

Constitution and Bylaws of Sonoma Springs Covenant Church

PREAMBLE

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service. This document, which is in harmony with the above preamble, is the Constitution of the Sonoma Springs Evangelical Covenant Church of Las Cruces, New Mexico.

ARTICLE I: Name

The name of this church shall be the Sonoma Springs Evangelical Covenant Church of Las Cruces, New Mexico.

ARTICLE II: Affiliation

The church is a member of the Evangelical Covenant Church (ECC) and its Mid South Conference (MSC). It is pledged to work in harmony with the ECC and MSC, and to faithfully support the mission, ministries, and policies of each.

ARTICLE III: Confession of Faith

We believe in the Holy Scriptures, the Old and New Testament, as the Word of God and the only perfect rule for faith, doctrine, and conduct.

ARTICLE IV: Purpose

We covenant to cultivate a community of worship committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, we covenant to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ-- evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

ARTICLE V: Membership

Membership in the church is granted to those who, through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations as provided in the Bylaws.

Children at 14 years of age may apply for membership as provided in the Bylaws.

A member who is known to err in doctrine or conduct shall be counseled according to the procedure outlined in Matthew 18:15-18 and Galatians 6:1. A member remaining in gross error in doctrine or conduct may be dismissed by a two-thirds vote of all current Leadership Team members as provided by the Bylaws. Such action may be appealed by the member to the congregation for consideration at the next congregational meeting.

ARTICLE VI: Marriage

God created humans male and female, complementing each other in form, and provided for the marriage relationship in which a man and a woman may become one. A publicly declared and binding marriage between one woman and one man is the one appropriate place for sexual intercourse. Those who follow Jesus Christ as their Lord and Savior are called to live their lives in heterosexual marriage, faithfulness in heterosexual marriage, and abstinence outside of heterosexual marriage, and to reject all forms of sexual immorality. Sonoma Springs Covenant Church shall uphold and promote in every action the God decreed principles of heterosexual marriage between one man and one woman, faithfulness within heterosexual marriage, and abstinence outside of heterosexual marriage, and shall not authorize, approve, promote or support any conduct contrary to those principles.

ARTICLE VII: Governance

The authority of the government of this church is vested in its membership acting through duly called congregational meetings. The management, administration and oversight of business and

spiritual affairs are delegated by the congregation to a leadership team as delineated below. All elected leadership as specified below shall be members of the church.

ARTICLE VIII: Officers

The officers of the church shall be a chair, a vice-chair, a secretary, and a financial officer. All officers shall be members of the Leadership Team. The members of the Leadership Team shall also be the Trustees of the Corporation.

ARTICLE IX: The Leadership Team

The Leadership Team shall be comprised of not less than 5 nor more than 9 members, one of whom shall be the Lead Pastor, and shall be responsible for building, maintaining and overseeing the spiritual welfare of the congregation and for directing and overseeing all ministries and business affairs of the church.

Leadership Team members, with the exception of the Lead Pastor, shall be nominated by the Nominating Committee and elected for a term of three (3) years by a majority vote of those members voting at the annual meeting of the congregation or a meeting called for the purpose of electing Leadership Team members.

Leadership Team members shall not be elected for more than two consecutive terms. Any member of the church meeting the biblical standards of character and giftedness for church leaders may be nominated and elected to the Leadership Team.

A Leadership Team member may be removed from office by a 2/3 majority vote of congregational members voting at a meeting called for that purpose.

Vacancies created by resignation or removal may be filled by appointment through the 2/3 majority vote of the Leadership Team.

A Leadership Team member appointed to serve an unexpired term of less than half the remaining term shall not be precluded from being elected thereafter to two full consecutive terms.

Notice of meetings shall be given to all Leadership Team members and the Lead Pastor at least three (3) days prior to the time set for the meeting by means reasonably calculated to give actual notice to members of the Leadership Team.

The 3-day notice may be waived by the 2/3 vote of the entire Leadership Team in the event of an emergency occurrence that disrupts the normal functioning of the church body.

The Leadership Team shall not meet without notifying the Lead Pastor of the meeting and its purpose. A majority of Leadership Team members shall be required for a quorum.⁴

Action by the Leadership Team shall be taken in such a manner as to preserve the unity of the Spirit in the bond of peace.

ARTICLE X: Ministry Teams

Ministry Teams may be established by the Leadership Team to implement specific ministries of the church. The leader of a Ministry Team shall be approved by the Leadership Team in consultation with the pastor(s).

Ministry Team members may be selected by the Ministry Team leader.

The Leadership Team may remove a Ministry Team member.

The Leadership Team may appoint one of its members to be an ex officio member of any Ministry Team, who may also serve as that Ministry Team's leader.

ARTICLE XI: Pastoral and Ministry Staff

Section 1. Pastoral Qualifications.

Pastors of the church shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. The Lead Pastor shall be an ordained pastor in good standing with the Evangelical Covenant Church, or a licensed or credentialed pastor in process to be ordained in good standing with the Evangelical Covenant Church. A pastor shall be a member of the church by virtue of the call to serve the church.

Section 2. Call of Pastors.

The Lead Pastor shall be nominated by a pastoral search committee of five to nine members, composed of the Leadership Team chair and other members elected by the membership at a congregational business meeting. The Lead Pastor shall be called at a regular or special congregational business meeting, the purpose of which shall be given during Sunday worship services at least two (2) weeks prior to the meeting date and by any additional means reasonably calculated to give actual notice to members as determined by the Leadership Team. The Lead Pastor shall be called by written ballot with a two-thirds vote of members present and voting required for a call.

Additional staff members to hold ministerial credentials shall be called at a congregational business meeting by written ballot, with two-thirds vote required for call.

When the church receives aid from the conference and/or denomination through appropriations, all calls shall be with the approval of the Mid South Conference.

Section 3. Dismissal of Lead Pastor.

The dismissal of the lead pastor shall be by congregational vote at a special meeting called for that express purpose. Such an agenda item cannot be a part of, or added to, the agenda of any other meeting.

The congregational meeting for such a vote may be called by the 2/3 majority vote of the Leadership Team, or by a petition for such a meeting signed by 25% of the membership. The quorum for such a meeting shall be 50% of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor shall be allowed to speak to the matter.

The vote shall be by written ballot. A 2/3 majority vote of members present and voting is necessary to dismiss the lead pastor.

Section 4. Dismissal of Additional Pastors and Ministry Staff.

Additional pastors and ministry staff called by the congregation may be dismissed by the 2/3 vote of the Leadership Team. A meeting to overturn the action of the Leadership Team may be called through the request of the congregation, accomplished by a petition signed by 25% of the membership.

The quorum for such a meeting shall be 50% of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor or ministry staff member in question shall be allowed to speak to the matter. The vote shall be by written ballot. A 2/3 majority vote of members present and voting is necessary to overturn the action of the Leadership Team.

Section 5. Charges Against a Pastor.

Charges against a pastor of indiscretion, immorality, doctrinal error, unethical behavior, or disloyalty to the Evangelical Covenant Church shall be submitted in writing to the Leadership Team and the Mid South Conference superintendent. The matter shall thereafter be pursued according to the Rules and Regulations of the Board of Ordered Ministry of the Evangelical Covenant Church regarding discipline.

ARTICLE XII: Committees

Section 1. Nominating Committee.

The nominating committee shall consist of one Leadership Team member designated by the Leadership Team, the Lead Pastor or staff member designated by the Lead Pastor, and at least three members at-large elected for terms of two years by a majority of the members voting at a congregational meeting. The nominating committee shall be responsible for nominations to fill the offices of Leadership Team, the at-large members of the nominating committee, the at-large members of the mutual ministry committee, and any other positions as determined by the Leadership Team or the Congregation. The Leadership Team shall designate one of the committee members to serve as Chair.

Section 2. Mutual Ministry Committee.

The mutual ministry committee shall work toward a vital, healthy, mutually beneficial relationship between the congregation and the pastors and ministry staff. The mutual ministry committee shall be composed of the vice chair of the Leadership Team (who shall chair this committee), a member of the Leadership Team selected by the Leadership Team, and two congregational

members elected by the congregation at a congregational meeting. Elected at-large members shall serve a two year term and may not succeed themselves.

Section 3. Other Special Committees.

The Leadership Team or the congregation may establish a committee to address a specific task. The committee shall report back to the body which formed it unless otherwise instructed by its founding body. The committee shall terminate upon the completion of its task.

ARTICLE XIII : Congregational Meetings

Section 1. Annual Meeting

An Annual Meeting shall be held as near the first of the fiscal year as feasible. At the Annual Meeting, written progress reports shall be submitted by the pastor(s), ministry staff, officers, and ministry teams. Reports on an independent review of financial records shall be submitted by the treasurer for the church and each of its organizations. Election for offices shall be held. The church budget shall be submitted for action.

Section 2. Other Meetings

Other meetings may be called by the Leadership Team or by written request signed by 10% of the membership, unless otherwise noted in this Constitution.

Section 3. Notification of meeting.

Notice of all meetings shall be given during Sunday worship services at least two (2) weeks prior to the meeting date and by any additional means reasonably calculated to give actual notice to members as determined by the Leadership Team.

Section 4. Conduct of meeting.

The Chair of the Leadership Team or such other person as may be designated by the Leadership Team in the Chair's absence, shall serve as Chair of any meeting of the membership. Items as required by the Constitution and By-laws shall be submitted for congregational action.

Section 5. Voting.

Each member, and only members, shall be entitled to cast one vote on any matter at hand at any meeting of the membership. Such votes must be cast in person. Vote by proxy shall not be allowed. Voting shall be by written ballot for:

- A. call of lead pastor;
- B. call of additional pastors and credentialed ministry staff;
- C. dismissal of lead pastor;
- D. election of officers and Leadership Team when more than one person is nominated for an office or position;
- E. amendment of the Constitution or Bylaws;
- F. removal of an officer or Leadership Team member;

The method of voting for any other matter shall be in the discretion of the chair, except as otherwise decided by the membership, in accordance with the current edition of Robert's Rules of Order. All matters shall be decided by majority vote except as otherwise provided by the provisions of this Constitution and the Bylaws.

Section 6. Quorum.

Twenty percent of the membership shall constitute a quorum for the annual meeting, with a minimum of 20 members. Unless otherwise noted in these Bylaws, ten percent of the membership shall constitute a quorum for any other meeting, with a minimum of 20 members.

Section 7. Rules of order.

All congregational meetings of the church and of any other committees or organizations shall be conducted according to the current edition of Robert's Rules of Order, subject to the provisions of this constitution and Bylaws.

Section 8. Final voice.

The congregation reserves for itself final authority in any matter of its choice. A member may advance an item to the agenda of a congregational meeting by the majority vote of the membership at that meeting, providing that the item is not in conflict with other provisions of the constitution and by-laws. An item brought to the agenda in this way shall be decided by a majority vote of the membership, unless the item requires a different percentage as outlined elsewhere in the Constitution and Bylaws, in which case that percentage shall be used.

ARTICLE XIV: Assets of the Church

Section 1. Title

The Sonoma Springs Church Foundation shall hold title to the Church's assets for the benefit of the Sonoma Springs Evangelical Covenant Church.

Section 2. Acquisition

Assets acquired through budgetary provisions do not need additional congregational approval. Assets acquired beyond budgetary provisions, particularly land or facility acquisition, require the approval of the congregation by majority vote.

Section 3. Disputed Assets

In the event of schism within the church, in which there are competing claims to the assets by various factions of the membership, the Sonoma Springs Church Foundation shall hold the title of all church property, real or personal, on behalf of the group which abides by the constitution and bylaws, as determined by the executive board of the Mid South Conference.

Section 4. Assignment of Assets

No action for the sale or transfer of assets may be taken when the closure of the church is under consideration without the prior approval of the Mid South Conference executive board. In the event the congregation votes to cease, the property and all assets of the church

shall become and be the property of the ECC and Mid South Conference, shared equally for the furtherance of the mission of both in that region, primarily through church planting.

ARTICLE XV : Closure

Section 1. Action Needed.

The congregation may terminate its existence by a majority vote of the membership present and voting at a congregational meeting called for that purpose.

Section 2. Meeting Provisions.

The decision on whether to close the church cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the Leadership Team or through the request of the congregation, accomplished by a petition for such a meeting signed by 20% of the membership.

Section 3. Notification.

All members of record must be notified of the meeting through first class mail at least two weeks in advance.

Section 4. Quorum.

The quorum for such a meeting shall be all members of record who are present at the meeting.

Section 5. Asset Distribution.

Upon the vote to close, the assets of the congregation shall be transferred according to Article XIII, Section 4 of this Constitution.

Section 6. Collaboration.

Should congregational attendance stand below 25, the conference executive board may appoint an ex officio member to the Leadership Team.

ARTICLE XVI: Amendments

Amendments in harmony with Evangelical Covenant Church principles and policies and with the non-profit laws of the State of New Mexico, may be adopted by a TWO THIRDS majority vote of those present and voting in an Annual or Semi-Annual meeting of the congregation, or at any meeting of the congregation which includes the proposed amendment in its call. A proposed amendment to the Constitution shall be distributed in writing to the congregation for four consecutive Sundays prior to the meeting of the congregation at which it will be considered. An Amendment to Articles XIII and XV may only be amended with the approval of the Midsouth Conference executive board. The Pastor and the Leadership Team shall facilitate the timely distribution of all proposed amendments to the Sonoma Springs Constitution to the congregation. The Pastor and the Leadership Team shall also timely send any proposed amendment requiring the approval of the Midsouth Conference executive board to the Midsouth Conference superintendent for presentation to the executive board.

BYLAWS AMENDED BYLAWS OF SONOMA SPRINGS EVANGELICAL COVENANT CHURCH

The Sonoma Springs Evangelical Covenant Church, Inc. is a non-profit corporation organized and existing under the laws of the State of New Mexico (referred to herein as “the Church”). The principal office of the corporation is located at 3940 Sonoma Springs Ave., Las Cruces, Dona Ana County, New Mexico, unless changed by resolution of the Leadership Team, Board of Trustees, or vote of the congregation in accordance with New Mexico law. These By Laws amend and replace the existing By Laws of the corporation and are immediately effective on December 11, 2011.

ARTICLE 1.

RELIGIOUS AND DENOMINATIONAL AUTHORITIES

1.1. Church Corporation. The corporation referred to in the Bylaws as “the Church,” is organized for the purpose of supporting the worship and service of Almighty God, instruction in the Christian religion, and to form and conduct a Church in furtherance of such purposes.

1.2. Jesus Christ as Lord and head of the church has entrusted the government of the church to officers who make decisions that will guide the life and ministry of the covenant community.

1.3. The Sonoma Springs Evangelical Covenant Church is governed by the congregation and by certain representative bodies: Leadership Teams, Board of Trustees, the Mid South Conference of the Evangelical Covenant Church, and the Evangelical Covenant Church (“ECC”).

1.4. Sonoma Springs Evangelical Covenant Church being a particular congregation of The ECC and or its successors recognizes the Constitution of said Church. The Church is the successor church to the Sonoma Springs Presbyterian Church, Inc., which has voted to disassociate from the Presbyterian Church, U.S.A., and to affiliate itself with the Evangelical Covenant Church. Sonoma Springs Presbyterian Church, Inc. adopted By Laws on August 29, 2010. In furtherance of and consistently with the affiliation of the Sonoma Springs Church with the Evangelical Covenant Church, these By Laws amend and replace the By Laws of Sonoma Springs Presbyterian Church so as to conform the governance and structure of The Church with the Constitution of the Evangelical Covenant Church.

1.5. Governance. The authority of the government of this church is vested in its membership acting through duly called congregational meetings. The management, administration and oversight of business and spiritual affairs are delegated by the congregation to a leadership team as delineated below. All elected leadership as specified below shall be members of the church.

1.6 Officers. The officers of the church shall be a chair, a vice-chair, a secretary, and a financial officer. All officers shall be members of the Leadership Team. The members of the Leadership Team shall also be the Trustees of the Corporation.

ARTICLE 2.

PURPOSES AND POLICIES

2.1. Purpose. The purpose or purposes for which the Corporation is organized are exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code", the definition of which includes the corresponding sections of any future federal tax code wherever used herein), and in this connection:

A. This corporation is organized for the purpose of supporting the worship and service of Almighty God, instruction in the Christian religion, and to support and conduct the Sonoma Springs Evangelical Covenant Church as a church and as a constituent member of the Evangelical Covenant Church..

B. To further its religious purposes, the Corporation may solicit and receive by grant, bequest, devise, gift, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, from any person, firm, trust or corporation, to be held, and administered for the benefit of its activities. No property shall be received and accepted if it is conditioned or limited in such manner as shall require the disposition of the income or principal to any person or organization which shall, in the opinion of the Board of Trustees of the Corporation, jeopardize the federal income tax exemption of the Corporation under Section 501(c)(3) of the Code, exemption from private foundation status pursuant to Section 509 of the Code, or the Corporation's status as a Corporation to which contributions are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Sections 170(b)(1)(A)(vi) and 170(c)(2) of the Code.

C. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Leadership Team members, Trustees, Committee Members, Officers or members except as permitted under the New Mexico Nonprofit Corporation Act (the "Act"), and Sections 501(c)(3) and 509 of the Code and the Treasury Regulations promulgated thereunder.

D. To do all things necessary and convenient for the accomplishment or furtherance of any of the purposes stated herein, and to do all things necessary or convenient for the protection and benefit of the Corporation.

2.2 The foregoing provisions of this Article shall be construed as purposes, objects and powers, and each as an independent purpose, object and power, in furtherance, and not in limitation, of the purposes, objects and powers granted to the Corporation by the laws of the State of New Mexico; and except as otherwise specifically provided in any such provisions, no purpose,

object or power herein set forth shall be in any way limited or restricted by reference to, or inference from, any other provision of these Bylaws.

2.3. The Corporation shall be non-commercial, non-sectarian and non-partisan. No names of any officers in their official capacities shall be used in endorsements of any political candidate; nor shall any name be used in endorsements of any commercial enterprise, unless the enterprise is sponsored by the Corporation for the purpose of raising Corporate funds.

2.4. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, earnings or profit of the Corporation shall be distributable to, or shall inure to the benefit of, its Leadership Team members, Trustees, Committee Members, Officers or members, except to the extent permitted under the Act and Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE 3.

MEMBERS AND ANNUAL MEETING

3.1. Membership. The members of the corporation shall be those persons who are members of Sonoma Springs Evangelical Covenant Church according to the membership roll of the church. Members may be added to or removed from the church roll by action of the Leadership Teams consistent with policies adopted by the Sonoma Springs Evangelical Covenant Church from time to time. Membership in the church is granted to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations.

3.2. Purpose of Membership. The purpose of membership is to join with other followers of Christ in building a community of worship committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, the membership covenants together to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ – evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

3.3. Responsibilities of Members. The members of this church covenant together by God's grace to live lives in a manner consistent with the standards of biblical teaching, including the support of this congregation in attendance, prayer, service, and giving, to live lives in word and deed that are an encouragement to others to know and be like Jesus Christ, to reflect in all their relationships the servant love of our Lord, and to support the broader mission of Christ through the Evangelical Covenant Church and the Mid South Conference

3.4. Procedure for Admission.

a. Membership in the church is granted to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized

according to the Holy Scriptures, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations.

b. Upon completion of a membership class, persons desiring to apply for membership shall submit their application to the Pastor or a member of the Leadership Team. Applicants shall meet with a committee appointed by the Leadership Team to give testimony to personal faith in Jesus Christ. Upon completion of such, the committee shall submit its recommendations on the applications to the next congregational business meeting for action.

c. Applicants who are received into membership of the church shall be welcomed at a service and make public confession of their Christian faith, as outlined in The Covenant Book of Worship.

3.5. Discipline:

a. Discipline of members.

The Leadership Team shall be responsible for admonishing members who willfully neglect their responsibilities to the church or who err in doctrine or conduct.

b. Erring members.

Any member known to err in doctrine or conduct shall be counseled according to the procedure outlined in Matthew 18:15-18 and Galatians 6:1. Any member having knowledge of such error shall, in the spirit of Christian love, seek to restore the erring member. If he or she does not heed this counsel, the matter shall be brought to the attention of the Leadership Team in writing, which shall in meekness and gentleness seek to restore the member.

c. Dismissal of members.

After the above process has been completed, dismissal of a member remaining in gross error in doctrine or conduct may result by a two-thirds vote of all current Leadership Team members. Such action may be appealed by the member to the congregation for consideration at the next congregational meeting.

3.6. Withdrawal and Removal of Membership: Any member desiring to transfer or withdraw from membership shall make such request in writing to the Pastor or Leadership Team. Letters of transfer shall be issued by the Pastor if so requested, and the member is in good standing. The Leadership Team shall annually review the membership roster to determine inactivity. Those determined to have neglected their responsibilities may be approached under the process outlined in Section 5 of this article.

3.7. Recording: The names of those joining and terminating membership shall be duly recorded and reported to the congregational meeting following action.

3.8. Annual Meeting. An Annual Meeting shall be held as near the first of the fiscal year as feasible. At the Annual Meeting, written progress reports shall be submitted by the pastor(s), ministry staff, officers, and ministry teams. Reports on an independent review of financial

records shall be submitted by the treasurer for the church and each of its organizations. Election for offices shall be held. The church budget shall be submitted for action

3.9. Special Meetings. Other meetings may be called by the Leadership Team or by written request signed by 10% of the membership, unless otherwise noted in these Bylaws

3.10. Place of Meeting. All regular and special meetings of the members shall be held at the principal office of the Church.

3.11. Notice of Meetings. Notice of the annual meeting shall be given orally during the two Sunday morning worship services immediately preceding the meeting.

3.12. Members Entitled to Vote. The record date for determining the members entitled to vote at any meeting shall be the Sunday prior to the meeting.

3.13. List of Members Entitled to Vote. At any meeting of the members, the Secretary shall make the current church roll available for inspection by the members, This right shall be in lieu of any other statutory right to inspect any list of the roll of members. If any person's right to vote is challenged, the person presiding at the meeting may rely on the current church roll as evidence of the right of the person challenged to vote at the meeting.

3.14. Quorum. Twenty percent of the membership shall constitute a quorum for the annual meeting, with a minimum of 20 members. Unless otherwise noted in these Bylaws, ten percent of the membership shall constitute a quorum for any other meeting, with a minimum of 20 members.

3.15. Proxies. The congregation may participate in a meeting by means of conference telephone, online, or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting. No proxies shall be permitted.

3.16. Conduct of Meeting. The Chair of the Leadership Team or such other person as may be designated by the Leadership Team in the Chair's absence shall serve as Chair of any meeting of the membership.

ARTICLE 4

THE LEADERSHIP TEAM

4.1. Purpose. The Leadership Team shall be responsible for building, maintaining and overseeing the spiritual welfare of the congregation and for directing and overseeing all ministries and business affairs of the church.

4.2. Composition. The Leadership Team shall be comprised of not less than 5 nor more than 9 Leadership Team members, one of whom shall be the Lead Pastor. The Leadership Team may appoint other pastors or staff members as non-voting advisors, and may remove the same.

4.3. Qualifications. Any member of the church meeting the biblical standards of character and giftedness for church leaders may be nominated and elected to the Leadership Team.

4.4. Election. Leadership Team members, with the exception of the Lead Pastor, shall be nominated by the Nominating Committee and elected by a majority vote of those members voting at a meeting of the congregation called for that purpose.

4.5. Term of Office. Leadership Team members, with the exception of the Lead Pastor, shall be elected for a term of three (3) years and shall not be elected for more than two consecutive terms. After at least one year off, a person may be eligible for subsequent service, subject again to the terms stated in this article.

4.6. Vacancies and Removal. A Leadership Team member may resign. A Leadership Team member may be removed from office by a 2/3 majority vote of congregational members voting at a meeting called for that purpose. Vacancies created by resignation or removal may be filled by appointment through the 2/3 majority vote of the Leadership Team. A Leadership Team member appointed to serve an unexpired term of less than half the remaining term shall not be precluded from being elected thereafter to two full consecutive terms.

4.7. Notification of Meetings. All Leadership Team members and the Lead Pastor shall receive a minimum 3-day advance notification of any meeting, including time and place of the meeting. In emergency situations, the 3-day notice may be waived by the 2/3 vote of the entire Leadership Team. The Leadership Team shall not meet without notifying the Lead Pastor of the meeting and its purpose.

4.8. Quorum. A majority of Leadership Team members shall constitute a quorum.

4.9. Decisions. The Leadership Team shall strive for unanimity. Matters shall be determined by a majority vote of a Leadership Team quorum, unless on a matter in which the Constitution and Bylaws require a different percentage.

4.10. Organization. The Leadership Team shall elect from among themselves a chair, a vice chair, a secretary and a financial officer.

1. Chair. The chair shall preside at all business meetings of the church and of the Leadership Team. The chair shall confer with the lead pastor in preparing the agenda for such meetings, and shall utilize the counsel that the lead pastor can give by virtue of training, experience, and calling.

2. Vice-chair. The vice-chair shall assume the duties of the chair in the chair's absence, assist in the Chair's duties, and chair the mutual ministry committee.

3. Secretary. The secretary shall keep and preserve the minutes of all business meetings of the church and of the Leadership Team, conduct and preserve all official correspondence as shall be delegated, and be responsible for the official seal and documents of the church.

4. Financial Officer. The financial officer shall ensure proper policies, processes, reporting, and reviewing of all matters related to the finances of the church, including the submission of monthly financial reports to the Leadership Team.

4.11. Responsibilities of the Leadership Team. In being responsible to the congregation for building, maintaining and overseeing the spiritual welfare of the church and for directing and overseeing all ministries and business affairs of the church, the Leadership team shall:

1. present annual mission and ministry objectives to the congregation;
2. determine Ministry Teams needed to carry out the church's mission and ministry, and approve appropriate leadership for the Ministry Teams;
3. approve Church policies;
4. be responsible for representing the congregation in certain staff relationships including:
 - a. Hiring and dismissal of staff subject to the provisions of this Constitution. Action shall be by 2/3 vote;

b. Annual appraisal of the lead pastor and of the ministry staff, and providing Godly counsel or discipline as required;

c. Appointment of committee of the Leadership Team made up of the lead pastor and two members of the Leadership team to conduct an annual review of the staff and to make recommendations to the Leadership Team concerning the approval of staff compensation and compensation for new staff; and other personnel expenses for any staff member or activity;

d. Establishment of personnel policies;

e. Approval of changes in staff job descriptions and approval of job descriptions for new staff positions; and

f. Maintenance of current job descriptions for all staff members;

5. be responsible for overseeing the preparation and submission of a proposed budget for each quarter of the fiscal year to the membership for approval. Upon approval of the budget by the membership, the Leadership Team shall be responsible for seeing that the budget is carried out as approved. The Leadership Team shall have the authority to appropriately adjust budget items and amounts where ministry objectives necessitate but in no event shall total expenditures exceed the total authorized budget without prior notification of the membership. The Leadership

Team shall appoint a member of the church as financial secretary (not necessarily a Leadership Team member) who shall be authorized to receive monies on behalf of the church and shall appoint a treasurer (not necessarily a Leadership Team member) to disburse funds for church purposes in accordance with standard accounting procedures for non-profit organizations. The Leadership Team shall annually appoint an independent review of the financial records of the church and report such findings to the congregation. Neither the treasurer nor financial secretary shall serve more than four consecutive years.

6. Hear and respond appropriately to concerns of members;

7. Be responsible for church discipline as outlined in this Constitution.

8. Serve as the members of the Board of Trustees of the Church for the advancement and protection of its assets. The Leadership Team shall designate those Leadership Team members and any other members of the church who shall be authorized to sign legal documents on behalf of the church;

9. Serve as the members of the Board of Trustees of the Sonoma Springs Church Foundation.

10. Be responsible for action on applications for membership as outlined in this Constitution.

4.12. Unity. Action by the Leadership Team shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace.

ARTICLE 5.

TRUSTEES

5.1. Board of Trustees. The property owned by the corporation shall be managed by a board of trustees, consistently with the laws of the State of New Mexico. The board of trustees shall consist of five members, including the pastor and the Treasurer of the Corporation. The Treasurer shall be selected on an annual basis by the trustees. The board of trustees shall have exclusive authority to change the Treasurer as needed in the exercise of the discretion of the board of trustees.

5.2 Duties. The board of trustees shall have the following powers that are exclusive to the board of trustees: to acquire by purchase or otherwise, receive, hold, defend, encumber, manage, lease, sell, donate, assign, and transfer property, real or personal, (including but not limited to: stock certificates bank accounts, notes, choses in action, and any and all commercial instruments) for the church; to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church, to negotiate and enter into contracts, obligations and indebtedness on behalf of the church; to hire and retain attorneys, accountants, consultants and advisors as the board of trustees may solely determine in the exercise of its discretion, to obtain property and liability insurance coverage to protect the facilities, programs and officers, including members of the Leadership Team, Board of Trustees, Committees, Officers or members, to dissolve the

corporation, and to authorize the formation of corporations, partnerships, limited liability corporations, foundations, and such other and further business entities as the Board of Trustees may determine are appropriate from time to time. In buying, selling, and mortgaging real property, the trustees shall act only after approval of the congregation granted in a duly constituted meeting in accordance with the provisions of these by laws. No provision set forth herein shall constitute a limitation on the exclusive authority of the trustees to transfer title to any and all church property, both real and personal, of any nature whatsoever to the Sonoma Springs Foundation, or any other brother-sister corporation, subsidiary corporation, or related business entity of Sonoma Springs Evangelical Covenant Church that may hereafter be formed. The Board of Trustees specifically has authority to hold, transfer and defend title to the following described real estate, with all improvements and fixtures thereon, deeded by the Presbytery of Sierra Blanca to the predecessor corporation pursuant to a Warranty Deed dated April 12, 2004: "A tract of land situate within the corporate limits of the City of Las Cruces, Doña Ana County, New Mexico in Section 4, T.23S., R2E., N.M.P.M., being a part of Lot 3A, Block N, Cave Creek Subdivision, Phase 3 at Sonoma Ranch South, Replat No.1, as recorded January 14, 2003, in Plat Record 20, Pages 222 and 223 of the Dona Ana County Records and being more particularly described in Exhibit A, attached hereto and incorporated herein."

5.3 Term of Office. The trustees elected at the organizational meeting shall immediately assume office, and shall be fully authorized to act hereunder. Thereafter, each trustee shall serve a term of three years beginning on the first Sunday of June following his or her election. The term of office for trustees shall be staggered so that, as nearly as possible, an equal number of trustees will be elected to the board of trustees each year

5.4. Qualification and Election. At each annual meeting of the members, the nominating committee shall nominate one person to fill each vacancy of the board of trustees. Additional nominations may be made by members from the floor after obtaining the approval of the person nominated. Each person nominated must be an active member of the Church. If there are more nominees than vacancies, the members shall vote by secret ballot. Each member may cast one vote for each vacancy to be filled, but may not cast more than one vote for any candidate. The candidates who receive the most votes shall be elected.

5.5. Vacancies. A vacancy occurring in the board of trustees for any reason may be filled at a special meeting of the members of the Church. A trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.6. Regular Meetings. The board of trustees shall meet every other month or more often at the date and time set by the board of trustees, at which time the board of trustees shall transact such business as may properly be brought before the meeting.

5.7. Special Meetings. Special meetings of the board of trustees may be called by or at the request of the pastor or any two trustees.

5.8. Notice. Notice of a special meeting may be provided by telephonic, or e-mail notice to all members of the board of trustees. The notice of the meeting need not state the business to be transacted at or the purpose of any special or regular meeting.

5.9. Conference Meetings. The board of trustees may participate in a meeting by means of conference telephone, online, or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

5.10. Quorum and Voting. Three trustees shall constitute a quorum for the transaction of business at any meeting. The vote of a majority of the board of trustees members present at a meeting at which a quorum is present shall be the act of the board of trustees, unless a greater vote is specifically required by the Articles of Incorporation or these Bylaws.

ARTICLE 6.

Ministry Teams

6.1. Purpose. Ministry Teams shall be formed as required to implement the varied ministries of the church.

6.2. Establishment. Ministry Teams shall be established by the Leadership Team to implement specific ministries. The configuration of Ministry Teams shall be reviewed regularly by the Leadership Team, upon recommendation of the church staff, in accord with the church's purpose, strategies, and objectives for mission and ministry.

6.3 Duties. The duties of Ministry Teams shall be to:

- a. Meet as required to plan and execute specific mission and ministry objectives.
- b. Recruit and train ministry personnel.
- c. Define and provide the necessary materials required for ministry.
- d. Submit annually to the Leadership Team proposed budgets and objectives for the forthcoming year and manage consistent with approved budgets.
- e. Report as requested to the Leadership Team.

6.4 Leadership.

- a. The leader of a Ministry Team shall be approved by the Leadership Team in consultation with the pastor(s). The team leader will serve as liaison to the Leadership Team to provide reports, information, and requests to and from the ministry team.
- b. Ministry Team members may be selected by the Ministry Team leader. The Leadership Team may remove a Ministry Team member.

- c. Each Ministry Team shall organize itself as required to perform its ministry.
- d. The Leadership Team may appoint one of its members to be an ex officio member of any Ministry Team, who may also serve as that Ministry Team's leader.
- e. Ministry Teams shall communicate and coordinate with each other.

ARTICLE 7.

Pastoral and Ministry Staff

7.1. Purpose. Pastoral and additional ministry staff servant-leadership positions are created to help the congregation fulfill Christ's purposes in the world and among its members.

7.2. Pastoral Qualifications. Pastors of the church shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. The Lead Pastor shall be an ordained pastor in good standing with the Evangelical Covenant Church. Other pastors shall be credentialed by the Evangelical Covenant Church in accordance with their qualifications and duties. A pastor shall be a member of the church by virtue of the call to serve the church.

7.3. Call of the Lead Pastor. The Lead Pastor shall be called at a regular or special congregational business meeting, the purpose of which shall be announced two weeks in advance. The Lead Pastor shall be nominated by a pastoral search committee. This committee shall be elected by the membership at a congregational business meeting. It shall be representative of the congregation and have five to nine members, including the Leadership Team chair. It shall work closely with the regional conference superintendent. The Lead Pastor shall be called by written ballot with a two-thirds vote of members present and voting required for a call. The call shall be for an indefinite period of time. When the church receives aid from the conference and/or denomination through appropriations, the call shall be with the approval of the Mid South Conference.

7.4 Call of Additional Pastors and Credentialed Ministry Staff. Additional staff members to hold ministerial credentials shall be called at a congregational business meeting, the purpose of which shall be announced at least two weeks in advance. The meeting shall include the budget implications of the proposed position. The Leadership Team will recommend one candidate for a call, and the vote shall be by written ballot, with two-thirds vote required for call. The Leadership Team may establish the search committee, and may serve as the search committee. When the church receives aid from the conference and/or denomination through appropriations, the call shall be with the approval of the Mid South Conference. The call shall be for an indefinite period of time unless otherwise noted at the time of call.

7.5. Duties of the Lead Pastor. The Lead Pastor shall preach and teach the Word of God, administer the sacraments, provide missional leadership, and faithfully carry out pastoral work. The Lead Pastor shall direct the church staff, providing counsel, encouragement, and Christian discipline so as to assist in the accomplishment of objectives for each staff member. All staff shall be responsible to the Lead Pastor. The Lead Pastor shall be a member of the Leadership

Team and an ex officio member of all ministry teams and committees and in such capacity shall strive to establish and accomplish objectives and strategies in conjunction with the mission and purpose of the church.

7.6 Duties of Additional Pastors and Ministry Staff Members. Additional pastors and ministry staff members shall carry out specific areas of ministry under the direction of the Lead Pastor. They may be designated by the Leadership Team to be the leader or member of one or more Ministry Teams.

7.7 Cooperation. The pastor(s) shall, both in word and precept, work in harmony with the Evangelical Covenant Church, and the Mid South Conference.

7.8. Resignation of a Pastor or Ministry Staff Member. A pastor or ministry staff member may resign by submitting a letter of resignation to the Leadership Team. Unless there are extenuating circumstances, six weeks notice should be observed.

7.9 Dismissal. The dismissal of a pastor or ministry staff member should be undertaken only after avenues of remediation have been pursued.

a. Dismissal of the Lead Pastor. The dismissal of the lead pastor shall be by congregational vote at a special meeting called for that express purpose. Such an agenda item cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the 2/3 action of the Leadership Team, or through the request of the congregation accomplished by a petition for such a meeting signed by 25% of the membership. The quorum for such a meeting shall be 50% of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor shall be allowed to speak to the matter. The vote shall be by written ballot. A 2/3 majority vote of members present and voting is necessary to dismiss the lead pastor.

b. Dismissal of Additional Pastors and Ministry Staff. Additional pastors and ministry staff called by the congregation may be dismissed by the 2/3 vote of the Leadership Team. A meeting to overturn the action of the Leadership Team may be called through the request of the congregation, accomplished by a petition signed by 25% of the membership. The quorum for such a meeting shall be 50% of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor or ministry staff member in question shall be allowed to speak to the matter. The vote shall be by written ballot. A 2/3 majority vote of members present and voting is necessary to overturn the action of the Leadership Team.

7.10. Charges Against a Pastor. Charges against a pastor shall be submitted in writing to the Leadership Team and the Mid South Conference superintendent, charging a pastor with indiscretion, immorality, doctrinal error, unethical behavior, or disloyalty to the Evangelical Covenant Church. The superintendent shall confer with the Evangelical Covenant Church executive minister of the ordered ministry. These two officers shall confer and determine the

order of responsibility in pursuing the matter according to the Rules and Regulations of the Board of Ordered Ministry of the Evangelical Covenant Church regarding discipline, prior to further action by the church. A pastor or staff member credentialed by the Evangelical Covenant Church may be suspended by the Evangelical Covenant Church during this process. However, any minister who fails to become credentialed with the Evangelical Covenant Church may be suspended or recommended for dismissal at any time without prior notice by the Leadership Team.

ARTICLE 8.

Committees

8.1. Nominating Committee. A Nominating Committee shall be created as follows:

- a. Composition. The nominating committee shall consist of one Leadership Team member designated by the Leadership Team, the Lead Pastor or staff member designated by the Lead Pastor, and at least three members at-large elected by a majority of the members voting at a congregational meeting. The Leadership Team shall designate one of the committee members to serve as Chair of the nominating committee.
- b. Term. The terms of the member from the Leadership Team shall be at the pleasure of the Leadership Team. The at-large members shall serve two year terms. The initial terms of the at-large members shall be alternated so that at least one at-large member shall be elected each year.
- c. Quorum. A majority of members shall constitute a quorum of the nominating committee.
- d. Responsibilities. The nominating committee shall be responsible for nominations to fill the offices of Leadership Team, the at-large members of the nominating committee, the at-large members of the mutual ministry committee, and any other positions assigned to it either by the Leadership Team or congregation.
- e. Nominating procedure. Any member of appropriate character, giftedness, and call may be considered for any position. One or more candidates for the office of Leadership Team shall be nominated by the nominating committee. One or more candidates for the office of at-large members of the nominating committee shall be nominated.
- f. Unity. Actions by the nominating committee shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace.

8.2. Pastoral Search Committee. The Lead Pastor shall be nominated by a pastoral search committee. The nominee shall meet the criteria set out this Constitution. This committee shall be elected by a congregational business meeting. It shall be representative of the congregation and have five to nine members, including the Leadership Team chair. It shall work closely with the regional conference superintendent.

8.3. Mutual Ministry Committee. The mutual ministry committee shall work toward a vital, healthy, mutually beneficial relationship between the congregation and the pastors and ministry staff. The mutual ministry committee shall have four main areas of responsibility:

- a. care and encouragement for the pastors, ministry staff, and their families;
- b. receiving the perspectives and concerns of each pastor and ministry staff member relative to the congregation and ministry;
- c. communicating the perspectives and concerns of the congregation to each pastor and ministry staff member relative to that person's ministry; and
- d. periodic review of personal and church goals.

The mutual ministry committee shall be made up of the vice chair (who shall chair this committee), a member of the Leadership Team selected by the Leadership Team, and two congregational members elected by the congregation at a congregational meeting. Elected at-large members shall serve a two year term and may not succeed themselves.

8.4. Other Special Committees. The Leadership Team or the congregation may establish a committee to address a specific task. The committee shall report back to the body which formed it unless otherwise instructed by its founding body. The committee shall terminate upon the completion of its task.

ARTICLE 9.

Assets of the Church

9.1. Title. The Sonoma Springs Church Foundation shall hold title to the Church's assets for the benefit of the Sonoma Springs Evangelical Covenant Church.

9.2. Acquisition. Assets acquired through budgetary provisions do not need additional congregational approval. Assets acquired beyond budgetary provisions, particularly land or facility acquisition, require the approval of the congregation by majority vote.

9.3. Disputed Assets. In the event of schism within the church, in which there are competing claims to the assets by various factions of the membership, the Sonoma Springs Church Foundation shall hold the title of all church property, real or personal, on behalf of the group which abides by the constitution and bylaws, as determined by the executive board of the Mid South Conference.

9.4. Assignment of Assets. No action for the sale or transfer of assets may be taken when the closure of the church is under consideration without the prior approval of the Mid South Conference executive board. In the event the congregation votes to cease, the property and all assets of the church shall become and be the property of the ECC and Mid South Conference,

shared equally for the furtherance of the mission of both in that region, primarily through church planting.

ARTICLE 10.

INDEMNIFICATION OF TRUSTEES, LEADERSHIP TEAM MEMBERS, PASTOR AND OFFICERS

10.1. Indemnification. Subject to the limitations in these Bylaws, the Church shall indemnify any Trustee, Leadership Team Member, Pastor or Officer who was, is, or is threatened to be made a party to a completed, pending, or threatened action or proceeding from any liability arising from the Trustee's, Leadership Team Member's, Pastor's or Officer's official capacity with the Church. This indemnification shall extend to the personal representative of a deceased Trustee, Leadership Team Member, Pastor or Officer if the Trustee, Leadership Team Member, Pastor or Officer would, if living, be entitled to indemnification under these Bylaws.

10.2. Costs and Expenses Covered by Indemnification. Indemnification provided under these Bylaws shall extend to the payment of a judgment, settlement, penalty, or fine, as well as attorneys' fees, court costs, and other reasonable and necessary expenses incurred by the Trustee, Leadership Team Member, Pastor or Officer with respect to the action or proceeding.

10.3. Limitation on Indemnification. Indemnification of an individual Trustee, Leadership Team Member, Pastor or Officer shall be subject to the following limitations:

- A. The individual must have acted in good faith;
- B. The individual must have reasonably believed that his or her conduct was at least not opposed to the Church's best interest;
- C. In the case of conduct in the individual's official capacity, he or she must have reasonably believed that the conduct was in the Church's best interests, or that the conduct was protected by the laws and Constitution of the United States of America, or that the conduct was protected by the laws and Constitution of the State of New Mexico;
- D. In the case of a criminal proceeding, the individual must not have had reasonable cause to believe that his or her conduct was unlawful;
- E. The individual cannot be indemnified in a proceeding where he or she has been adjudged liable to the Church in a proceeding by or in the right of the Church;
- F. The individual cannot have been adjudged liable on the basis of an improper personal benefit received by the individual.

ARTICLE 11.

GENERAL PROVISIONS

11.1 Amendments. Amendments in harmony with Sonoma Springs Church Constitution and with the non-profit laws of the State of New Mexico, and not in conflict with Evangelical Covenant Church principles and policies, may be adopted by a majority vote of those present and voting in an annual or semi- annual meeting of the congregation, or at any meeting of the congregation which includes the proposed amendment in its call. A proposed amendment to the Bylaws shall be distributed in writing to the congregation for two consecutive Sundays prior to the meeting of the congregation at which it will be considered.

11.2. Action by Written or Oral Consent. Whenever the Board of Trustees. Leadership Team or any Committee is required or permitted to take any action by vote, such action may be taken without a meeting on written or oral consent. When such action is taken by the Board of Trustees or Leadership Team, minutes shall be prepared, setting forth the action so taken and signed by the Secretary. The action taken by such consent shall be effective on the date set forth in the minutes memorializing such action.

11.3. Waiver of Notice. Any notice required to be given to any member of the Leadership Team, Board of Trustees, Committee, Officers or members under these Bylaws, the Articles of Incorporation, or state law may be waived. The waiver shall be in writing, signed by the person entitled to notice either before or after the time the notice was due to be given, and filed with the minutes. Neither the business to be transacted at the meeting nor the purpose of any special or regular meeting need be specified in the waiver of notice of such meeting.

11.4. Waiver By Attendance. Attendance at any regular or special meeting of the Leadership Team, Board of Trustees, Committee, Officers or congregation shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

11.5 Rules of order. All congregational meetings of the church and of any other committees or organizations shall be conducted according to the current edition of Robert's Rules of Order, subject to the provisions of this Constitution and Bylaws.

11.6. Final voice. The congregation reserves for itself final authority in any matter of its choice. A member may advance an item to the agenda of a congregational meeting by the majority vote of the membership at that meeting, providing that the item is not in conflict with other provisions of the constitution and by-laws. An item brought to the agenda in this way shall be decided by a majority vote of the membership, unless the item requires a different percentage as outlined elsewhere in the Constitution and Bylaws, in which case that percentage shall be used.

11.7. Fiscal Year. The fiscal year of the Church shall be identical with the calendar year.

ARTICLE 12.

DISSOLUTION AND LIQUIDATION

12.1. Dissolution Procedure. The Corporation may be dissolved only by a majority vote of the membership present and voting at a congregational meeting called for that purpose. The

decision on whether to close the church cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the Leadership Team or through the request of the congregation, accomplished by a petition for such a meeting signed by 20% of the membership. All members of record must be notified of the meeting through first class mail at least two weeks in advance. The quorum for such a meeting shall be all members of record who are present at the meeting.

12.2 Distribution of Assets on Dissolution. Upon the dissolution or final liquidation of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or shall be distributed to a state or local government for a public purpose, as the Board of Trustees shall determine, in accordance with the laws of the State of New Mexico. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which were organized and operated exclusively for such purposes.

12.3. Collaboration. Should congregational attendance stand below 25, the conference executive board may appoint an ex officio member to the Leadership Team.