

Bylaws
of
Snowmass Chapel, Inc.
as adopted on December 30, 2002

Article I

Name

The name of the Corporation is: Snowmass Chapel, Inc. (SC).

Article II

Purpose

The purpose for which this Corporation is organized and formed is to provide facilities, personnel, and programs for ecumenical Christian worship, as well as other worship, as determined by a majority of the Board of Trustees, and for community functions including education, cultural and social activities, and other purposes as determined by a majority of the Board of Trustees.

Article III

Membership

There shall be no members of the Corporation.

Article IV

Board of Trustees

Section 1. Purpose, Powers, and Duties. The Board of Trustees has the general power to:

- 1) control and manage the affairs, funds, and property of the Corporation;
- 2) disburse the Corporation's monies and dispose of its property in fulfillment of its Corporate purpose;
- 3) administer and operate the Corporation according to policies and procedures as determined by the Board of Trustees. The Board of Trustees shall, in the organization and operation of the Protestant Group and Christian ministry, be guided by the theological and ecclesiastical principles outlined in The Book of Discipline of the Snowmass Chapel as approved by the Board of Trustees on March 15, 2000. The Protestant Group shall be comprised of those persons who subscribe to The Book of Discipline of the Snowmass Chapel, and the Protestant Group Trustees shall represent the Protestant Group. However, the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, shall not hereby be amended or

changed, and the Board of Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual.

The Protestant Group Trustees, with the approval of the Board of Trustees, will appoint a Senior Protestant Chaplain who shall be responsible to the Board for the pastoral, administrative, and business management of the Corporation. The Board of Trustees may further delegate authority to committees of individual Trustees as it deems necessary for the carrying out of the purposes and business of the Corporation.

Section 2. Number. The number of Trustees shall be not less than fifteen (15), of which not less than sixty (60) percent shall be from the Protestant Group. The other seats may represent other religions and community members, as determined by the Board of Trustees annually.

Section 3. Election, Term of Office. Trustees shall normally be elected at the annual meeting of the Corporation by a majority vote of the Trustees then serving in office. Candidates for Board membership shall be nominated for office by a nominating committee appointed by the President. The nominating committee shall solicit Trustee candidate recommendations from the Protestant Group. Trustees shall be elected to office for a term of three years, or until their successors are duly elected and qualified, except in the case of death, resignation, or removal from office. The elected Trustees shall be divided into three classes to provide for the election of one-third of the elected Trustees at each annual meeting of the Board. Trustees may be elected to serve successive terms.

Section 4. *Ex Officio* Trustees. From time to time, by majority vote of the Trustees then serving in office, the Board of Trustees may designate *Ex Officio* Trustees without vote. *Ex Officio* Trustees without vote shall not be counted in determining the presence of a quorum.

Section 5. Resignation and Removal of Trustees. Any Trustee may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice, and the acceptance of such resignation shall not be necessary to make it effective. Any Trustee may be removed, with or without cause, by a two-thirds vote of all Trustees then serving in office.

Section 6. Vacancies. Vacancies in the Board, however arising, shall be filled by a majority vote of all Trustees then serving in office at any regular meeting of the Board, or at a special meeting of the Board called for that purpose. Persons may be nominated for Trusteeship by the nominating committee or any member of the Board, and the list of any such nominees may be included with the notice of the meeting at which election is proposed.

Article V

Meetings

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held during the month of December each year, or on such other date as may be fixed by the Board of Trustees.

Section 2. Regular Meeting. The frequency and dates of regular meetings of the Board of Trustees shall be fixed by the Board of Trustees, normally at its annual meeting.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be called by the President or a Vice President of the Board, or shall be called at the request of any five (5) voting Trustees of the Board.

Section 4. Place of Meetings. Meetings of the Board may be held at the principal offices of the Corporation, or at any other place within or without the State of Colorado. The notice of the meeting shall include the place and time of the meeting.

Section 5. Notice of Meetings. Written notice of the time and place of the annual and regular meetings shall be sent to each Trustee to the last known place of business or residence of the Trustee at least ten (10) days, but not more than thirty (30) days, prior to the date of such meetings. Written notice of special meetings shall be sent to each Trustee to the last known place of business or residence of each Trustee not less than seven (7) days prior to the date of such meeting, or, if proper release has been granted by facsimile, e-mail, or telephone not less than four (4) days prior to the date of such meeting.

Section 6. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Trustees may be held at such time or place within or without the State of Colorado as the Board of Trustees shall designate, and any action may be taken thereat, if notice thereof is waived in writing by every Trustee having the right to vote at the meeting.

Section 7. Quorum. Unless provided for differently elsewhere in these Bylaws, a majority of the Trustees then serving in office shall constitute a quorum for all meetings of the Board of Trustees.

If a quorum is not present when the meeting is convened, the President must announce that fact and adjourn the meeting, whether for minutes or for days, until a quorum is assembled. If, pending the appearance of a quorum, the meeting proceeds with discussion or action, it is essential to understand that any decisions made at the meeting are advisory and without authority of the body unless they are subsequently adopted by a meeting having a quorum present.

Section 8. Voting. At any meeting of the Trustees, every voting Trustee present, in person or via telephone conference call at such meeting, shall be entitled to one vote and, except as otherwise provided by law or by these Bylaws, the act of a majority of the Trustees present in person at any meeting at which a quorum is present shall be the act of the Trustees. Written or faxed proxies for specific agenda items shall be allowed. Blanket proxies will not be allowed.

Article VI

Officers of the Board of Trustees

Section 1. Principal Officers. The principal officers of the Corporation shall be a President, a first and second Vice President, a Treasurer, and a Secretary. The President, Vice Presidents, Secretary, and Treasurer shall be elected from among the Trustees then serving in office. The

Board of Trustees at any meeting may elect or appoint by resolution additional officers. The Board of Trustees may also determine their terms of engagements and compensation, if any, as it may deem advisable.

Section 2. Election and Term of Office. The officers of the Corporation shall normally be elected at the annual meeting of the Board of Trustees, but may be elected at any meeting of the Board at which a quorum is present by a vote of the majority of the Trustees present in person at the meeting. An officer shall be elected to serve a one-year term and shall hold office until the next annual meeting of the Board following election, except in the case of death, resignation, or removal as provided for in these Bylaws.

Section 3. Removal of Officers. Any officer may be removed, with or without cause, at any time, at any Board meeting by an affirmative vote of at least two-thirds of the Trustees then serving in office.

Section 4. Vacancies. Vacancies among the officers, however arising, shall be filled by a majority vote of Trustees present at any regular or special meeting of the Board at which there is a quorum present.

Section 5. President. The President shall preside at all meetings of the Board and perform all duties incident to the office of President. He/she shall have such additional powers and duties as may from time to time be assigned to him or her by the Board. Unless otherwise provided for in these Bylaws, the President shall be an *ex officio* voting member of each Board committee.

Section 6. First and Second Vice Presidents. In the absence (or inability to act) of the President, the first Vice President and then the second Vice President shall exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and shall have such other powers and such other duties as may from time to time be designated by the President or by the Board.

Section 7. Treasurer. The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board. He or she shall disburse, or cause to be disbursed, the funds of the Corporation based upon proper vouchers for such disbursement. In general, he or she shall perform all duties incident to the office of Treasurer according to standard financial operating procedure and such other duties as may from time to time be assigned to him or her by the President of the Board.

Section 8. Secretary. The Secretary shall keep the minutes of all meetings of the Board and shall see that minutes of meetings of the Board are distributed promptly to all members of the Board. He or she shall see that all notices are duly given in accordance with these Bylaws and as required by law. He or she shall be custodian of the seal of the Corporation and shall affix and attest the seal to any and all documents, the execution of which, on behalf of the Corporation under its seal, shall have been specifically or generally authorized by the Board. He or she shall

have charge of the books, records, and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed by the Treasurer. In general, he or she shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board. The Secretary may appoint the Administrative Director as the recording secretary to fulfill these duties.

Section 9. Bonding. Any officer or employee of the Corporation shall, if required by the Board of Trustees, give such security for the faithful performance of his or her duties as the Board of Trustees may require.

Article VII

Committees

Section 1. The Board may, by resolution at any meeting of the Board, designate standing and/or *ad hoc* committees of the Board.

Section 2. Membership. Each standing committee shall consist of at least three members, at least one of whom shall be a member of the Board. Unless otherwise provided for in these Bylaws or by the laws of the State of Colorado, the chairman of each standing and *ad hoc* committee shall be appointed by the President of the Board. Unless otherwise provided for in these Bylaws, any standing or *ad hoc* committee designated by the Board of Trustees may include as full voting members of such committees such persons, whether or not Trustees or officers of the Corporation, as the Board of Trustees shall determine. Each such committee shall have power to the extent delegated to it by the Board and in accordance with the laws of the State of Colorado. Each committee shall keep minutes of proceedings and report to the Board of Trustees at each regular scheduled Board of Trustees meeting. Each standing committee shall submit an annual report at the annual meeting.

Section 3. Committee Meetings. Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitutes a quorum for the meeting of the committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee.

Article VIII

Indemnification

Every person who is or shall be or shall have been a Trustee or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred, or imposed upon him or her in connection with, or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Trustee or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of

willful misconduct or willful negligence in the performance of his or her duty as Trustee or officer. Costs and expenses of actions for which this Article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

Article IX

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Contracts, Checks, Bank Accounts, etc. The Board of Trustees is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 3. Corporate Seal. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the name of the State, and the year of incorporation.

Section 4. Restriction on Borrowing and Mortgaging. The Corporation shall not be empowered to borrow money nor pledge, mortgage, or hypothecate any of its property, unless a majority of the Board of Trustees has first granted approval of such action in each case.

Section 5. Legal Documents. The Board of Trustees shall cause to have proper legal documents to be kept current.

Article X

Use of Facility

Section 1. The administrative staff of Snowmass Chapel with approval of the Board of Trustees has the right to charge rental fees for the use of the Corporation's property by any individuals or groups, in accordance with an approved rental contract.

Section 2. In the case of religious or civic groups desiring to use the Corporation's property on a regular basis, the Board may convey an agreement or lease at its discretion that shall include: (1) definition of usages granted; (2) any limitations thereon; (3) the rental terms and fee to be charged, damage deposits collected, and terms of refund; and (4) the period for which this agreement is to be in effect. Such agreements shall be equitable for all similar groups desiring to use the building. The period for which such agreements are to be in effect shall be at the discretion of the Board of Trustees, but not for more than one year.

Section 3. The Protestant Group shall have priority use of all facilities of the Corporation.

Section 4. In the case of individuals or groups not covered by Section 2 of this Article, the Board has the right to terminate use of the Corporation's property, provided notice in writing has been given five (5) days in advance.

Section 5. This Board shall require that conflicts concerning schedule and use of the Corporation's property be determined by the administrative staff. In the event that a decision resolving such conflict must be made by the Board itself, the criteria in Section 3 of this Article shall be applied. In all cases, the Board reserves the right to final decision on the use of the Corporation's property.

Article XI

Amendments

These Bylaws may be altered, amended, or repealed in whole or in part only at the annual meeting of the Board of Trustees of the Corporation, by a three-fourths majority vote of the Trustees then serving in office. Any proposal to amend these Bylaws shall be included with the notice of the meeting at which the amendment is proposed, but no less than thirty (30) days prior to that meeting.

Article XII

National Advisory Board

Section 1. Purpose. The National Advisory Board (NAB) is established to be an advisory body to the Board of Trustees with an emphasis on long-term planning, goals, and visions for the Corporation.

Section 2. Number, Term, and Qualifications. The number of NAB members shall be fixed from time to time by the Trustees then serving in office. Members shall be nominated based on evidence of substantial support for the Corporation in the past or present and elected at the annual meeting. The National Advisory Board shall be reviewed every two years. National Advisory Board members who are not active may be removed by a majority vote of Trustees.

Section 3. Meetings. The President shall schedule two meetings annually of the National Advisory Board, each immediately preceding a Board of Trustees meeting. Additional meetings may be held with a minimum of sixty-days notice, or with a majority of members present. The President of the Board of Trustees shall preside at National Advisory Board meetings.

Section 4. Powers. The NAB may recommend amendments or alterations to these Bylaws to the Board of Trustees for adoption, and may propose policies for the management of the organization; committees may be appointed by resolution either to work with standing or *ad hoc* committees of the Board, or to work independently, per Article VII. The NAB members may attend and receive minutes of all Board of Trustees meetings. While attending the Board of Trustees meeting, NAB members may have a voice, but not voting privileges.

Article XIII

Executive Committee

Section 1. Purpose. The Executive Committee is established to conduct such business that is consistent with the mandate of the Board of Trustees, at such times it is inconvenient for the Board of Trustees to convene.

Section 2. Members and Terms of Service. The Executive Committee is comprised of the elected officers of the Board of Trustees, specifically the President, 1st and 2nd Vice Presidents, Secretary, and Treasurer. Terms of the members of this Committee coincide with their terms in office.

Section 3. Meetings. Meetings may be conducted at any time, at any location designated by the President (or acting officer), or by telephone conference. Notice must be given in sufficient time in order to convene a majority of the Executive Committee. All members of this Committee must be contacted with best efforts in order to convene such a meeting. The Secretary, or designate, will be responsible for keeping minutes of these meetings.

Section 4. Powers. The Executive Committee may make decisions and take actions which coincide with the directives of the Board of Trustees.

Unless otherwise directed by the Board of Trustees, the Executive Committee shall function as a personnel committee and act on behalf of the Board in matters relating to the Senior Protestant Chaplain and other employees of the Corporation. The Senior Protestant Chaplain shall report to the Executive Committee, and the Executive Committee shall maintain regular contact with the Senior Protestant Chaplain to support and oversee his/her work.

The Executive Committee may take such other action as necessary in an emergency situation when a special Board of Trustees meeting is not able to be convened. These actions must always be in the best interest of the Corporation (SC), and coincide with the philosophy as determined by the Board of Trustees and the Statement of Purpose of the Corporation. Such actions are subject to the reevaluation of the Board of Trustees at such time that they are able to be convened.