

Life in Christ
Christian Reformed Church

By-Laws

November 2025

Contents

1. NAME, PURPOSE AND DEFINITIONS.....3

2. FUNDAMENTAL PRINCIPLES4

3. CORPORATE & CHURCH GOVERNANCE.....4

4. CHURCH COUNCIL & RULES OF THE BOARD OF DIRECTORS6

5. DUTIES OF THE BOARD OF DIRECTORS & VACANCIES.....9

6. DUTIES OF OFFICERS & VACANCIES10

7. MEMBERS.....13

8. FINANCES & PROPERTY15

9. CONFLICT OF INTEREST POLICY16

10. INDEMNIFICATION19

11. DISSOLUTION.....21

1. NAME, PURPOSE AND DEFINITIONS

1.1. The name of this organization is Life in Christ Christian Reformed Church, which is also referred to in these By-Laws as “LIC,” “Church,” or “Corporation.”

1.2. The purpose of this Corporation shall be as follows:

1.2.1. To act and operate exclusively as a non-profit corporation and member church of the Christian Reformed Church in North America and pursuant to the laws of the State of Utah;

1.2.2. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Revised Nonprofit Corporation Act, as amended and supplemented; and,

1.2.3. To solicit and receive contributions, purchase, own, lease and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”

1.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other private individual or person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for necessary services rendered to it, to reimburse persons incurring reasonable expenses on its behalf, and to make payments and distributions in furtherance of the purposes set forth herein, provided that no payments may be made to a “disqualified person” as that term is defined for purposes of Section 4941 of the Internal Revenue Code.

1.4. The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

1.5. The Corporation shall not engage in self-dealing defined in Section 4941(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

1.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended, or corresponding

provisions of any subsequent federal tax laws.

1.7. The Corporation shall not make any investments in such manner so as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

1.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

1.9. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

2. FUNDAMENTAL PRINCIPLES

This Corporation is a corporate church body and a member church of the Christian Reformed Church in North America that recognizes the following as the fundamental principles of doctrine and government: (a) the Bible as the inspired and infallible Word of God and the only rule for faith and life and (b) the formulas of unity of the Christian Reformed Church in North America, namely: The Belgic Confession, The Heidelberg Catechism, and the Canons of Dort, and any amendments or additions as the Synod of the Christian Reformed Church in North America ("Synod") may adopt. This Corporation shall endeavor to follow and comply with the Church Order of the Christian Reformed Church in North America as has been last adopted ("**CRC Church Order**"), and the requirements of the CRC Church Order shall be followed with respect to ecclesiastical matters pertaining to the Church and its Members.

3. CORPORATE & CHURCH GOVERNANCE

3.1. Subject to the authority of the Members to vote on certain matters as detailed below, the Church shall be governed by a voting Board of Directors consisting of a minimum of three (3) directors and a maximum of ten (10) directors, with the exact number to be set by the Board of Directors, which when so set shall constitute an amendment to these bylaws. The Board of Directors may also approve by majority vote the appointment of non-voting ex-officio Directors. The Board of Directors is also known as the "Church Council" or "Council." All Council members (i.e., members of the Board of Directors) and officers of the Church must be members in good standing of LIC.

3.2. The officers of LIC shall consist of a President, a Vice President, a Secretary, and a Treasurer elected by majority vote of the Board of Directors. One person

may hold any two offices, except that no person may simultaneously hold the offices of president and secretary, president and vice president, or president and treasurer. The officers shall also serve on the Board of Directors and be elected by the Board of Directors annually in January of each year to serve one-year officer terms. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal. The President may appoint such additional officers as needed to carry out the business of the Board of Directors. Such officers shall be approved and voted in by the sitting Board of Directors.

3.3. The Executive Committee shall be composed of the President, Vice President(s), Secretary and Treasurer. This committee shall have authority to:

- 3.3.1. Administer, control and operate the affairs of LIC at times other than during meetings of the Board of Directors.
- 3.3.2. Make recommendations regarding substantive policy of LIC, and such recommendations to be brought before the Board of Directors at the next regularly scheduled meeting.
- 3.3.3. Implement directives and policies of the Board of Directors.
- 3.3.4. Initiate investigations and conduct negotiations on matters affecting LIC.
- 3.3.5. Execute contracts for and on behalf of LIC as authorized by the Board of Directors.
- 3.3.6. Direct the President to undertake the powers, duties and responsibilities as designated in the By-Laws.

3.4. The principal office of the Corporation shall be located in Salt Lake City, Utah. The address of the principal office may be changed from time to time by the Board of Directors.

3.5. **Annual Requirements**. In addition to any other annual requirements required under these By-Laws, each year the following actions pertaining to the Corporation shall take place and/or be completed as follows:

- 3.5.1. The Treasurer shall prepare a proposed annual budget for the Corporation including details as required by the Board of Directors, and the Treasurer shall deliver such proposed annual budget to the Board of Directors not later than October 31.

3.5.2. The Board of Directors, in a regular or special meeting to occur not later than November 30, shall review and discuss the proposed annual budget provided by the Treasurer, and the Board of Directors shall make any changes to the proposed annual budget as agreed to by majority vote of the Board of Directors in attendance at such meeting. After approval of the finalized proposed annual budget, the President, Treasurer, or Secretary shall publish the proposed annual budget to the Members of the Church (which may be in electronic and/or paper format as may be decided in the President's discretion), and in the same published communication to the Members, the Members shall be notified of the scheduled date of the annual meeting of the Members of the Church in which the proposed annual budget shall be subject to approval by a vote of the Members in attendance at such meeting.

3.5.3. In the scheduled annual congregational meeting of the Members, which shall be held not later than December 31, the President shall preside over the meeting and as a required topic of the meeting (in addition to any other meeting topics placed on the meeting agenda by the President), the proposed annual budget shall be orally summarized by the President and/or the Treasurer, and the Members of the Church shall be afforded opportunity to ask questions about and provide comments about the proposed annual budget. The proposed annual budget shall then be considered ready for affirmation by the Members to be conducted by paper ballot, and not by voice vote. If a majority of the Members do not affirm the proposed annual budget, then the President shall have authority to reopen discussion regarding the proposed annual budget or recess the meeting to allow the Board of Directors time to further consider the annual budget.

4. CHURCH COUNCIL & RULES OF THE BOARD OF DIRECTORS

4.1. Church Council & LIC Board of Directors

4.1.1. The Council shall be comprised of the Church's minister(s), elders, and deacons.¹ The Council shall provide the congregation with an opportunity to nominate potential elders and deacons. The Council will then prepare a slate of candidates for the office of elder and deacon to be presented to the congregation at a congregational meeting, providing two

¹ As noted in subsection 4.1.2 below, elders and deacons serving on the Council (who serve as members of the Board of Directors) shall be appointed to serve for up to three-year terms. In contrast, as noted above in Section 3.2, the terms for appointed officers (i.e., President, Vice-President, Secretary, and Treasurer) shall be for annual one-year terms.

weeks' notification prior the meeting. It will be considered a best practice, but not required, to provide nomination of at least one additional candidate more than the vacancy being filled. Elders and deacons will be selected on a vote at the congregational meeting by a majority of the members present or voting via absentee ballot.

4.1.2. Members of the Board of Directors shall be all the persons serving on the Council, and, subject to the requirements of Section 3.1 above, shall serve for terms of up to three years. Each director shall hold office until his or her term expires and thereafter until his or her successor shall have been elected and qualified, or until earlier death, resignation or removal. Any director elected in a special election shall serve a term lasting not more than the remaining term of the replaced director. Any director may be re-elected. Board members may be nominated and approved when their term expires or when a vacancy exists. All Board members (except the minister(s) consistent with the letter of call) will serve without compensation specifically with respect to a Board member's service as a Board member. The Treasurer, performing his or her officer duties as Treasurer, may be paid compensation as determined by the Board.

4.1.3. Any director may resign at any time by giving written notice to the President. A director'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. Any vacancy occurring in the Board of Directors shall be filled consistent with Church Order. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.1.4. All appointments, delegations of authority and committees shall be solely reportable to the director or group of directors creating them and shall have no authority that contradicts these By-laws or the Articles of Incorporation.

4.2. Meetings: The Board of Directors shall hold its regular meeting on a predetermined day each month, unless prior notice of a change is given by the President. Special meetings may be called by the President by giving no less than three (3) calendar days' written notice to all Board Members indicating the date, time and location. Meetings may be conducted through any means of communication by which all persons participating in the meeting may hear each other during the meeting (including, but not limited to via telephone, audio conferencing, and/or video conferencing with audio) and all such persons participating are to be considered "present" for the meeting. Special meetings of the Board of Directors may be called by or at the request of the President or a

majority of the Board of Directors. The President may fix any place in Salt Lake County, Utah for holding any special meeting of the board.

- 4.3. Removal of Board Members: Any Board Member or ex-officio Board Member may be removed from the Board for failure to attend three meetings within any 12-month period without cause. The Board of Directors may terminate the membership of any Board Member for good cause. "Good cause" shall include, but shall not be limited to, the act or omission of the Board Member determined by the Board in its complete, absolute, and unreviewable discretion to be detrimental to the Corporation (i.e., Life in Christ Christian Reformed Church) or otherwise not in the best interest of the Corporation. Removal requires a two-thirds (2/3) majority vote of the Board of Directors not including the Board Member subject to removal.
- 4.4. Amendments to By-Laws: All By-Law changes and new By-Laws shall take effect after a two-thirds (2/3) majority vote of the Board of Directors. Before any such amendment shall become effective, the Directors shall obtain an affirmative vote of at least two-thirds of the Members of the Church who are present and entitled to vote at a meeting specially called for that purpose, of which notice has first been given as provided for under paragraph B of Article VII of the Articles of Incorporation.
- 4.5. Amendments to Articles of Incorporation: All Amendments to the Articles of Incorporation shall take effect after a two-thirds (2/3) majority vote of the Board of Directors. Before any such amendment shall become effective, the Directors shall obtain an affirmative vote of at least two-thirds of the Members of the Church who are present and entitled to vote at a meeting specially called for that purpose, of which notice has first been given as provided for under paragraph B of Article VII of the Articles of Incorporation.
- 4.6. Quorum: A quorum shall be no fewer than one-half of the number of directors in office immediately before a meeting of the Board of Directors begins. At each meeting of Directors at which a quorum is present, action taken shall be by majority vote. A Director who is present at a meeting and abstains from a vote is considered to be present for the purpose of determining the quorum.
- 4.7. Voting: Voting at any Board Meeting is limited to duly elected and appointed members of the Board of Directors. Ex-officio Directors shall not be allowed to vote.
- 4.8. Unanimous Written Consent In Lieu of a Meeting: The Board may take action without a meeting if written consent to the action is signed by all of the directors. Written consents may be returned by any means, including by electronic mail.

5. DUTIES OF THE BOARD OF DIRECTORS & VACANCIES

5.1. Subject to the voting rights of the Members of the Church, the members of the Board of Directors shall have the following duties:

5.1.1. Establish, promote, adopt and enforce the Articles of Incorporation, By-Laws, Rules, Regulations, Policies and decisions of the Church.

5.1.2. Supervise the Church's finances.

5.1.3. Review and either accept or reject the participation of Church members and other parties in Church-sponsored committees and activities.

5.1.4. Sit in review with regard to determination of the interpretation and construction of the Church's Rules and Regulations, including but not limited to those contained in the CRC Church Order. The decision of the Board of Directors is a final determination and is not subject to further review.

5.1.5. Enact, amend, repeal and adopt Articles of Incorporation and By-laws as the Board of Directors deem necessary and advisable, and in accordance with the requirements of the Utah Revised Nonprofit Corporation Act, U.C.A. § 16-6a-101, *et seq.*, as amended.

5.1.6. Have jurisdiction over the actions of any individual participant in any Church committee or activity.

5.1.7. Establish committees and approve the participation and responsibilities of Church members or other third parties who work on any Church committees.

5.1.8. Determine the insurance coverage and amounts to be maintained by the Church and to instruct the Secretary and/or Treasurer to procure such insurance coverage.

5.1.9. Establish regulations not having the status of By-Laws for the conduct, operation and direction of Church-related activities, including but not limited to private or public events.

5.1.10. Undertake specific actions and approve and ratify recommendations, actions and contractual commitments of the Church.

6. DUTIES OF OFFICERS & VACANCIES

The officers of the Church shall carry out the following duties:

6.1. PRESIDENT

- 6.1.1. Interpret, construe, implement and enforce the Articles, By-Laws, Rules, Regulations and Policies of the Church.
- 6.1.2. Recommend policies and procedures for consideration by the Board of Directors.
- 6.1.3. Serve as Chairman of the Board of Directors, including preparing an agenda for each meeting of the Board.
- 6.1.4. Delegate responsibilities as needed to better manage the Church and accomplish its mission.

6.2. VICE PRESIDENT

- 6.2.1. Assist the President and complete duties as needed, including the chairing of Board meetings when the President is not present or otherwise unable to act.
- 6.2.2. Learn from the current President and prepare to serve a term as President if elected to do so.

6.3. SECRETARY

- 6.3.1. Maintain the Articles of Incorporation and By-Laws of the Corporation, and also maintain and distribute copies of any Rules & Regulations as needed.
- 6.3.2. Take minutes of every Board Meeting in order to describe the Board's discussions and reasons for actions taken, and maintain the minutes as a permanent record. Distribute a copy of the minutes of each Board Meeting to all Board Members for approval within five business days of every board meeting.
- 6.3.3. Handle all official correspondence of the Church.

- 6.3.4. Supervise the membership role of the Church, including the maintenance of a database of all persons holding active membership in the Church.

6.4. TREASURER

- 6.4.1. Control all financial matters relating to the Church under the authority of the Board of Directors.
- 6.4.2. Supervise preparation of the annual budget.
- 6.4.3. Receive and distribute money as described in these By-Laws.
- 6.4.4. Report at each meeting of the Board of Directors the overall financial condition of the Church, including but not limited to a summary report of the current cash balance(s) and the income and expenses incurred since the previous board meeting. Such reports shall be completed with the information currently available to the Treasurer no later than the fifteenth (15th) day of each month and copied to the President and Vice President.
- 6.4.5. Acquire and administer all insurance policies as prescribed by the Board of Directors.
- 6.4.6. Maintain the monthly financial statement of the Church.
- 6.4.7. Deposit all income to the appropriate Church bank accounts.
- 6.4.8. Record all purchases, orders, expenditures and funds transfers.
- 6.4.9. Maintain a current financial status of the Church's bank account and advise the President of cash availability at each Board Meeting.

6.5. BOOKS & RECORDS OF CORPORATION

- 6.5.1. The Corporation, through its officers, will keep correct and complete books and records of account.
- 6.5.2. The books and records include:
 - 6.5.2.1. A current roster of all the Members of the Church.

6.5.2.2. A copy of all documents filed with the Utah Division of Corporations relating to the Corporation, including but not limited to the Articles of Incorporation, and any amendment or restatement thereof, and statement of change of registered office or registered agent.

6.5.2.3. A copy of all By-laws, including these By-Laws, and any amended versions or amendments to them.

6.5.2.4. Minutes of the proceedings of the Board, and committees having any of the authority of the Board.

6.5.2.5. A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.

6.5.2.6. A financial statement showing the Corporation's statement of finances, inclusive of a balance sheet, statement of financial activities, changes in fund balances, and a statement of functional expenses for each of the three most recent fiscal years.

6.5.2.7. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

6.5.2.8. Details about all Corporation electronic accounts, including but not limited to bank accounts, online accounts, social media accounts, and all other accounts requiring user names, passwords, and/or account numbers.

6.5.2.9. A copy of the Church's most recent Mission/Vision Statement (i.e., ministry plan).

6.5.3. Electronic copies of the books and records required by this Section 6.5 shall also be maintained by the Corporation and shall be transferred between officers whenever there is a transition of authority.

6.5.4. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time.

6.6. OFFICER VACANCIES

6.6.1. Any officer may resign at any time, subject to any rights or obligations between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. An officer'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. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term. If without reasonable advance notice the President or Treasurer resigns, cannot be contacted, or becomes incapacitated, the Board of Directors shall meet as soon as possible and act to appoint at least one other director to temporarily assume and execute the duties of President or Treasurer (but not the actual office) on an emergency basis until the status of the President or Treasurer can be determined and a determination by the Board can be made about whether the President or Treasurer can or will continue in office.

6.7. REMOVAL FROM OFFICE

- 6.7.1. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board not including the Officer subject to removal, and in accordance with the CRC Church Order, may terminate the appointment and authority of any Officer for good cause. Good cause shall include, but shall not be limited to, the act or omission of the Officer determined by the Board in its complete, absolute, and unreviewable discretion to be detrimental to the Church or otherwise not in the best interest of the Church.

7. MEMBERS

- 7.1. MEMBERS: The Corporation shall have members with limited voting rights. The business, by-laws, policies, and procedures of the Corporation shall be determined by its Board of Directors and Officers as provided for in these By-Laws.
- 7.2. MEMBERSHIP: Membership in the Church shall be subject to the requirements of the CRC Church Order. The Board shall have sole authority to determine and apply the requirements for membership. The Board shall have complete, absolute, and unreviewable discretion in determining whether or not to accept any person for membership and shall be entitled to decline the request of any person whose membership it finds does not qualify under the standards for membership established in the CRC Church Order or which would not be in the best interests of the Church.
- 7.3. TERMINATION OF MEMBERSHIP: The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, and in accordance with the CRC Church Order, may terminate the membership of any Member who becomes ineligible for membership as determined by the Board in its complete, absolute, and unreviewable discretion.

- 7.4. VOTING RIGHTS OF MEMBERS: The Members have the right to vote on the following topics pertaining to the Church. In the following paragraphs, the “Members present” is defined as Members in good standing who are either present for the meeting or have submitted an approved absentee ballot prior to the meeting.
- 7.4.1. Amendment of the Corporation’s By-Laws, with an affirmative vote of at least two-thirds (2/3rds) vote of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve amendments.
- 7.4.2. Amendment of the Corporation’s Articles of Incorporation, with an affirmative vote of at least two-thirds (2/3rds) vote of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve amendments.
- 7.4.3. Purchase of real property, sale or conveyance of real property, mortgage of real property, lease of real property, or fixing of salaries, with an affirmative simple majority vote (i.e., greater than 50%) of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve such matters.
- 7.4.4. Approval of the annual Church budget with an affirmative simple majority vote (i.e., greater than 50%) of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve such matters.
- 7.4.5. Selection and/or affirmation of elders and deacons with an affirmative simple majority vote (i.e., greater than 50%) of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve such matters.
- 7.4.6. Approval to extend a call to a pastor of the Church with an affirmative two-third (2/3) majority vote of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve such matters.
- 7.4.7. Approval of additional Church expenditures beyond those in the approved annual budget or in approved designated funds, when the

magnitude of the additional Church expenditures exceeds an amount greater than five percent (5%) of the annual budget with an affirmative simple majority vote (i.e., greater than 50%) of the Members who are present and entitled to vote at a meeting specially called for that purpose.

7.4.8. Dissolution of the Church (i.e., the Corporation), with an affirmative vote of at least two-thirds (2/3rds) vote of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve dissolution, with dissolution being in accordance with and subject to the terms provided below in Article 11.

7.4.9. Consensual division of the Church congregation, with an affirmative simple majority vote (i.e., greater than 50%) of the Members who are present and entitled to vote at a meeting specially called for that purpose required to approve such matters.

8. FINANCES & PROPERTY

8.1. Documentation for expenses incurred and receipts of fees, income or offerings (collectively a/k/a “donations”) shall be kept as records of the Church.

8.2. All money and assets, real and personal, obtained by the Church, whether through donations, fundraising, or other sources, shall and are deemed to be the property of the Church and to be held, invested and distributed subject to the provisions of these By-Laws. Except as expressly provided under this Article 8, all real and personal property shall be held exclusively in furtherance of the purposes of this Corporation as a member church of the Christian Reformed Church in North America and in furtherance of the principles of doctrine and ecclesiastical government outlined under Articles 2 and 3 of these By-Laws and interpreted by the Classis of which the Church is a member (the “Classis”), subject to review on appeal by Synod, consistent with the CRC Church Order.

8.3. No sale, mortgage, or conveyance shall be made of any gift, grant, donation, conveyance, or bequest which would be inconsistent with the express terms or plain intent of the grant, donation, gift, conveyance, or bequest.

8.4. All money deposited by the Church shall be held for the sole and exclusive use of the Church.

8.5. All other property and assets secured or obtained by the Church, real and personal, shall be held in the name of the Church.

- 8.6. Money and assets of the Church shall be invested by the Treasurer as directed from time to time by the Board of Directors so as to obtain a reasonable rate of return consistent with the objectives of the Church and prudent financial practice.
- 8.7. Disbursement of Church funds via check in any amount shall require the signatures of two members of the Board of Directors. Disbursement of Church funds may be made by EFT (Electronic Funds Transfer) by any authorized signer.
- 8.8. Disbursement of funds, other than for the regular payroll, must be reported to the Board of Directors and approved in advance by the Board of Directors if the amount to be disbursed exceeds \$10,000. The Council is authorized to disburse funds in accordance with terms of the annual budget that remain under the budgeted amounts.
- 8.9. All disbursements, whether petty cash, or by check or EFT, require an invoice or receipt for funds disbursed, without exception.
- 8.10. The Treasurer will show the status of the Church accounts at each Board meeting and the items having been purchased along with any future purchases. Account and transaction details will be updated by no later than the fifteenth (15th) day of each month and made available for inspection by the Board using a secure online depository such as Drop Box.

9. CONFLICT OF INTEREST POLICY

9.1. Purpose. The purpose of this conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the Corporation (i.e., the Church) or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This policy is subject to the mandatory provisions of the Utah Revised Nonprofit Corporation Act, U.C.A. § 16-6a-101, *et seq.* as amended pertaining to conflicts of interest.

9.2. Definitions.

- 9.2.1. *Interested Person.* Any Director (including ex-officio Directors), officer, or member who has a direct or indirect financial interest, as defined below, is an interested person.

9.2.2. *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

9.2.2.1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

9.2.2.2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement (including serving as a vendor, employee or independent contractor), or

9.2.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

9.2.2.4. The term “compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

9.3. Procedures for Dealing with a Conflict of Interest.

9.3.1. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

9.3.2. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

9.4. Procedures for Addressing the Conflict of Interest.

9.4.1. An Interested Person may make a presentation at the Board meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

9.4.2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

9.4.3. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

9.4.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

9.5. Violations of the Conflict of Interest Policy.

9.5.1. If the Board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

9.5.2. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.6. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

9.6.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

9.6.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion,

including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.7. Compensation.

9.7.1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

9.7.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

9.7.3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

10. INDEMNIFICATION

10.1. Indemnification of Directors, Officers, Etc. The Corporation hereby declares that any person who serves at its request as a director, officer, employee, or member of any committee shall be deemed the Corporation's agent for the purposes of this Article and shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, lawsuit or proceeding, whether civil, criminal, administrative or investigative, by reason of such service for the Corporation, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The determination of whether a person is entitled to indemnification under this Article shall be made in the specific case based on the circumstances of the case and in light of the applicable standard of conduct. Except as provided in Section 10.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best

interests of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his or her conduct was unlawful.

- 10.2. Indemnification Against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 10.1 shall have been adjudged to be liable to the Corporation, or derived an improper personal benefit, whether or not involving action in his or her official capacity, in which proceeding he or she was adjudged liable on the basis that he or she derived an improper personal benefit, unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.
- 10.3. Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 10.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.
- 10.4. Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under Utah law, the Utah Revised Nonprofit Corporation Act, U.C.A. § 16-6a-101, et seq. as amended, the Corporation's Articles of Incorporation, any agreement, any other provision of these bylaws, a vote of disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.
- 10.5. Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit to the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of

indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

10.6. Insurance. The Corporation shall purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

10.7. Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

11. DISSOLUTION

Upon the dissolution of this Corporation, its property and assets shall be applied and distributed as follows and in a manner in accordance with law as follows:

11.1. All liabilities and obligations of this Corporation shall be paid, satisfied, and discharged or adequate provisions made thereof; and,

11.2. Any remaining assets shall be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent future internal revenue tax code, and in accordance with the CRC Church Order.

11.3. **In the event of the dissolution of this Corporation**, with “dissolution” having meaning consistent with the definition of the term “dissolution” in Chapter 6a of Title 16 of the Utah Revised Nonprofit Corporation Act (the “Act”) as amended, the Corporation's remaining assets, if any, after the payment of its debts and expenses, shall be conveyed as the Board of Directors may propose

and as the affirmative vote of at least two-thirds (2/3rds) majority of the members shall determine, subject to each of the following:

- 11.3.1. The Classis must approve the disbanding of this Church and the dissolution of this Corporation;
 - 11.3.2. The Board of Directors shall receive the advice of the Classis in formulating its proposal for property distribution;
 - 11.3.3. The vote of the members shall be in accordance with the provisions of Section 7.4 of these By-Laws; and
 - 11.3.4. All remaining assets must be distributed only to one or more organizations which qualify as exempt organizations under Section 501(c)(3) of the Code.
- 11.4. **In the event of consensual division of the Church congregation**, with “consensual division” meaning that a majority of the Members of this Church consensually agree to divide this Church, with the consent of the Classis, into two (2) or more member churches of the Christian Reformed Church in North America, then all real and personal property of this corporation shall be distributed as a majority vote of the Members determines in accordance with the provisions of paragraph B of Article VII of the Articles of Incorporation.
- 11.5. **In the Event of irreconcilable division of the Church congregation**, with “irreconcilable division” meaning that the Classis (or Synod on appeal) determines that an irreconcilable division (schism) has occurred within this Church, the confessing members of this Church who, according to the exclusive determination of the Classis (or Synod on appeal), remain true to the purposes of this Church as a member church of the Christian Reformed Church in North America and the principles of doctrine and ecclesiastical government outlined under the Church’s Articles of Incorporation shall be the lawful congregation of this Church and shall have the exclusive right to hold and enjoy the real and personal property of this Church. Nothing in this Section 11.5 shall prevent the Classis (or Synod on appeal) from determining, in keeping with the scriptural injunction of 1 Corinthians 6, that more than one group of confessing Members of this Church are each a lawful congregation and dividing the real and personal property between the groups of Members as Classis (or Synod on appeal) may determine. Classis (or Synod on appeal) also shall have the exclusive discretion to determine the circumstances which may warrant the division of the real and personal property between a group or groups of former Members who choose not to remain in ecclesiastical fellowship with the Christian Reformed Church in North America.

**CONSENT OF DIRECTORS OF
LIFE IN CHRIST CHRISTIAN REFORMED CHURCH**

The undersigned, being the directors of the above named non-profit Corporation,
do hereby consent to the adoption of the foregoing bylaws.

DATED EFFECTIVE THIS ____ day of _____, 2025.

President _____

Director _____

Director _____

Director _____

Director _____

Director _____
