

**CONSTITUTION AND BYLAWS  
OF  
ECO PRESBYTERY OF THE GREAT LAKES**

Revised and adopted April 25, 2020



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PREAMBLE

ECO Presbytery of the Great Lakes (referred to herein as the “Presbytery”) is a presbytery of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”). As such, the Presbytery subscribes to the ECO *Constitution*, which contains the *Essential Tenets*, *Polity* and *Rules of Discipline* attached hereto as Attachment 1. The ECO *Constitution* as amended from time to time, collectively constitutes the *Constitution* of this corporation and is incorporated into and made a part of this document.

This corporation shall constitute the corporation through which the Presbytery shall act legally as described in the *Polity*. These bylaws set forth provisions for the operation of the Presbytery corporation. These bylaws shall at all times be subject to the provisions of the *Constitution*, and the provisions in the *Constitution* shall take priority over any inconsistent provisions in these bylaws.

ARTICLE I.

MEMBERS

Section 1.1 Nonvoting Members. The corporation may have such classes of nonvoting members as may be designated from time to time in the manner determined by the governing council. Each such class shall have the qualifications, rights and privileges determined by the governing council. However, no nonvoting member as such shall have the right to vote for the election of governing council members or otherwise participate in the management of the corporation.

Section 1.2 Voting Members. The corporation shall have one class of voting members. The voting members of the Presbytery shall be those elder commissioners elected from time to time by each member congregation and member pastors of the Presbytery with voting authority, as set forth in the Polity. Each elder commissioner’s voting member rights shall terminate when he or she ceases to be an elder commissioner as determined by the member congregation electing such commissioner. Each voting member shall be entitled to one vote on matters as set forth in the Polity and on any other matter requiring membership approval under the Colorado Revised Nonprofit Corporation Act (the “Act”), the articles of incorporation, the *Constitution* or these bylaws.

Section 1.3 Annual Meeting of Voting Members. An annual meeting of the voting members (which may be referred to as a meeting of the Presbytery) shall be held at the time and place, either within or outside Colorado, as determined by the Presbytery governing council, for the purpose of electing governing council members and for the transaction of such other business as may come before the meeting. If the election of governing council members shall not be held on the day designated herein for the annual meeting of the voting members, or at any adjournment thereof, the Presbytery governing council shall cause the election to be held at a meeting of the voting members as soon thereafter as conveniently may be. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the governing council or officers of the corporation.

Section 1.4 Special Meetings. A special meeting of the voting members, for any purpose or purposes, may be called by the president and shall be called by the president upon the written request of voting members having at least twenty-five percent of the votes entitled to be cast at such meetings. The president may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

Section 1.5 Place of Meeting. Each meeting of the voting members shall be held at such place, either within or outside Colorado, as may be designated in the notice of meeting, or, if no place is designated in the notice, at the principal office of the corporation in Colorado. Any or all voting members may participate in any meeting through the use of any means of communication by which all persons participating in the meeting may hear each other during the meeting.

Section 1.6 Notice of Meeting. Except as otherwise prescribed by statute, written notice of each meeting of the voting members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than ten days (or if notice is mailed by other than first class, certified or registered mail, no fewer than thirty days) nor more than sixty days before the date of the meeting, either personally, by mail or private carrier, or by facsimile, electronic transmission or any other form of wire or wireless communication, by or at the direction of the president, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting and to the secretaries of the member's congregations. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to each member at such member's address as it appears in the records of the corporation, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. Any member may waive notice of any meeting before, at or after such meeting. The attendance in person or by proxy of a member at a meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice. A member's attendance at a meeting also waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 1.7 Quorum and Action of the Members. Except as otherwise required by the Act or the articles of incorporation, voting members possessing forty percent of the votes that may be cast on a matter shall constitute a quorum of the members with respect to such matter. The Presbytery governing council is not required to prepare a members' list in connection with any meeting of the members. With respect to all matters other than the election of governing council members, action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required by the Act. In an election of multiple governing council members, that number of candidates equaling the number of governing council members to be elected, having the highest number of votes cast in favor of their election, are elected to the Presbytery governing council. When only one governing council member is being voted upon, the affirmative vote of a majority of the votes cast at a meeting at which a quorum is present shall be required for election to the Presbytery governing council. If less than a quorum of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time for a period not to exceed sixty days at any one adjournment without further notice other than an announcement at the meeting. At such adjourned meeting, at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 1.8 Committees. The Presbytery governing council or the voting members at any time and from time to time may establish one or more committees of members for any appropriate purposes and may dissolve any such committee. The governing council shall appoint a chair who shall preside at all meetings of the committee and generally supervise the conduct of the committee's affairs. Rules governing procedures for meetings of any such committee and for the conduct of such committee's affairs shall be the same as those set forth in these bylaws or the Act for the Presbytery governing council unless the governing council determines otherwise.

Section 1.9 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the members or any committee thereof may be taken without a meeting either by unanimous written consent or by written ballot. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by all of the voting members entitled to vote with respect to the subject matter thereof. When electronic written consent is used, an email from a committee member's email account shall serve as his or her signature. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members entitled to vote thereon. Action by written ballot may be taken as provided under the Act. A written ballot may not be revoked.

## ARTICLE II.

### PRESBYTERY GOVERNING COUNCIL

Section 2.1 General Powers. Except as otherwise provided in the Colorado Revised Nonprofit Corporation Act (the "Act"), the articles of incorporation, the *Constitution* or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Presbytery governing council (also referred to as the board of directors).

Section 2.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each governing council member must be a natural person who is eighteen years of age or older. An governing council member need not be a resident of Colorado. Each governing council member shall be required to affirm his or her agreement with the Essential Tenets of ECO.

(b) Number. The number of the elected members of the governing council of the corporation shall be as determined by the voting members. Any action of the voting members to change the number of governing council members to a number outside the range specified in the preceding sentence, whether expressly by resolution or by implication through the election of additional governing council members, shall constitute an amendment of these bylaws expanding the range of the number of governing council members, provided such action otherwise satisfies the requirements for amending these bylaws as provided in the Act, the articles of incorporation or these bylaws.

(c) Classification. Classification of the governing council members elected at ~~such~~ meeting shall be made by dividing them into two classes, each class to be as nearly equal in number as possible. All terms begin and end on January 1 and December 31, respectively, to have consistency across ECO.

(d) Election and Tenure. At each annual meeting of the voting members after the classification described in this section, members should elect the number of governing council members as near equal to as possible the number of the class whose term expires at the end of the year. Each governing council member so elected shall hold office until such governing council member's term expires and thereafter until such governing council member's successor shall have been elected and qualified, or until such governing council member's earlier death, resignation or removal. No governing council member may serve as an governing council member for more than two consecutive terms, except for the secretary and treasurer who may have their terms renewed indefinitely. Any partial term served by reason of an increase in the number of governing council members or an election to fill a vacancy for an unexpired term, and any terms followed by a period out of office in excess of one year, shall not be counted.

Section 2.3 Resignation; Removal; Vacancies. Any governing council member may resign at any time by giving written notice to the president or to the secretary of the corporation. An governing council member's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An governing council member shall be deemed to have resigned in the event of such governing council member's incapacity as determined by a court of competent jurisdiction. Any governing council member may be removed at any time, with or without cause, by a majority vote of the presbytery voting members or governing council members, either at a duly constituted meeting or by action without a meeting pursuant to these bylaws. Any vacancy of an elected governing council member may be filled by the governing council until the next meeting of presbytery voting members.. An governing council member elected to fill a vacancy shall hold the office for the unexpired term of such filled by reason of an increase in the number of governing council members shall be filled by an election of the voting

members, and an governing council member so elected shall hold office until the end of the term of the class to which such governing council member is elected and thereafter until such governing council member's successor shall have been elected and qualified, or until such governing council member's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new governing council member may not take office until the vacancy occurs.

Section 2.4 Regular Meetings. A regular annual meeting of the governing council shall be held either within or outside Colorado at such time and place as may be determined by the governing council, The governing council may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 2.5 Special Meetings. Special meetings of the governing council may be called by or at the request of the president or any 1 governing council members. The person or persons authorized to call special meetings of the governing council may fix the time and place, either within or outside Colorado, for holding any special meeting of the governing council called by them.

Section 2.6 Notice of Meetings.

(a) Requirements. Notice of each meeting of the governing council stating the date, time and place of the meeting shall be given to each governing council member at such governing council member's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each governing council member). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Verbal notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. An governing council member may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 2.6(b), the waiver shall be in writing and signed by the governing council member entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. An governing council member's attendance at or participation in a meeting waives any required notice to that governing council member of the meeting unless: (i) at the beginning of the meeting or promptly upon the governing council member's later arrival, the governing council member objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Act or these bylaws, the governing council member objects

to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

Section 2.7 Quorum and Voting. A majority of the governing council members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the governing council, and the vote of a majority of the governing council members present in person at a meeting at which a quorum is present shall be the act of the governing council, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the governing council members present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 2.8 Meetings by Telephone or Internet Conference. Members of the governing council or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all governing council members participating may hear each other during the meeting. An governing council member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.9 Voting by Proxy. No governing council member may vote or act by proxy at any meeting of the governing council.

Section 2.10 Deemed Assent. An governing council member who is present at a meeting of the governing council when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the governing council member objects at the beginning of the meeting, or promptly upon the governing council member's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the governing council member contemporaneously requests the governing council member's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the governing council member causes written notice of the governing council member's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to an governing council member who votes in favor of the action taken.

Section 2.11 Action Without a Meeting.

(a) Action without a meeting may be taken by the governing council or any committee thereof if notice as described in subsection (b) (the "Notice") is transmitted to each governing council member or committee, and each governing council member or committee by the time stated in the Notice either (i) votes in writing for such action or (ii) both (A) votes in writing against such action, abstains in writing from voting, or fails to respond or vote and (B) fails to demand in writing that action not be taken without a meeting.

(b) The Notice shall be in writing and shall state the action or actions to be taken, the time by which the governing council member must respond, and that the

governing council member's failure to respond by the time stated in the Notice will have the same effect as if, prior to the time stated in the Notice, the governing council member had abstained in writing and failed to demand in writing that action not be taken without a meeting.

(c) Action is taken under subsection (a) only if at the end of the time stated in the Notice: (i) the affirmative votes in writing for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the governing council members then in office were present and voted, and (ii) no governing council member has delivered to the corporation a written demand (other than a demand that has been revoked pursuant to subsection (e)) that such action not be taken without a meeting. Unless the Notice specifies a different effective date, action taken pursuant to this section is effective at the end of the time stated in the Notice.

(d) An governing council member's right to demand that action not be taken without a meeting is waived unless the governing council member delivers such a demand in writing to the corporation prior to the time stated in the Notice and does not revoke such demand pursuant to subsection (e).

(e) Any governing council member who has voted, abstained, or demanded that action not be taken without a meeting pursuant to this section may revoke such vote, abstention, or demand by delivering a writing to that effect to the corporation prior to the time stated in the Notice.

(f) All communications transmitted pursuant to this section may be transmitted or received by mail or by electronically transmitted facsimile, e-mail, or other form of wire or wireless communication and must be in a form sufficient to identify clearly and unconditionally (i) the governing council member, (ii) the governing council member's vote, abstention, demand, or revocation, and (iii) the proposed action to which such vote, abstention, demand, or revocation relates. For purposes of this section, communications to the corporation are not effective until received. Any communication which fails to comply with this subsection shall be deemed to be a failure to respond.

(g) Action taken pursuant to this section has the same effect as action taken at a meeting of the governing council or committee and may be described as such in any document.

(h) All writings necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the governing council.

In addition to the foregoing, any action required or permitted to be taken at a meeting of the governing council or any committee thereof may be taken without a meeting in any other manner permitted by the Act.

Section 2.12 Committees. By one or more resolutions adopted by the vote of a majority of the governing council members present in person at a meeting at which a quorum is present, the governing council may designate from among its members one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the governing council, except as prohibited by

the Act. The delegation of authority to any committee shall not operate to relieve the governing council or any member of the governing council from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the governing council unless the governing council or the committee itself determines otherwise.

Section 2.13 Advisory Boards. The governing council may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the governing council shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the governing council. An advisory board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the governing council; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also governing council members, such committee or advisory board may not exercise any power or authority reserved to the governing council by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the governing council or the president of the corporation.

Section 2.14 Duty to Report. Whenever the governing council forms an advisory board, committee, auxiliary, or other bodies composed of such members, the governing council shall report the body's creation and stated purpose to the next presbytery assembly.

### ARTICLE III.

#### OFFICERS AND AGENTS

Section 3.1 Designation and Qualifications. The elected officers of the corporation shall be a president/chair, a secretary and a treasurer. The governing council may also appoint, designate or authorize such other officers, assistant officers and agents, including a vice president, an executive director/chief operating officer, a chief financial officer, a controller, assistant secretaries and assistant treasurers, as it may consider necessary or useful. All officers must be an governing council member. All officers must be natural persons who are eighteen years of age or older.

Section 3.2 Election. The officers shall be elected at the annual meeting of the presbytery. If the election of officers shall not be held at or in conjunction with such meeting, such election shall be held as soon as convenient thereafter.

Section 3.3 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the governing council or these bylaws, except

that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) President/Chair. The president shall, subject to the direction and supervision of the governing council: (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the governing council; (iii) see that all resolutions of the governing council are carried into effect; and (iv) perform all other duties incident to the office of president and as from time to time may be assigned to such office by the governing council.

(b) Secretary. The secretary shall (i) keep the minutes of the proceedings of the governing council and any committees of the governing council; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the president or by the governing council. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(c) Treasurer. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the governing council; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the governing council statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (v) upon request of the governing council, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the governing council. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

#### ARTICLE IV.

#### FIDUCIARY MATTERS

##### Section 4.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each incorporator, governing council member, officer, employee and volunteer of the corporation while they are serving in that capacity and after they no longer serve in that capacity to the fullest

extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this section. The corporation shall pay for or reimburse reasonable expenses incurred by any person identified above who is a party to any proceeding in advance of final disposition of the proceeding to the extent permitted under the laws of the State of Colorado. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this section to the fullest extent permissible under the laws of the State of Colorado. Any amendment, alteration or repeal of this section that adversely affects the rights of an indemnitee shall be prospective only and shall not affect any such right with respect to any occurrence or alleged occurrence of any act or omission that occurred before such amendment, alteration or repeal.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

#### Section 4.2 General Standards of Conduct for Governing Council Members and Officers.

(a) Discharge of Duties. Each governing council member shall discharge his or her duties as an governing council member, including the his or her duties as a member of a committee of the governing council, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the governing council member or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, an governing council member or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the governing council member or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the governing council member or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of an governing council member, a committee of the governing council of which the governing council member is not a member if the governing council member reasonably believes the committee merits confidence. An governing council member or officer is not acting in good faith if the governing council member or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

(c) Liability to Corporation. An governing council member or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as an governing council member or officer, as the case may be, if, in connection with such action or omission, the governing council member or officer performed the duties of the position in compliance with this section. An governing council member who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the governing council member did not perform the governing council member's duties in compliance with the general standards of conduct for governing council members set forth in this Article. An governing council member who is liable under this subsection for an unlawful distribution is entitled to contribution: (i) from every other governing council member who could be liable under subsection (a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

(d) Governing Council Member Not Deemed to Be a "Trustee." An governing council member, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 4.3 Loans to Governing Council Members and Officers Prohibited. No loans shall be made by the corporation to any of its governing council members or officers. Any governing council member or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof. The advance of expenses by the corporation to any of its governing council members or officers in accordance with Section 7-129-104 of the Colorado Revised Statutes shall be deemed not to be a loan prohibited by this section.

Section 4.4 Compensation.

(a) Permissible Compensation. Except as set forth in this section, governing council members shall not receive compensation for their services as such; however, the reasonable expenses of governing council members of attendance at governing council meetings may be paid or reimbursed by the corporation. In addition, governing council members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any non-governing council member capacity. Also, no officer shall be prevented from receiving reasonable compensation by reason of the fact that the officer is also an governing council member.

(b) Compensation. The compensation, if any, of each officer shall be as determined from time to time by the governing council, or by an officer or a committee to which such authority has been delegated by the governing council pursuant to procedures designed, to the extent reasonably practical, to create a rebuttable presumption of reasonableness with respect to such compensation pursuant to Treasury Regulation § 53.4958-6. No governing

council member who is receiving compensation from the corporation in any capacity or whose compensation is being voted upon by the governing council shall be entitled to vote on any determination of compensation. Further, in no event shall payment of compensation (or payment or reimbursement of expenses) be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 4.5 Policies. The governing council may adopt policies regarding the management of the corporation's affairs and/or the exercise of corporate powers, provided that such policies shall be subject to the provisions of the Act, the articles of incorporation and these bylaws. Such policies may delegate to the president or to any other person or persons specific corporate authority, including, without limitation, authority to: (a) enter into any contract or execute any instrument in the name of and on behalf of the corporation; (b) manage corporate funds; (c) maintain corporate records; and (d) indemnify governing council members, officers, employees and/or agents of the corporation. Such policies may also circumscribe any such delegated authority and/or establish performance standards for any such persons with respect to the exercise of such authority or the management of the affairs of the corporation.

(a) Fiscal Year. The fiscal year of the corporation shall be as established by the governing council.

(b) Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

(c) Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the governing council, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

(d) Surety Bonds. The governing council may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the governing council, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

## ARTICLE V.

### RECORDS OF THE CORPORATION

Section 5.1 Minutes, Etc. The corporation shall keep as permanent records minutes of all meetings of the voting members and governing council, a record of all actions taken by the members or governing council without a meeting, a record of all actions taken by a committee of the governing council in place of the governing council on behalf of the corporation, and a record of all waivers of notices of meetings of the members and of the governing council or any committee of the governing council.

Section 5.2 Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

1. The articles of incorporation;
2. These bylaws;
3. Resolutions adopted by the governing council relating to voting and non-voting members;
4. The minutes of all meetings of the voting members, and records of all action taken by the members without a meeting, for the past three years;
5. All written communications within the past three years to the voting members generally as the members;
6. A list of the names and business or home addresses of the current governing council members and officers;
7. A copy of the most recent corporate report delivered to the Colorado Secretary of State;
8. All financial statements prepared for periods ending during the last three years;
9. The corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
10. All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Section 5.3 Records In Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 5.4 Transparency. Consistent with the *Constitution*, all records of the presbytery and its governing council shall be made available to any session member of the presbytery upon request.

## ARTICLE VI.

### AMENDMENT OF CONSTITUTION AND BYLAWS

Section 6.1 Constitution. The *Constitution* may be amended only as set forth in the *Form of Government*.

Section 6.2 Bylaws. Subject to the specific requirements for amendment of certain provisions as set forth herein and the requirements of the Act, provisions of these bylaws may be amended by action of the presbytery; provided, however, that no such amendment shall be inconsistent with the *Constitution*.

## ARTICLE VII.

### MISCELLANEOUS

Section 7.1 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.2 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 7.3 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

**ECO PRESBYTERY OF THE GREAT LAKES**  
**CONSTITUTION AND BYLAWS CERTIFICATE**

The undersigned certifies that he or she is the Secretary of ECO Presbytery of the **Great Lakes**, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Constitution and Bylaws of said corporation.

Dated: March 15, 2014

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**[Insert Name]**, Secretary