

**BYLAWS
OF
(an Arizona nonprofit corporation)**

These Bylaws (the “Bylaws”) are effective as of the Effective Date, as defined below.

ARTICLE 1. NAME

1.1 Corporate Name. The name of this nonprofit corporation is **Red Mountain Community Church, an Arizona nonprofit corporation** (the “Corporation” or the “Church”).

1.2 Church. The word “Church” refers to the “Congregation” as a body of believers who worship together. This Church has chosen to function in the form of a nonprofit corporation to obtain the protections afforded to corporations by Arizona law. Following the history and traditions of the Church, Elders may be appointed as part of the Scriptural life of the Church. These positions, however, are neither “officers” nor directors of the Corporation for the purposes of Arizona corporate law.

1.3 Directors. The general management of the business, property, and affairs of the Corporation is vested in a Board of Directors (the “Board”) and by committees appointed by the Board as further described below. For the purposes of Arizona corporate law, the words “Elder”, “Board” and “Director” shall be interpreted as referring to the members of the “Board of Directors” of the Corporation.

ARTICLE 2. PRINCIPAL OFFICE & STATUTORY AGENT

The principal office and statutory agent for service of process of the Corporation are listed in the Articles of Incorporation as amended or restated from time to time (the “Articles”).

ARTICLE 3. PURPOSES

Purpose. The purpose of this Corporation is exclusively charitable as described in the Articles. The operation of the Corporation shall in all instances be to promote the gospel of Jesus Christ in accordance with the “Mission Statement” attached as Exhibit A to these Bylaws. The gospel the Corporation will promote aligns with the articles of faith as outlined in our “Statement of Faith”, attached as Exhibit B.

3.1 Definition of Marriage. As a Scriptural matter all those who voluntarily associate with this Corporation are deemed to acknowledge that the Church’s interpretation of Scripture includes the definition of marriage as the union between only one man and one woman, whose sexual identity was determined at birth, as defined in Exhibit C.

3.2 Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), including making distributions to other organizations which qualify as tax exempt charitable organizations under Section 501(c)(3) of the Code. These Bylaws shall be interpreted as necessary to comply with the Arizona Revised Statutes for nonprofit corporations and federal law governing charitable organizations; provided, however, that the Church reserves the right in all cases to object to the application of civil law to the extent it violates its Constitutional rights.

3.3 Honoring the Freedom to Worship. The Corporation seeks the greatest possible protection under the First Amendment to the Constitution of the United States of America and under similar provisions of the Arizona Constitution regarding the free exercise of religion as protected by the deference doctrine announced by the United States Supreme Court. These Bylaws are not intended to govern the operation of the Church as an ecclesiastical body of believers.

ARTICLE 4. MEMBERSHIP

4.1 No Members. As permitted by A.R.S. §10-3603, the Corporation does not have statutory “members”, as defined in A.R.S. § 10-3140(37). “Membership” in the Church as a body of believers is determined by the Elder Board in accordance with their interpretation and application of the Bible.

4.2 Scriptural Disputes. The **Board** (“Governing Authority”) is the final authority on all matters of interpretation and application of Scripture and in all matters regarding Scriptural discipline, which are not required to be mediated or arbitrated. Reserving and exercising this right is an essential element of the Church’s free exercise of Religion under the Federal and State Constitutions and the Bill of Rights.

4.2.1 All those who voluntarily associate with the Church are deemed to submit to this Scriptural authority and to acknowledge that there is no appeal from these rulings on Scriptural Disputes, which shall be resolved according to the Holy Scriptures and the Statement of Faith as interpreted and administered by the Governing Authority.

4.2.2 The Governing Authority may, however, in its sole and absolute discretion, subject a Scriptural Dispute to mediation and/or arbitration in accordance with Mediation & Arbitration Provisions attached as Exhibit D.

4.3 Internal Disputes. The Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private and within the Church (*See* Matthew 18:15-20; I Corinthians 6:1-8).

4.3.1 It is recommended that all “Internal Legal Disputes” among pastors, staff, and volunteers should be resolved in accordance with mediation and/or arbitration in accordance with Exhibit C and not through the civil court system.

4.3.2 “Internal Legal Disputes” include resolution of non-Scriptural claims, demands, controversies, and differences arising out of participation in religious activities, travel, ministries, interpretation or enforcement of these Bylaws, the Articles, and policies of the Corporation, employment, contracts, and personal injury matters, involving the Church, to the extent permitted by law or by other documents created pursuant to the implementation of this policy; provided, however, that Scriptural Disputes are excluded from the definition of “Internal Legal Dispute,” and provided further that this policy shall not be interpreted to prevent or delay reporting suspected criminal activity to appropriate law enforcement.

4.4 Other Disputes. To the greatest extent possible, the Church seeks to avoid participation in the civil court system and seeks instead to resolve all disputes in accordance with the Scriptures.

ARTICLE 5. OFFICERS

5.1 Officers. The Officers of the Corporation should usually consist of:

5.1.1 Chairman;

5.1.2 Secretary;

5.1.3 Treasurer; and

5.1.4 Vice Chairman(s), as determined by the Board.

5.2 Chairman. All Officers report to the Chairman. The Chairman reports to the Board of Directors. The Chairman ensures adequate communications among the various working committees, and directs the activities of all officers of the Corporation. The Chairman usually chairs the meetings of the Board of Directors, although the Board may at its discretion, elect someone other than the Chairman to chair the meetings of the Board of Directors. In the absence of the Chairman, one of the Vice Chairmans should chair the meeting.

5.3 Secretary/Treasurer. The office of Secretary/Treasurer may be filled by one individual or divided into the two separate offices of Secretary and Treasurer with an officer elected for each position. The duties of Secretary/Treasurer, listed below, may be allocated between those two offices. The Secretary/Treasurer is elected by the Board of Directors to oversee the administration of the Corporation, to direct the operating activities of the Corporation, and to perform other duties defined by the Board, including to:

5.3.1 Give notice of, and attend, all meetings of the Corporation and to arrange for taking and preserving accurate minutes of the meeting in written or recorded form;

5.3.2 Keep a list of the officers and Directors of the Corporation;

5.3.3 Prepare an annual report of the finances, transactions and condition of the Corporation;

5.3.4 Keep all books and records of the Corporation, and ensure that all accounting records are properly maintained;

5.3.5 Keep an account of all monies received and expended for use of the Corporation, and make disbursements authorized by the Executive Committee or other persons as the Board prescribes. All sums received shall be deposited in the bank or banks approved by the Board. This officer shall report at the annual meeting or when called upon by the Chairman. Procedures and requirements for spending church funds may be specified by a resolution of the Board of Directors from time to time. Funds in excess of \$ 100,000 may be drawn only on signature of the Chairman or an Executive Committee Member designated by the Chairman after authorization and approval of the Board of Directors after authorization and approval of the Board of Directors. The funds, books and vouchers are at all times subject to verification and inspection of the Directors of this Corporation; and

5.3.6 Deliver to a successor all books, money and other property of the Corporation at the end of the Term.

5.4 Vice Chairman and Other Officers. The Board of Directors may, from time to time, without amendment to these Bylaws, elect one or more Vice Chairmans who usually report to the Chairman and perform specific duties identified by the Board.

5.5 Designation of Officers. Corporate Officers are usually designated at the annual meeting of the Directors but may be designated at any properly noticed meeting.

5.6 Removal. An officer may be removed with or without cause, from office by a Majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by removal.

5.7 Vacancies. A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the Term by a Majority vote of the Board.

ARTICLE 6. BOARD OF DIRECTORS

6.1 Board Composition. Per A.R.S. §10-3801, the Corporation's governance and activities necessary to meet the goals and objectives set by the Board are the legal responsibility of the Board. Per A.R.S. §10-3802, the Board may define qualifications for service as a "Member" of the Board (also referred to as a "Director".) Directors need not be residents of Arizona. The Board ordinarily consists of not less than 3 and usually not more than 14 Directors. The Board may choose a Director to act as a Chair of the Board.

6.2 Changes. The Board may, by a Majority vote, change the number of Directors serving on the Board (but no less than three). Per A.R.S. § 10-3805, a decrease in the number of Directors or Term of office does not shorten the Term of an incumbent Director.

6.3 Election of Directors. New Directors are usually elected by the existing Directors by a Majority vote. This election usually occurs at the Annual Meeting of the Board, but may be elected at any properly noticed meeting.

6.4 Term of Directors. Directors should serve for the "Term" designated by the Board. If no specific Term is designated, then the Director usually will serve until the end of the year in which he turns 65. A Director continues to hold office until retirement or until the Director's resignation or removal.

6.5 Removal. A Director may be removed with or without cause from the Board by a majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by such removal.

6.6 Vacancies. A vacancy on the Board because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the Term by a majority vote of the Board.

6.7 Board Meetings and Notice.

6.7.1 Regular Meetings. Per A.R.S. § 10-3820, if the time and place of a Board meeting is fixed by the Bylaws or the Board, then the meeting is a regular meeting and may be held without notice of the date, time, place, or purpose.

6.7.2 Special Meetings. All other meetings are "Special Meetings". Special Meetings may be called by the Chairman or by one or more Directors then in office. Per A.R.S. 10-3822, notice of a Special Meeting of the Board must be given at least two days in advance by written notice delivered personally, by telephone, by email, or sent by mail or fax to each Director at his/her address as shown on the records of the Corporation; however, in an urgent circumstance a Special Meeting may be held without prior notice, provided a quorum is present. The purpose of a Special Meeting need not be specified in the notice.

6.7.3 Annual Meeting. There should ordinarily be an annual meeting of the Board, at which time the Board, among taking any other appropriate action, should select a Chairman to serve for the coming year and may elect other corporate officers and directors and should also discuss new and continuing committee appointments for the coming year. The Board may specify which of its meetings is to be considered the annual meeting.

6.7.4 Notice. Except in an emergency, “Notice” of a Special Meeting of the Board shall be given at least three calendar days prior to the meeting date by personal delivery or courier, by telephone, by email, by electronic means or sent by mail or fax to each Director at the address listed in the records of the Corporation. The reason for calling a Special Meeting need not be specified in the Notice.

6.8 Waiver of Notice. Per A.R.S. §10-3823,

6.8.1 A Director may waive Notice of a Board meeting before or after the date and time stated in the Notice if done in writing and signed by the Director entitled to the Notice, or by electronic transmission, and filed with the minutes or corporate records. A waiver may be signed using an electronic signature defined in A.R.S. §44-7002.

6.8.2 Attendance of a Director at a meeting constitutes a waiver of Notice of the meeting, unless a Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully convened. At the beginning of the meeting, or promptly on the Director's arrival at the meeting, the Director must object to holding the meeting or transacting business at the meeting. The objecting Director may not thereafter vote for, or assent to, action taken at the meeting.

6.9 Quorum. The presence of a majority of the Directors on the Board constitutes a “Quorum”. Per A.R.S. §10-3811, if the Directors remaining in office constitute less than a Quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the remaining Directors.

6.10 Majority. The vote of at least 66% of those Directors present and voting at a Board meeting at which a quorum is present constitutes a “Majority” vote. Unless otherwise specified, all business of the Board is usually decided by a Majority vote.

6.11 Attendance. A determination by the Board that a Director has an unsatisfactory record of attendance at Board meetings or that a Director’s behavior is contrary to the best interests of the Corporation constitutes grounds for removal of the director “for cause”.

6.12 Reimbursement. To help protect their status as a “Volunteer” under Arizona’s Volunteer Protection Act (A.R.S. §12-982) and the Federal Volunteer Protection Act (42 USC 14501 et seq.), Directors may receive neither salary, remuneration nor other legal consideration for their service as a Director. However, by Board resolution, reimbursement for reasonable expenses incurred attending Board Meetings may be allowed. Consultation with the Corporation’s certified public accountant or legal counsel prior to approval of expense reimbursement is recommended.

6.13 Electronic Meetings. Directors may participate in Board meetings through use of conference telephone or similar electronic communications equipment, so long as all participating Directors can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

6.14 Action without a Meeting. Per A.R.S. Section 10-3821 legally binding action by the Directors may be taken without a meeting if the action is taken by that number of Directors necessary to approve the action had a meeting taken place.

6.14.1 Consent. The action must be evidenced by one or more written consents describing the action taken, signed by each Director consenting to the action, and included in the minutes filed with the corporate records of the Corporation reflecting the action taken.

6.14.2 Signature. For the purposes of this section, “signature” includes an electronic signature as defined in A.R.S. Section 44-7002. Thus, consent may be given by mail, facsimile transmission, or by electronic mail and may be signed using an electronic signature. Such consents shall be treated for all purposes as a vote at a meeting. The consent signed under this section has the effect of a meeting vote and may be described as such in any document.

6.14.3 Effective Date. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

6.15 Standard of Care of Directors. Directors shall discharge their duties, including duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. A Director is not liable either for an action taken as a Director or for failure to take an action if the Director's duties were performed in compliance with A.R.S. §10-3830, which provides that a person serving as a Director (including as a member of a committee), shall discharge “Duties” as a Director: (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the reasonably believed to be in the best interests of the Corporation. Under this “Prudent Businessman Rule”, Officers and Directors are presumed in all cases to have acted, failed to act or otherwise discharged their Duties in accordance with these standards.

6.15.1 The burden of proof is on the party challenging a Director's action, failure to act or other discharge of Duties to establish by clear and convincing evidence facts necessary to rebut the presumption.

6.15.2 In a proceeding commenced under A.R.S. §10-3830, a Director has all of the defenses and presumptions ordinarily available to a Director.

6.15.3 In discharging Duties, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more Officers or employees of the Corporation whom the Director reasonably believes are reliable and competent in the matters presented;
2. Legal counsel, public accountants or other person as to matters the Director reasonably believes are within the person's professional or expert competence;
3. A committee of or appointed by the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence; or,
4. In the case of Corporations organized for religious purposes, religious authorities and ministers, priests, rabbis or other persons whose position or duties in the religious organization the Director believes justify reliance and confidence and whom the Director believes to be reliable and competent in the matters presented.
5. Provided, however, that a Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted above unwarranted.

6.15.4 Directors are not trustees of (i) the Corporation's assets; (ii) property held or administered by the Corporation; or (iii) property subject to restrictions imposed by the donor or transferor of that property.

6.16 Special Topics Requiring Approval of the Directors. These “Special Topics” require approval of a Special Majority, i.e., 90% of the Directors (the “Vote”) (unless otherwise directed in these Bylaws or State Law):

6.16.1 The call or dismissal of the Senior Pastor;

6.16.2 “Transfer” (i.e., purchase, sale or long term lease in excess of 10 years) of all or substantially all of the real property owned or leased by the Corporation to an unrelated third party;

6.16.3 In determining whether the proposed Transfer is to an “unrelated third party”, the Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A Transfer to a legal entity which qualifies under Section 501C(1) - (17) of the Internal Revenue Code, as amended from time to time, as a “Support Organization” is not deemed a “Transfer” to an unrelated third party (i.e., is not a “Special Topic”);

6.16.4 An action to merge or dissolve the Church as a corporation;

6.16.5 Amending or restating the Articles of Incorporation;

6.16.6 Approval of the Annual Budget; and

6.16.7 Amendment of the Mission Statement or the Statement of Faith of the Church; and approval of the Governing Authority.

ARTICLE 7. COMMITTEES

7.1 Committees. The Board may establish one or more committees from time to time, which should be terminated when the purpose for which they are established is complete, unless otherwise specified. Committees report to the Board, unless otherwise delegated by the Board. When creating committees, the Board is encouraged to specify a termination date. In accordance with A.R.S. § 10-3825(E), a committee may neither:

7.1.1 authorize distributions;

7.1.2 approve or recommend an action that requires the Board approval under state law;

7.1.3 fill vacancies on the Board or on its committees;

7.1.4 adopt, amend or repeal bylaws; nor

7.1.5 fix the compensation of Directors for serving on the Board or a committee of the Board.

7.2 Nominating Committee. From time to time, the Board may appoint a Nominating Committee. The Nominating Committee may develop a proposed slate of candidates for vacancies on the Board.

7.3 Executive Committee. The Board may elect some of its Directors to act as an “Executive Committee” to be responsible for day-to-day governance of the Corporation's affairs. The Executive Committee may execute orders, votes, and resolutions of the Board which are not otherwise self-executing and perform other duties assigned to it by the Board; provided, however, that the Executive Committee may not take any actions prohibited by A.R.S. § 10-3825. The Executive Committee should include the Chairman and/or the Chair of the Board of Directors, if any.

7.3.1 Executive Committee Membership. The Executive Committee should usually consist of three to five Directors. Executive Committee Members serve the Terms specified by the Board. If an Executive Committee Member is no longer serving, whether by non-eligibility or choice, the Board may elect a replacement to complete his Term.

7.3.2 Executive Committee Chair. The Chairman usually chairs meetings of the Executive Committee. In his absence the Committee may select another person to chair the meeting.

7.3.3 Executive Committee Meetings. The Executive Committee meets at a time and place determined by the Chairman and/or the Chair of the Board, if any.

7.3.4 Election of Executive Committee. Election of Executive Committee Members may take place at any meeting of the Board.

7.4 Advisory Council. The Board may also appoint an “Advisory Council” to assist the Corporation in achieving its goals. The members of the Advisory Council have neither legal power nor legal duties to the Corporation. Membership on the Advisory Council may be interpreted as an expression of strong support for the activities of the Corporation. Otherwise, members of the Advisory Council are not legally responsible for the debts of the Corporation and are not agents of the Corporation. Members of the Advisory Council serve at the pleasure of the Board.

ARTICLE 8. AMENDMENTS

8.1 Majority Vote. These Bylaws may be amended, replaced, or altered, in whole or in part, by a 90 % vote of the Directors with the percentage of approval as a Special Topic as defined above.

ARTICLE 9. INDEMNIFICATION

9.1 Indemnification. The Corporation shall indemnify, defend, protect and hold harmless all current and former Directors, Officers, and Board committee members of the Corporation (each, an “Indemnified Person”) to the fullest extent from time to time permitted by the Arizona Nonprofit Corporation Act, as amended and superseded from time to time, for any and all expenses and liabilities of any kind or nature whatsoever arising out of or in connection with any of the following (a “Proceeding”): any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, in which the Indemnified Person is involved, whether as a party, witness, or otherwise, because the Indemnified Person is or was a Director or Officer or Board committee member of the Corporation or otherwise relating to any action taken, or any failure to take any action, as a Director or Officer or Board committee member of the Corporation.

9.2 Advance Payment of Expenses. Unless the Board, by affirmative vote of at least 66% of the Directors then in office, acting in good faith and upon the advice of counsel, concludes that an Indemnified Person has, beyond a reasonable doubt, engaged in conduct for which the Indemnified Person would not ultimately be entitled to indemnification under these Bylaws, the Corporation shall pay for or reimburse the reasonable expenses incurred by any Indemnified Person involved in a Proceeding in advance of the final disposition of the Proceeding if both of the following conditions exist: (a) the Indemnified Person furnishes to the Corporation a written affirmation of the Indemnified Person’s good faith belief that he or she has met any applicable statutory standard of conduct relevant to determining such Indemnified Person’s eligibility for indemnification under these Bylaws; and (b) the Indemnified Person furnishes to the Corporation a written undertaking to repay the advance if it is ultimately determined that he or she is not entitled to indemnification under Section 9.1 of these Bylaws.

9.3 Insurance. The Corporation is encouraged, but not required, to purchase and maintain such policies of insurance as are customary for corporations similarly situated to the Corporation for the protection of the Indemnified Persons in their service to the Corporation, whether or not the Corporation would have the power to indemnify such Indemnified Persons for their service.

9.4 Board Action. The Board shall take all action to authorize the Corporation to provide indemnification and advance expenses as required by this Article and applicable law, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity or expenses acted and of the reasonable amount of indemnity or expenses due him or her.

9.5 Cumulative Rights. The rights set forth in this Article are non-exclusive, cumulative with, and in addition to, other rights to which an Indemnified Person may be entitled as a matter of law, by contract or otherwise.

9.6 Reliance. Unless the Board finds to the contrary by a 66% Majority vote, the Indemnified Persons shall be deemed to be serving in their respective positions or to have previously done so in reliance upon, and as consideration for, the rights provided under this Article. Repeal or modification of this Article does not affect rights or obligations existing or accruing prior to repeal or modification. The rights provided for in this Article inure to the benefit of the legal representatives and heirs of an Indemnified person.

ARTICLE 10. GENERAL

10.1 Contracts. The Board may authorize the Executive Committee, any officer, or agent, in addition to the officers authorized by these Bylaws, to sign contracts or to execute and deliver instruments in the name of and on behalf of the Corporation. Authority may be general or may be limited to specific situations.

10.2 Loans Secured by Real Property. Loans which are secured by a lien on the Church's real property may be contracted on behalf of the Corporation only if authorized in writing by a **unanimous** resolution of the Board of Directors. Authority may be general or confined to specific instances. Corporate funds should never be loaned to an officer or director of the Corporation.

10.3 No Loans to Directors and Officers. Notwithstanding anything herein to the contrary, the Corporation shall neither lend money to, nor use its credit to assist, its Directors or Officers. A Director or Officer who assents to, or participates in, making a prohibited loan is liable to the Corporation for the full amount of the loan (including interest and collection costs and legal fees) until the loan is repaid.

10.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to credit of the Corporation in banks, trust companies, or other depositories selected by the Board or the Treasurer.

10.5 Finances. This Corporation is neither intended as, nor shall it operate as, a profit-making organization, nor is it founded with the expectation of making a profit. This Corporation shall use its funds only for purposes specified in the Articles and these Bylaws.

10.6 Fiscal Year. The fiscal year of the Corporation is the calendar year, unless otherwise specified by the Board.

10.7 Bonding. Persons entrusted with the handling of Corporation funds should ordinarily be qualified to receive, and may be covered by, a suitable fidelity bond at Corporate expense.

10.8 Corporate Seal. The Board may, but is not required to, provide a corporate seal.

10.9 Inspection and Copying. Directors and officers may inspect and receive copies of the books and records of the Corporation only for a proper purpose (i.e., one not contrary to the best interest of the Corporation) by submitting a written request to the Board. They may receive financial statements upon reasonable request.

10.9.1 The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. The Corporation shall respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990, if any. The Corporation should use reasonable efforts to maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

10.9.2 A person entitled by law to inspect the Corporation's books and records may do so at a reasonable time as required by Internal Revenue Regulations, if any, after the Corporation's receipt of a proper written request.

10.9.3 The Board of Directors may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

10.10 Employees. The Board may employ persons as it deems necessary, and approve the title, salary and other considerations of employment. Employees generally report to the Chairman or his designee. All employment shall be "at will" in accordance with the laws of the State of Arizona. All employee benefits must be approved in writing by the Board.

ARTICLE 11. DISSOLUTION

11.1 Vote. The Corporation may be dissolved by vote of the Directors as a Special Topic as defined above in Article 6.

11.2 Distribution. If the Corporation is dissolved, then its property shall be distributed only for charitable purposes according to the Articles as determined by the Board in accordance with the Code and as provided in the Articles, if any.

ARTICLE 12. GOVERNING LAW, NON-LIABILITY, OTHER POLICIES & EMPLOYEES

12.1 Arizona Law. The Corporation is organized as a nonprofit Corporation under the laws of the State of Arizona and under federal law. These Bylaws and the governance of the Corporation shall at all times conform to the Arizona Nonprofit Corporation Act, as amended and superseded, to federal law governing nonprofit corporations.

12.2 Non-Liability. No Director, officer, agent, employee or volunteer ("Person") is liable for the acts or failure to act of any other Person. Nor shall any Person be liable for acts or failure to act under these Bylaws, excepting only acts or omissions arising out of willful misfeasance. An action taken by this Corporation shall not create personal legal liability on these Persons.

12.3 Other Policies. Conflict of Interest, Record Retention and Whistle-Blowers policies as recommended by the Internal Revenue Service should be considered for adoption by the Board.

12.4 Employees. The Board may authorize employment of persons and fix the title, salary and other considerations of employment. All employees report to the Chairman. Unless otherwise specifically provided in writing, all employment is “at will,” and is administered in accordance with the laws of the State of Arizona. **The only benefits to be granted employees are those defined by written policy adopted by the Board.**

ARTICLE 13. AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

13.1. Interested Person. “Interested Person” means an Officer or Director of the Corporation, or of an entity in which one or more of the Corporation’s Officers or Directors are managers, directors, Officers or members or in which they are financially interested.

13.2. Affiliated Transaction. This “Affiliated Transaction” includes a contract, loan, sale, lease or exchange of property, payment of compensation for services provided by Interested Persons or other exchange of value between the Corporation and an Interested Person. An Affiliated Transaction is neither void nor voidable merely: (i) because of a financial or other relationship between the Corporation and the Interested Persons or (ii) because an Interested Person was present at the meeting of the Board or a committee which authorized, approved or ratified the Affiliated Transaction or, (iii) because the vote of an Interested Person was counted for that purpose if:

13.2.1. The fact of the relationship or interest is disclosed or known to the Board or committee which handled the Affiliated Transaction and it was approved by a vote or consent without counting the vote or consent of an Interested Person(s); or

13.2.2. The Affiliated Transaction is fair and reasonable to the Corporation at the time the Affiliated Transaction is approved or ratified in the light of circumstances known to those entitled to vote at that time.

13.3. Determining Quorum. Interested Directors may be counted in determining the presence of a Quorum at a meeting of the Board or of a committee which authorizes, approves or ratifies the Affiliated Transaction.

**CERTIFICATION OF ADOPTION
OF
BYLAWS**

The undersigned hereby certifies that:

- (i) The undersigned is the duly elected Secretary of the Corporation;
- (ii) These are the Bylaws of the Corporation which were adopted by the vote of the Board of Directors of the Corporation; and
- (iii) These Bylaws became effective at the Board meeting held on _____, 2023 (the “Effective Date”).

IN WITNESS WHEREOF, I signed my name to be legally binding as of that date.

NAME

Secretary of the Corporation

EXHIBIT A

Mission Statement

We live in a time where the chasm between Biblical values and cultural values is increasing.

More than ever, darkness reigns in the seemingly “put together,” safe and quiet neighborhoods around us. Red Mountain Community Church must be a clear, loud, and persistent voice in our neighborhoods, work places, schools, stores and businesses, proclaiming in word and deed the good news of Jesus Christ.

Our vision remains simple: we are committed followers of Jesus. This means that in connection with the Spirit, we are a:

Worshiping church: we continually glorify God and offer ourselves as a living sacrifice for Him. Worship includes:

- The verbal declaration of God’s glory.
- The sacrificial lifestyle of serving God.

[Deuteronomy 6:5, 13-14; Psalm 2:11-12; Isaiah 6:1-4; John 12:1-8; Romans 12:1; Galatians 5:13-15; Ephesians 5:19-20; Colossians 3:16-17; Hebrews 9:11-14.](#)

Transforming church: we continually engage the personal and corporate work of transformation and renewal to resemble Jesus, the one we are following.

- In partnership with the Spirit and the church body.
- Through cultivating habits in five key areas: in our relationship with the Spirit, in our sacrificial giving, in our meditation on the Scriptures, in our building up the church, in our making other disciples.

[Isaiah 6:5-7; Romans 12:1-2; 2 Corinthians 3:17-18; 2 Corinthians 10:3-5; Ephesians 4:17-24; Hebrews 5:13-14; 1 Peter 1:14-19; 2 Peter 1:3-11.](#)

Sending church: we continually are sent out each week by Jesus into our community to make other disciples.

- This is both local and global, long-term and short-term, word and deed.
- Think about who is not here.

[Genesis 12:1-3; Exodus 14:1-18; Psalm 46:10; Isaiah 6:8; Matthew 28:18-20; John 17:18; 20:21.](#)

<https://www.rmccchurch.org/about/our-mission/> November 5, 2020 1:00 P.M.

EXHIBIT B
Statement of Faith

1. We believe the scriptures, both Old and New Testaments, to be the inspired word of God (2 Timothy 3:16), without error in the original writings (John 3:33), the complete revelation of His will for the salvation of men and the Divine and final authority for all Christian faith and practice (Psalm 19:7-11).
2. We believe in one God, Creator of all things (Psalm 102:25-28), infinitely perfect (Deuteronomy 32:4) and eternally existing in three persons: Father, Son, and Holy Spirit (Matthew 28:19; Matthew 3:16-17; Acts 2:33,38).
3. We believe that Jesus Christ is true God and true man (Philippians 2:6-10), having been conceived of the Holy Spirit and born of the Virgin Mary (Matthew 1:18-22). He died on the cross a sacrifice for our sins according to the Scriptures (1 Corinthians 15:3-4). Further, He arose bodily from the dead, ascended into heaven where, at the right hand of the Majesty on High, He is now our High Priest and Advocate (Hebrews 4:14-5:10; 1 John 2:1-2).
4. We believe that the ministry of the Holy Spirit is to glorify the Lord Jesus Christ and, during this age, to convict men, regenerate the believing sinner, indwell, guide, instruct and empower the believer for godly living and service (John 16:5-15; 2 Corinthians 5:14-21; Romans 8:9-11).
5. We believe that man was created in the image of God (Genesis 1:26-27) but fell into sin and is therefore lost (Genesis 3:4-7; Psalm 53:1-3) and only through regeneration by the Holy Spirit can salvation and spiritual life be obtained (Ephesians 1:1-10; Titus 3:4-7).
6. We believe that the shed blood of Jesus Christ and His resurrection provide the only ground for justification and salvation for all who believe (Acts 4:10-12; John 14:6) and only such as receive Jesus Christ are born of the Holy Spirit and become children of God (John 1:12-13).
7. We believe that the Lord's Supper and Water Baptism are ordinances to be observed by the Church during this present age (Matthew 28:19-20; 1 Corinthians 11:24-25). They are, however, not to be regarded as a means of salvation.
8. We believe that the true Church is composed of all such persons who, through saving faith in Jesus Christ, have been regenerated by the Holy Spirit and are united together in the body of Christ, of which He is the Head (Romans 12:4-5; 1 Corinthians 12:13).

9. We believe that only those who are thus members of the true and invisible Church shall be eligible for membership in the local church (1 Corinthians 1:2; 1 Thessalonians 1:1).
10. We believe that Jesus Christ is Lord and Head of the Church and that every local church has the right, under Christ, to decide and govern its own affairs (1 Corinthians 6:1-6; Acts 6:1-6).
11. We believe in the personal, premillennial and imminent coming of our Lord Jesus Christ. This “Blessed Hope” has a vital bearing on the personal life and service of the believer (John 14:1-3; 1 Thessalonians 4:13-18).
12. We believe in the bodily resurrection of the dead, of the believer to everlasting blessedness and joy with the Lord, of the unbeliever to judgment and everlasting conscious punishment (Hebrews 9:27; John 11:25; Revelation 20:11-15; 21:5-8).

EXHIBIT C

Statement of Marriage

Our church is a community of people who have accepted Jesus Christ as their Savior and are following a specific way of living to which our Creator-God has called us (**Ephesians 4:1**). This specific way of living gives us a certain set of convictions of how God designed His world to operate. We are determined not to be mean-spirited in holding to our convictions (**Ephesians 4:15**). We also know that all who arrive at Red Mountain Community Church are in various stages of a relationship of following Jesus, which means we are a place ministering grace and truth. As such people in process, we want to humbly outline in this exhibit how God has led us to approach the marriage covenant and what you can expect to find us teaching and pursuing on the subject of marriage.

How We Understand Marriage:

- We believe that God designed marriage. When His design is followed, both spouses will experience great blessing from Him in all areas of life. When His design is not followed, relationships become dysfunctional. Therefore, His design is paramount to us and we regard it as a precious possession to embrace and pass along.
- We believe God designed marriage to be a lifetime agreement entered into by one man and one woman whose genders were determined at birth. We believe gender to be a biological and spiritual reality, determined by our chromosomal makeup (**Genesis 2:23-25; Mark 10:6-12; 1 Corinthians 6:9-11; 1 Timothy 1:9-11**).
- We believe God designed marriage and gender to be demonstrations of the relationship between Christ and His church, displaying the glory of His love and salvation (**Ephesians 5:22-23**).
- A marriage agreement consists of two sets of commitments. First, it is a commitment each person makes to the Lord that they will love each other as long as they are alive (**Mark 10:9**). Second, it is a series of vows to each other where they promise to love one another according to the pattern of love taught by the Bible as long as they are alive (**Ephesians 5:22-23**).
- We also believe that God is gracious when we fail to follow Him in our marriages and sexuality. He is ready to restore and redeem any situation to those who are ready and willing to receive His grace (**Ephesians 2:1-10; 1 Timothy 2:4-6**).
- We help establish marriage in this sense as a legally binding agreement with the appropriate documentation required by the Laws of the State of Arizona.

Our Vision for Marriage:

- Our vision goes way beyond helping couples have a beautiful, legal ceremony. We have a vision for healthy homes which will lead to healthy communities (**Proverbs 24:3-4**). An important part of what is done at Red Mountain Community Church is to help couples establish strong marriages and then help keep those marriages healthy.

- Through pre-marital counseling and marital enrichment resources, we hope to start couples down a path of mutual holiness and sacrifice for the benefit of each other and to maintain that course (**Ephesians 5:22-23**). The path of holiness and sacrifice will help them build a healthy home that lasts. It will help the couple rise to all that God has created them and their home to be.
- Through our marriage ministry we provide opportunities and resources that refresh marriages. We also provide wise counsel through the hard times and unresolvable conflicts that can develop along the way (**Matthew 18:15-20**).
- We hope couples will eventually be involved in helping others build a healthy marriage through the lessons they learn together.

EXHIBIT D
Mandatory Mediation/Arbitration

Voluntary Venue for Resolving Disputes.

The Bible commands us to make every effort to live at peace and to resolve disputes with each other in private and within the Church (*see* Matthew 18:15-20; I Corinthians 6:1-8). As guided by our interpretation of the Scriptures, it is the official policy of our Church to encourage avoidance of participation in the civil litigation system for the resolution of all "Disputes", including, but not limited to, resolution of all claims, demands, controversies and differences arising out of participation in religious activities, interpretation, or enforcement of the Bylaws, Articles, and policies of the Corporation, including, but not limited to, employment, contracts and personal injury matters to the extent permitted by law or by other documents created pursuant to the implementation of this policy by or between all those who participate in religious activities, including, but not limited to, scriptural members, officers, employees, agents, volunteers, guests, invitees, and the Corporation ("Person").

To the extent permitted by law, the Church requires all those defined as a "Person":

- (i) waive the right to file a lawsuit in civil court against the Corporation, or its officers, directors, or employees, except as necessary to enforce an Arbitration decision;
- (ii) resolve all Disputes between those defined as the Persons exclusively in accordance with these Mediation and Arbitration provisions; and,
- (iii) agree that the sole forum for resolution of Disputes will be in county where the principal place of business of the Corporation is located and applying Arizona law.

I agree that these alternative dispute resolution ("ADR") methods shall be the sole remedy for all Disputes with the Church or the Christian community that is a part of the Church, and expressly waive my right to file a lawsuit against the Church or others in the Christian community in civil court, excluding a class action and excluding enforcement of this arbitration right or of a legally binding arbitration award. All Disputes between Persons involving the Church as a body of believers or involving the Corporation shall be resolved first by not less than four hours of non-binding, biblically based mediation as administered by the Institute for Christian Conciliation (the "ICC") under its then current Rules of Procedure contained in its Guidelines for Christian Conciliation or other mutually acceptable service. (See www.iccpeace.com/rules - the "ICC Rules").

If I cannot resolve the Dispute through mediation, then, together with the Church and other persons within the Christian community that may be involved in a Dispute, I agree that an unresolved Dispute shall be settled by binding arbitration under the Federal Arbitration Act (9 U.S.C.A. § 2, et seq. - the "FAA"), as administered by the ICC under the ICC Rules, and judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction.

Subject to the ICC Rules, I agree, with the Church, that we will use a single arbitrator who is experienced in the relevant area of law that is the subject of our Dispute. If the provisions of the FAA conflict with the ICC Rules then the ICC Rules, as construed by the arbitrator, shall govern. The arbitrator shall award the prevailing party its reasonable attorney fees, costs, expert witness costs. The parties shall share the cost of the arbitration. The arbitrator is not authorized to award punitive, special, or consequential damages.