.

6.3 Dismissal of the Lead Pastor or Vacancy of the Lead Pastor Position. The employment of the Lead Pastor may be terminated by a three-quarters vote of the membership at a business meeting called for that purpose, or at a time mutually agreed by the Lead Pastor and the Overseer Board. The Lead Pastor may resign upon written notice to the Chair of the Overseer Board, and is asked to give thirty (30) days’ notice of resignation. The Lead Pastor position shall be declared vacant by the Overseer Board upon the death of the Lead Pastor or may be declared vacant if the Lead Pastor becomes disabled from performing the functions of the position for a period of six (6) months.

ARTICLE 7.

Staff Composition and Authority

A Staff person appointed by the Lead Pastor shall manage each area of Church operation, including property and finance. The term “Staff” shall apply to all ministry leaders appointed for this management purpose, whether paid or unpaid or part-time or full-time. Among these appointments shall be a Treasurer for disbursements and a Financial Secretary for receipts of church monies. Staff positions shall be created, filled, vacated or discontinued based on how

effectively they accomplish designated part of the Mission Principles within the means allowed by the Boundary Principles. All such decisions are the responsibility and prerogative of the Lead Pastor, who must answer to the Overseer Board as to the effectiveness of the Staff.

ARTICLE 8.

Overseer Board Composition, Selection, Role and Officers

8.1 Overseer Board Composition. The Overseer Board shall consist of at least five church members (equivalent to Directors in state law), including the Lead Pastor, who shall be the only Staff person on the Overseer Board. Immediate family members of the Pastor, of the Staff, or of other Overseer Board members shall not serve on the Overseer Board. Overseer Board members shall serve four year terms. Each Overseer Board member may serve one term, and may serve again after a break of one year or more. The term of a Overseer Board member may be vacated by resignation, by removal as a Church Member, or by action of the Overseer Board. The remainder of a vacated term shall be filled by recommendation of the Pastor and approval of the Overseer Board. If more than one year remains in a vacated term at the time of the appointment of the new member, the appointed member may be considered for an additional four-year term without a break in service.

(a) The initial Overseer Board under this Constitution and Bylaws shall be formed effective February 1, 2010, and shall consist of four members of the Board of Elders and four members of the Board of Trustees, to be selected by their respective boards. The Board of Elders and Board of Trustees shall cease to exist as of February 1, 2010. The members of initial Overseer Board shall will serve staggered terms of one, two, three or four years, with the length of term for each board member to be determined by the Overseer Board, and with approximately equal numbers of board members serving one, two, three and four year terms.

8.2 Overseer Board Member Selection. Acts 6:3 “But select from among you, brethren, seven men of good reputation, full of the Spirit and of wisdom, whom we may put in charge of this task.” Overseer Board members (other than the Lead Pastor) shall be active Church members selected for annual terms by the following process:

(a) Any active Member of the Church may submit a signed letter to recommend a potential Overseer Board member of good character and commitment to the mission of the Church.

(b) Potential Overseer Board members must successfully complete a training course taught by the Lead Pastor covering the mission, vision, and structure of the Church.

(c) Potential Overseer Board members must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.

(d) A minimum of two weeks before the Annual Meeting in January of each year, the Lead Pastor shall present to the Congregation for approval a selection of candidates who have been certified by the Overseer Board as qualified to serve on the Overseer Board. The Congregation shall have the opportunity to provide confidential feedback or comment regarding any of the candidates to the Lead Pastor or the Overseer Board prior to the Annual Meeting. There will be no nominations for Overseer Board candidates at the Annual Meeting.

- (e) Functional profile of Overseer Board members. Overseer Board members shall:
- (i) Demonstrate strong character qualities in past ministry responsibilities;
 - (ii) Be God-focused with in life in general;
 - (iii) Demonstrate a concern about his relationship with God;
 - (iv) Be motivated by faith in God and sensitive to seeing where God is at work;
 - (v) Enjoys and is active in prayer;
 - (vi) Develops healthy friendships within the church family;
 - (vii) Able to make wise decisions most of the time;
 - (viii) Sees the “big picture” in the church and has a Kingdom perspective;
 - (ix) Wants his life to be significant in the light of eternity; not just living for success now;
 - (x) Is at ease in a team relationship with other board members;
 - (xi) Participates in regular Bible study, both privately and in a group study;
 - (xii) Is a clear thinker;
 - (xiii) Is dependable and able to carry through on time with responsibilities;
 - (xiv) Keeps priorities clear while being able to sort through details;
 - (xv) If married, has a spouse who is supportive of his service on the Overseer Board;
 - (xvi) Understands the importance of unity, confidentiality, and dependability;
 - (xvii) Enjoys working with people in ministry;
 - (xviii) Feels at ease in a supportive, encouraging relationship with church staff.
- (f) Biblical Profile of Overseer Board Members:
- (i) Above Reproach: Nothing in his life (character, beliefs, practice, habits) that would be held against him in the court of public opinion;
 - (ii) Temperate: One who has a clear perspective on life and a balanced spiritual orientation. He is filled with spiritual and moral earnestness; is moderate, careful and steady;

(iii) Prudent: One who is self-controlled, sensible and of sound mind and judgment;

(iv) Respectable: One who lives a well-ordered life, inwardly and outwardly;

(v) Hospitable: One whose life and home are open to others, including strangers;

(vi) Able to Teach: One who is schooled in Scripture and is able to communicate the truths of God’s Word clearly, accurately, and peaceably;

(vii) Not Given to Wine: One who is not given to addictions or drunkenness;

(viii) Not Self-Willed: One who can submit to others and is willing to give up his own desires for the sake of others; a good team player;

(ix) Not Quick-Tempered: One whose anger is under control and does not become easily or suddenly upset, angry or disturbed;

(x) Not Pugnacious: One who is not abusive or violent physically, verbally, spiritually or emotionally;

(xi) Not contentious: One who does not struggle, compete or contend with others in a way that produces conflict and disunity;

(xii) Gentle: A man characterized by kindness, patience and humility;

(xiii) Free from the Love of Money: A man who has a balanced perspective on money, and is able to earn it, spend it, give it and save it wisely;

(xiv) Manages Household Well: A man whose family and home is well-ordered, respectful, committed to Christ and supportive of God’s kingdom work;

(xv) Marital Fidelity: A husband of one wife;

(xvi) Good Reputation With Outsiders: One who is spoken of highly and thought of positively by non-Christians;

(xvii) Loves What Is Good: One who desires to do good and enjoys the pure and wholesome things of life;

(xviii) Just: One who is wise and discerning, able to make fair and mature judgments in his own actions and in his relationships with others;

(xix) Devout: A man who possesses an attitude of holiness that is worked out in his lifestyle and relationships;

(xx) Not a New Convert: One who is not a recent convert, but has a proven track record in his walk with God over some years.

8.3 Overseer Board Role. The Overseer Board shall have two primary roles:

(a) To provide support for the Lead Pastor by providing concise Guiding Principles in three categories:

(i) Mission Principles shall define for the Lead Pastor what ends the Church exists to achieve.

(ii) Boundary Principles shall define for the Lead Pastor what means may not be used in pursuit of achieving those ends.

(iii) Accountability Principles shall define for the Chair (see Article 8.4) how the Overseer Board is to establish the Guiding Principles and monitor the Lead Pastor's compliance with them.

(b) To provide accountability to the Lead Pastor by measuring the achievements of the Lead Pastor against the Mission Principles and compliance with the Accountability Principles. The Overseer Board shall determine the compensation of the Lead Pastor based on achieving the Mission Principles and respecting the Boundary Principles. The Overseer Board shall influence all other operating and financial decisions through written policy in the Guiding Principles only. The Overseer Board shall leave the leadership of the Church to the Lead Pastor and shall leave the management of the Church to the Staff under the direction of the Lead Pastor. In matters that require Overseer Board action by law, the Overseer Board shall routinely approve any motion of the Pastor or Chair without discussion unless a Overseer Board member believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Overseer Board shall be by simple majority of all Overseer Board members, whether or not present and voting. Voting shall be conducted in a similar manner as a congregational vote, or as required by state law. A majority of the Overseer Board present, which includes participation by electronic or written means, shall constitute a quorum for action by the Overseer Board. Overseer Board meetings shall occur monthly and at other special times as needed when called by the Lead Pastor or the Chair. All Overseer Board members shall be sent at least 24 hours notice of every meeting by electronic, verbal, or written means. However, such notice may be waived by unanimous consent.

8.4 Overseer Board Officers. Each year, at the first Overseer Board meeting after new Overseer Board members are installed, the Overseer Board shall appoint a Chair and Secretary. To fulfill state law, the Lead Pastor shall routinely be designated as President of the corporation and the Overseer Board Secretary shall routinely be designated as Secretary and Chief Financial Officer of the corporation; these designations shall in no way alter the functioning of the Overseer Board as defined in these Bylaws. The Chair shall enforce the Accountability Principles and shall lead the Overseer Board when discussing the Pastor's performance and compensation; the Pastor shall lead the Overseer Board in all other discussions. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Overseer Board documents. The Chair may sign legal documents on behalf of the corporation if (1) so directed by the Pastor; (2) as authorized in compliance with the Guiding Principles; or (3) or as directed by congregational approval when required by Section 4.2(a) of these Bylaws.

ARTICLE 9.

Meetings and Voting

9.1 Meetings. The Church shall hold meetings as often as necessary to conduct the business of the Church.

(a) The Church shall meet on weekends and at other times as decided by the Lead Pastor for the purposes of worship, teaching, prayer, fellowship, support and encouragement.

(b) The Church shall periodically, as determined by the Lead Pastor, observe the ordinance of Baptism and the Lord's Supper.

(c) The Church shall hold an annual business meeting in January for the purpose of celebration, vision setting, the confirmation of officers and Overseer Board members, the review of financial statements and the ratification of the budget, and the transaction of any other proper business.

(d) Additional business meetings may be called by the Overseer Board or the Lead Pastor.

9.2 Notice of Business Meetings. Notice of the date, time, place and general purpose of all business meetings shall be communicated to the congregation at least ten (10) days prior to the meeting. Each notice of meeting must be communicated to the congregation through at least one electronic and one non-electronic method from the following methods: (a) posting of the notice on the Church website; (b) inclusion of the written notice in the Church's weekly service program; (c) email of the notice to all individuals with email addresses appearing in the Church's current directory; (d) announcement of meeting during weekend services; or (e) delivery of notice by regular mail to the address for each family as found in the Church's current directory.

9.3 Conduct of Business Meetings. All business meetings shall be moderated by the Chair of the Overseer Board or another person he designates. Meetings shall be conducted as informally as possible, consistent with the need to accomplish the business of the Church. If necessary to maintain an orderly flow of business, or otherwise at the discretion of Chair, all or part of the business at a meeting may be conducted in accordance with Robert's Rules of Order.

9.4 Voting. The following provisions shall govern voting at any business meeting of the Church:

(a) **Quorum.** A quorum shall consist of 25% of the members of the Church. The existence of a quorum shall be determined by the Church Clerk, subject to confirmation by the Chair of the Overseer Board.

(b) **Membership Required To Vote.** Only members of Cheyenne Hills Church at the time a notice of business meeting is issued may vote at any Church business meeting.

(c) Age. Members must be at least 18 years of age to vote, provided that no person who is a member at the time this Constitution and Bylaws is adopted shall be deprived for their right to vote on the basis of their age.

(d) Proxy Voting. Only members who are present at the meeting shall be eligible to vote, and each member may cast only one vote. Voting by proxy shall not be allowed.

(e) Method of Voting. Votes taken during meetings may be conducted by voice vote, by visual voting such as standing or a show of hands, or by ballot. The Chair of the Overseer Board and two members selected randomly by the Lead Pastor shall be responsible for counting of votes and confirmation of results.

9.5 Votes Required for Action. Unless specified in this section, a majority vote of the members present and voting is required for the adoption of any motion or the approval of any action by the Church at a business meeting. The following actions require a vote of three-quarters of the members present and voting: (a) the purchase, sale, dividing, mortgaging or initial leasing of real property; (b) the calling or dismissal of the Lead Pastor; (c) the ratification of amendments to the Constitution and Bylaws; (d) the dismissal of a member of the Church; (e) modification of the Statement of Faith; and, (f) the dissolution of the Church.

ARTICLE 10.

Member Conflict Resolution and Discipline

As members in the body of Christ and members of Cheyenne Hills Church, and being compelled by Jesus to resolve our conflict with one another, we resolve to follow these principles set forth in Scripture for reconciliation.

We will, in all matters of conflict resolution and discipline, be intent on bringing glory to the Lord by maintaining a loving, merciful and forgiving attitude. We will take responsibility for our contribution to any conflict with another member. We will seek to resolve any conflict among ourselves first in private, as directed in Matthew 18, and if that fails we will seek to resolve the conflict with the guidance of the Lead Pastor. We will restore one another in a spirit of gentleness as directed in Galatians 6:1-2, and we will actively pursue ongoing peace and reconciliation.

When disciplinary measures are necessary, church members willingly submit themselves to the Lead Pastor and the Overseer Board. If a member is found guilty by the Church of continual misconduct and remains in violation of clear Biblical principles with no spirit of repentance or promise of reform that member shall be dismissed from the Church. Such dismissal shall be by a three-fourths majority vote of those present and voting.

ARTICLE 11.

Posting of and Amendments to Constitution, Bylaws and Guiding Principles

11.1 Cheyenne Hills Church shall continually post a current copy of its Constitution and Bylaws and Guiding Principles on the church’s website, and shall provide the Constitution and Bylaws and Guiding Principles to any interested person upon request.

11.2 The Cheyenne Hills Church Constitution and Bylaws may be amended only through this process:

(a) Proposed amendments must be communicated through the same methods as the notice of the business meeting at which the proposed amendments will be considered, and such communication must occur at least fourteen (14) days prior to the meeting.

(b) Adoption of proposed amendments shall require a three-fourths vote of the members present and voting.

11.3 The Cheyenne Hills Church Guiding Principles may be amended by majority vote of the Overseer Board. Amendments to the Guiding Principles shall be reflected in the Overseer Board’s minutes and shall be posted on the Church’s website for a reasonable period of time following the amendment.

ARTICLE 12.

Dissolution and Distribution of Property

12.1 Dissolution of Church. The Church may be dissolved only by a three-fourths vote of the members present and voting at a business meeting called for the purpose of voting to dissolve the Church.

12.2 Division of Church. In the case of organic division of the Church membership, all church property shall be retained by those members who abide by this constitution. Should any controversy arise as to who the members are, the question shall be submitted to the Overseer Board of Overseers of the Rocky Mountain Baptist Conference (doing business as Converse Worldwide) or its successor, and their decision shall be final.

12.3 Distribution of Property. If the Church dissolves, cannot continue to function as a nonprofit corporation under Wyoming law, or is otherwise unable to continue its existence, all Church property and assets will be transferred to the Rocky Mountain Baptist Conference (doing business as Converse Rocky Mountain) or its successor to assign, distribute, or liquidate as the Overseer Board of Overseers of the Conference deems best.

This Constitution and Bylaws are hereby adopted by a vote of the Congregation of Cheyenne Hills Church on [DATE].

Chair of the Overseer Board

Secretary of the Overseer Board