

BYLAWS
FIRST DIVINE SCIENCE CHURCH OF DENVER
EFFECTIVE MARCH 29, 2009

ARTICLE I
NAME

The corporate name of this Church shall be FIRST DIVINE SCIENCE CHURCH OF DENVER.

ARTICLE II
PURPOSE

The purposes for which this Church has been incorporated are:

1. to preserve and perpetuate, as may be approved by the Board of Trustees of the Church, the teaching of the basic principles of consciousness, as presented in Divine Science, other New Thought traditions, the Judeo-Christian tradition, and depth and spiritual psychology.
2. to explore revelations of the mystic tradition in all major religions.

ARTICLE III
MEMBERSHIP

Sec. A. Any person shall be eligible for membership in the Church when he or she has expressed the desire to become a member and has signified willingness to support the ideals and activities of the organization. An applicant shall become a member after filling out and submitting a membership application card, and upon being received by the Church in public meeting, which event shall constitute the date of commencement of membership.

Sec. B. There shall be two classes of membership: Active and Associate.

Sec. C. 1. Active members shall be those persons who have been members of the First Divine Science Church of Denver for at least six months and who are at least sixteen years of age.

2. Active membership shall confer the privileges of voting and being eligible to serve on the Board of Trustees, and shall be evidenced by an individual's regular attendance at Church functions, and tangible support and service of the Church.

Sec. D. 1. Associate members shall be those persons who have been members for less than six months. After having been members for six months, they shall automatically become Active members. All members under the age of sixteen shall also be Associate members. Upon reaching the age of sixteen, they may choose to become Active members without the six month waiting period.

2. Associate members shall not have voting privileges.

ARTICLE IV MEETINGS

Sec. A. The annual Membership meeting shall be held in March of each year at the Church building maintained in Denver, Colorado, or at such time and place as the Board of Trustees shall designate. Notice of the annual meeting shall be posted in a prominent and public place at the Church and shall be announced at a regular Sunday morning service at least fifteen days before the date of the meeting, and notice of such meeting shall be mailed to each Active member addressed to his or her last known address, not less than thirty days before the date of such meeting.

Sec. B. 1. Special meetings of the Membership may be called by the Board of Trustees.

2. Upon receipt of a written petition for a special meeting signed by not fewer than one-third of the Active members and delivered to the President of the Board, the Board of Trustees shall call a special meeting of the Membership. The special meeting shall be held within sixty days of the date of delivery of the petition to the President.

3. Notice of any special meeting and business to be transacted shall be posted in a prominent and public place at the Church and announced at a regular Sunday morning service at least fifteen days before the date of the special meeting. Notice of the special meeting and the business to come before it shall be mailed to each Active member, addressed to his or her last known address, not less than thirty days before the date of the special meeting.

Sec. C. 1. Proxy voting shall be permitted.

2. Proxies shall be submitted in a format approved by the Board of Trustees and provided by the Board upon request.

Sec. D. Active members present at each meeting shall constitute the voting body.

ARTICLE V OFFICERS AND DUTIES

Sec. A. The direction of the Church shall be vested in a Board of Trustees, hereinafter referred to as the Board, consisting of seven members and the Minister(s), the Minister(s) being ex-officio

member(s) without vote. There shall be designated officers of the Board: President, Vice President, Secretary, and Treasurer.

Sec. B. The President shall preside at the meetings of the Board, of the Executive Committee, and of the Membership, and shall carry out, or cause to be carried out, the decisions of the Board.

Sec. C. The Vice President shall, in the absence of the President, or at his/her request, preside over the meetings of the Board, of the Executive committee, and of the Membership, and perform such other duties assigned to him/her by the Board.

Sec. D. The Secretary shall see that the following duties are carried out: recording of all votes and minutes of all proceedings of the Board, of the Executive Committee, and of the Membership; giving notice of all meetings of the Board, the Executive Committee, and of the Membership; keeping a register of all members of the Church as to the date of their Membership and active standing of their Membership. The Secretary shall perform such other duties as are customary to the office, or as may be prescribed by the Board.

Sec. E. The Treasurer shall be knowledgeable of the financial condition of the Church; shall keep, or cause to be kept, full and accurate account of receipts and disbursement in books belonging to the Church; and shall render to the Board, at the regular meetings thereof, or whenever it may require, an account of all transactions as Treasurer, and of the financial condition of the Church, and shall cause to be rendered a financial statement at each annual meeting of the Membership.

Sec. F. Assistant Secretaries and Assistant Treasurers may be appointed by the Board to exercise such duties as may be delegated to them. Such assistants need not be members of the Board.

ARTICLE VI
THE NOMINATING COMMITTEE

Sec. A. The Nominating Committee shall be composed of at least two Active members, and the Minister(s) of the Church.

Sec. B. The Board shall annually appoint one member of the congregation to serve on the Nominating Committee for a term of two years, or until a successor is appointed. Names of the Nominating Committee shall be announced at a Sunday morning service and posted in a prominent and public place.

Sec. C. No member of the Board may serve on the Nominating Committee.

Sec. D. It shall be the duty of the Nominating Committee to consider the qualifications of members to be elected by the Membership of the Church to membership on the Board. Priority shall be given to individuals with experience in an executive, administrative, or operational capacity in business, government, or non-profit organizations, individuals active in the Denver community, and individuals widely acquainted with members of the Church. The Nominating Committee shall nominate at the annual meeting each year the number required to be elected in that year by the Membership. The Nominating Committee shall submit to the Secretary of the Board, in writing, its nominations at least thirty days prior to the annual meeting. Such nominations shall be posted with the notice of the annual meeting.

ARTICLE VII
ELECTION, TERM AND VACANCY
BOARD OF TRUSTEES

Sec. A. Election of the Board shall take place on a rotation basis, that is: during the annual Membership meeting two members shall be elected to serve, the following year two members shall be elected, and the following year three members shall be elected.

Sec. B. 1. Eligibility. An individual must be an Active member of the First Divine Science Church of Denver to serve on the Board. To be eligible, an Active member shall also be knowledgeable about Divine Science, and be committed to a spiritual life.

2. No member of the Church staff is eligible to be a voting member of the Board.
3. Following the report of the Nominating Committee, nominations from the floor shall be invited. Nominations from the floor shall have had prior consent of the nominee and shall state the qualifications and eligibility of the nominee.

Sec. C. 1. A plurality vote shall elect.

2. Voting shall be by ballot except when there is only one nominee for each position.

Sec. D. The Trustees shall serve for a term of three years and assume their duties at the first meeting of the Board following the annual Membership meeting.

Sec. E. A vacancy occurring on the Board shall be filled from the Active membership by the remaining Trustees to serve for the remainder of the unexpired term.

ARTICLE VIII BOARD OF TRUSTEES

Sec. A. The direction of the First Divine Science Church of Denver shall be vested in a Board consisting of seven elected members.

Sec. B. Members of the Board shall serve as Trustees without compensation, and shall hold office until their successors have been duly elected and have entered upon the discharge of their duties.

Sec. C. The Board shall:

1. Have and exercise all powers not specifically reserved to the Membership by the laws of the State of Colorado or the Articles of Incorporation, or these bylaws.
2. Have custody and control of all property of the Church, real and personal, given, granted, or devised, directly or indirectly, to the Church, or to any other person or persons for its use.
3. Have the authority to determine, in consultation with the Minister(s), those members who are in Active standing.
4. Collect and disburse funds of the Church as authorized by Board resolution.
5. At each annual meeting give a report on the direction of the Church, including a financial statement by the Treasurer and a report on the various activities of the Church.
6. Provide a compilation or review of the accounting records of the Church at the close of each fiscal year, and at any other time deemed advisable by the Board. An outside accounting firm or individual accountant or bookkeeper shall be appointed by the Board.
7. Select the Minister(s), subject to the approval of the membership.
8. Create committees as deemed necessary and advisable to further the work of the Church. Such committees shall meet and report to the Board as needed.

Sec. D. The Board, at its first meeting subsequent to an election, shall elect from its own membership its officers, and the officers shall be announced to the membership.

Sec. E. A vacancy occurring on the Board shall be filled from the Active membership by the remaining Trustees to serve for the remainder of the unexpired term.

Sec. F. The regular meetings of the Board shall be held at such time and place as the Board may determine, not less frequently than monthly.

Sec. G. Special meetings of the Board may be called by the President or any three members of the Board, to be held at such time and place as the Board may determine. Reasonable notice shall be given each Trustee.

Sec. H. Four members of the Board shall constitute a quorum at all meetings of the Board.

ARTICLE IX EXECUTIVE COMMITTEE

The officers of the Board of Trustees and the Minister(s) shall constitute the Executive Committee. When the Board is not in session, the Executive Committee shall have the powers of the Board. The Executive Committee shall have no authority to countermand any action or to act contrary to the policies of the Board. The acts of the Executive Committee shall be subject to ratification by the Board. This Committee shall record the minutes of all proceedings for presentation to the Board.

ARTICLE X MINISTER

Sec. A. The Board shall select, subject to ratification of two-thirds of the Active membership, Minister(s) to serve the Church.

Sec. B. The Minister(s) shall be qualified to be the spiritual leader(s) of the Church, and shall provide a ministry to achieve the purposes of the Church as defined in the Articles of Incorporation and the Bylaws of the Church.

Sec. C. The Minister(s) shall serve as ex-officio member(s) of the Board without vote; member(s) of the Nominating Committee; member(s) of the Executive Committee; and member(s) of any other committee appropriate.

Sec. D. The Minister(s) shall appoint, supervise, and dismiss teachers and Church staff, or may delegate such authority when appropriate.

Sec. E. 1. A Minister may be dismissed by the Board, subject to ratification by two-thirds of the Active membership, for failure to serve the best interests of the Church.

2. On written request from one-third of the Active members to dismiss, the members may dismiss a Minister by an affirmative vote of two-thirds of the Active members.

ARTICLE XI THE PRAYER MINISTRY

The Prayer Ministry, of which the Minister of the Church shall be chair, shall be responsible for securing the services of a body of qualified workers to be known as the Prayer Ministry, and will supervise the activity of these workers in giving spiritual assistance to anyone requesting. Meetings shall be at the discretion of the chair.

ARTICLE XII THE PRACTITIONERS

The Practitioners, consisting of the qualified, certified practitioners as designated by Brooks Center for Spirituality and approved by the Board, shall constitute a body of workers to offer spiritual counseling and prayer therapy as they may be called upon to do.

ARTICLE XIII AMENDMENT

Sec. A. These Bylaws may be amended at any annual meeting or special meeting by a majority vote of the Active members either present or represented by proxy if a proposed amendment has first been recommended by the Board.

Sec. B. A proposed amendment to these Bylaws may be presented to the Board by a signed petition of one-third of the Active members and may be adopted by a two-thirds vote of the Active members either present or represented by proxy at a special meeting held in accordance with Art. IV [B][2], [3] and [4].

Article XIV DISSOLUTION

Upon dissolution or final liquidation of the corporation, all assets remaining after payment of all the just debts and obligation of the corporation, shall be distributed to such organization or organizations that have established Exempt Status as an organization or organizations described in Sections 501(c)(3) of the Internal Revenue Code, or may be distributed to the Federal Government or State of Local Government for public purpose. The designation of such distribution shall be made at a regular or special meeting of the general membership at which a quorum is present and at least two-

thirds of the votes entitled to be cast by members present or represented by proxy voted for such designation. In the event the designation does not receive the required vote, the remaining assets shall be distributed to Brooks Center for Spirituality, an organization having an Exempt Status as described in Section 501(c)(3) of the Internal Revenue Code, or to the work of Divine Science, as determined by the Board of Trustees.