

***Articles of Incorporation***

***And By-laws***

*2021 Revision*

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# I. Articles of Incorporation of the Cheyenne Brethren Church

Revised December 14th, 1989

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, desiring to form a corporation for the purposes hereinafter set forth, under and in conformity with the laws of the State of Wyoming, hereby voluntarily associate ourselves together and make this written certificate in triplicate, and hereby certify:

 First. The name of this corporation shall be "Cheyenne Brethren Church".

 Second. The object for which this corporation is formed is to support, teach and promulgate the Gospel; to maintain religious worship; to maintain, hold and keep in repair a house of public worship with or without parsonage house appurtenant thereto; to promote the diffusion of religion and other useful information and to worship Almighty God according to the faith, doctrine and usage of the Brethren Church as set forth in the Holy Scriptures; to raise money by gratuitous contribution for benevolent, charitable and religious purposes of the corporation; to purchase, receive by gift, grant, devise or otherwise personal property and real estate such as may be necessary or proper for the purposes of this corporation and to own, hold, mortgage, encumber, or dispose of the same; and to do whatever else as may be incidental to the business of the corporation as herein specified.

 Third. This corporation is not organized for pecuniary profit or direct gain to itself and has no capital stock.

 Fourth. This corporation shall not incur debts exceeding the amount of $150,000.00 maximum indebtedness for real estate property only, plus any other moneys needed for other needs (furnishings, etc.) as approved by the Congregation.

 Fifth. The terms of existence of this corporation shall be perpetual.

 Sixth. The management of the concerns of this corporation shall be vested in the Congregation, or in a Ministry Council elected by the members of the Congregation annually and accountable to the Congregation.

 Seventh. The operation of this corporation shall be carried on in the city of Cheyenne, Laramie County, Wyoming, and the principal office of this corporation shall be located

in the City of Cheyenne, Wyoming. The business of this corporation shall also be carried on in such counties within the State of Wyoming as the Ministry of Trustees may from time to time determine.

 Eighth. The members of this corporation shall have power to enact all by-laws and regulations necessary in promoting the objects and purposes of this corporation and not inconsistent with the laws of the State of Wyoming, and prescribing the duties of the officers; the manner in which the corporation may contract,, become bound for debts, convey, encumber of transfer property; the manner in which the succession of the members and officers of the corporation shall be regulated and vacancies in their number filled.

 Ninth. All suits against this corporation shall be commenced in the said county of Laramie, State of Wyoming.

 Tenth. In the event or at such time that the property located at 2600 East 12th St., Cheyenne, Wyoming, now known as the Cheyenne Brethren Church, ceases to function as prescribed in these Articles of Incorporation and by-laws, or is removed from the roster of churches of the Brethren Church with headquarters in Ashland, Ohio, said property would revert totally and freely to the Midwest District of the Brethren Church.

 IN WITNESS WHEREOF, we have executed these articles of incorporation in triplicate this 14th day of December 1989.

# II. Mission Statement of Cheyenne Brethren Church

Our Mission Statement flows from the universal call of every church and every believer, to fulfill the Great Commandment (Matthew 22: 34 - 40) and the Great Commission (Matthew 28: 16 –20). Our church sees its unique place in the fulfillment of God’s universal call this way …

*The Cheyenne Brethren Church is a* ***community******celebrating*** *the reality of new life in Jesus Christ, and* ***sharing, growing,*** *and* ***serving*** *in Christ’s name*

# III. Core Values of the Cheyenne Brethren Church

Our Core Values are the foundations of our mission, the motivations of our activity, and the standards of our ministry.

We value the ***Bible*** as the complete, primary, and inerrant source for understanding the mind and will of God on how individuals come to know salvation and live Godly lives.

We value ***Discipleship*** as the life long process of helping people through small groups transform every area of their lives into the image of Christ by training, mentoring, serving and mutual accountability.

We value ***Evangelism*** as the responsibility of followers of Jesus to testify with their voice and actions the opportunity of a relationship with God through Jesus Christ.

We value ***Worship*** as people’s expression of their relationship with God.

We value ***Fellowship / Community*** as the primary relationship through which our faith is communicated and understood.

We value ***Missions*** as the method to express locally, nationally, and globally God’s concern for the hungry, hurting, and lost.

# IV. Vision Statement of the Cheyenne Brethren Church

Our Mission and Core Values indicate how God wants us to progress in the future, a vision of what God wants the Cheyenne Brethren Church to become …

***The Cheyenne Brethren Church is a known, growing, and enthusiastic Christian community committed to leading others to discover and grow in new life in Jesus Christ.***

# V. Government Flowchart of Cheyenne Brethren Church

**CONGREGATION**

**Ministry Council**

Moderator

At Large Members

**Adult Ministries**

**Child & Student Ministries**

**Support Ministries**

**Pastoral Care**

**Committee(s)**

**Treasurer**

**Pastoral Staff**

**Services**

**Ministries**

**Deacon Council**

**Task Forces**

# VI. Revised By-Laws of Cheyenne Brethren Church

**People of Greater Cheyenne**

**&**

**The World**

## A. Membership

### 1. Definition.

The Cheyenne Brethren Church is a body of baptized believers. A member is a baptized believer that has fulfilled the requirements of membership as set forth in the *Ministry Manual of the Cheyenne Brethren Church,* attached hereto.

### 2. Reception

The mode of receiving members into the church is profession of faith in Jesus Christ as Savior and Lord, Repentance, Baptism by Triune Immersion, and confirmation by the laying on of hands. A certificate of membership from other churches may be transferred to this Congregation with an affirmation of believer baptism and approval of the Deacon Council.

### 3. Responsibilities

A member is to fulfill the responsibilities of membership as set forth in the *Ministry Manual of the Cheyenne Brethren Church.*

### 4. Removal.

Any member may be removed from membership for either of the following reasons:

1) Inactivity or Nonsupport as defined by *The Ministry Manual of the Cheyenne Brethren Church*, attached hereto. This form of removal is done through the annual review, below.

2) Actions or negligence of actions that are contrary to the Bible as understood by the Congregation and the Brethren Church. This form of removal is done through a process of review established by the Pastor and the Deacon Council.

### 5. Annual Review.

The roster of members of the church shall be reviewed each year by the Deacon Council, with the names of those to be removed from membership due to inactivity or nonsupport to be presented to the Ministry Council before March 31st of each calendar year for their consideration. A roster of all members and friends of the Congregation shall be distributed to the Congregation within thirty (30) days of the Ministry Council’s action.

## B. Deacons

### 1. Definition.

A deacon is a member in good standing who is called by the congregation to use their gifts and abilities in lifetime lay ministry. While all members are called to minister, deacons are members who are called apart by the church due to their spiritual maturity and willingness to serve. Deacons may serve in any office.

### 2. Reception.

Deacons will be called according to the following process:

 1) Candidates must meet the qualities of a deacon as set forth in *The Ministry Manual of the Cheyenne Brethren Church.*

2) At the time of selection, to be held at least annually and announced 14 days in advance by the Deacon Council, each member shall list by secret ballot

 those members they feel are called to serve as a Deacon(ess).

 3) A member will be considered selected when their name appears on two-thirds

 (2/3) of the ballots received.

 4) The selection will close after a single ballot, with no further selection permitted for a period not less than six (6) months.

### 3. Ordination of deacons

Deacons shall be ordained by the following procedure:

 1) Duly called by the Congregation as defined above

 2) Serve as deacons on a probationary basis for a period of at least six (6) months.

3) Receive an affirmative vote for ordination by two-thirds (2/3) of the members

 present at a Congregational Business Meeting following the fulfillment of

 their probation.

 4) Confirm their desire to serve as a deacon.

 5) Ordained at an appropriate worship service by the Pastor.

 6) The ordination of the deacon shall be for life or until removed by the conditions of removal or abandonment of office stated herein.

### 4. Responsibilities.

A deacon is to fulfill the responsibilities of a deacon as set forth in the *Ministry Manual of the Cheyenne Brethren Church.*

## C. Meetings

### 1. Who May Attend – Definition of Attendance

All meetings, except for meetings dealing with issues of church discipline or executive Sessions of the Ministry Council, are open to the public, providing those attending are not disruptive to the meeting. A member or other person shall be considered attending a meeting when they are either physically present or present through other technologies established and approved by the presiding organization, with the Ministry Council representing the Congregation in this area.

### 2. Submission of Written Comments

Signed, written, comments regarding an item of business may be submitted to be read at any Congregational, Ministry, Commission, or Committee meeting.

### 3. Annual Election Meeting.

In addition to the regular meetings for worship, there shall be an annual election meeting on the second Thursday following the first Tuesday of December of each calendar year or as soon thereafter as possible, to be held at the corporate office in the city of Cheyenne Wyoming, for the purpose of approving the annual budget and filling the following offices by secret ballot, with a majority of all votes cast being required to elect:

 1) Moderator and Vice Moderator (3-year term, maximum 2 terms)

 2) Recording Treasurer and Assistant

 3) Ministry Council At Large (2 for 2-year terms, maximum 3 terms)

 4) Pastoral Care Committee member for each pastor (at least 1 for 2-year term)

5) West Region Elder and Lay representatives to the Regional Leadership Team (numbers and terms determined by the West Regional Leadership Team)

At the first meeting of the Ministry Council, one of the At Large members will be selected by majority vote to serve as Recording Secretary, with the second most votes serving as Assistant Recording Secretary.

Other items of business may also be considered at this meeting, but only with the advance approval of the Moderator no less than fourteen (14) days prior to said meeting.

### 4. Regular Congregational Business Meetings

 Business Meetings of the members of the Congregation shall be held at least twice each year on the Second Thursday following the First Tuesday of December and June of each and every year or as soon thereafter as possible, and at other dates and times as decided by the Congregation at any duly called Congregational Meeting. The December business meeting will be the official Annual Business Meeting.

### 5. Special Congregational Business Meetings

Special Business Meetings may be called by the Moderator or shall be called by the Moderator on the written request of five (5) members in good standing of the Congregation. Announcements of this meeting shall be made from the pulpit or in bulletins, or in papers written by the Recording Secretary two consecutive Sundays before the meeting. At such special meetings, no business shall be transacted other than specified in those announcements.

### 6. Ministry & Commission Meetings

Unless otherwise stated herein (ex: Ministry Council), within thirty (30) days of the annual meeting, each Ministry shall have a Coordinator, preferably a pastor, appointed by the Ministry Council. Ministries and Commissions shall meet at least three times annually at times and places to be established by each Ministry or Commission. Meetings may be called by the Coordinator or the written request of two (2) Ministry or Commission members.

### 7. Committee Meetings

Within thirty (30) days of being established, a committee shall meet and elect a Coordinator from its membership. Committees shall meet at times as places to be established by each Committee. Committee meetings may be called by the Coordinator, or by its founding Ministry.

### 8. Quorum for Congregational Meetings

A quorum for the transaction of business at any Business Meeting shall consist of not less than twenty percent (20%) of the current membership. If at any Business Meeting a quorum is not present, those present shall adjourn the meeting to a date not to exceed one (1) calendar month, at which adjourned meeting officers may be elected and business may be conducted. Notice of such adjourned meeting shall be required from the pulpit, or in bulletins, or in papers written by the Recording Secretary, and fact of such an adjournment shall be written upon the minutes of said meeting.

### 9. Quorum for Ministry, Commission, and Committee Meetings

Unless otherwise stated herein, a quorum for the transaction of business at any Ministry, Commission, or Committee meeting shall consist of a simple majority of the respective voting membership, not including ex-officio members. If at any meeting a quorum is not present, those present shall adjourn the meeting to a date not to exceed one (1) calendar month, at which adjourned meeting officers may be elected and business may be conducted. Notice of such adjourned meeting shall be required from the pulpit, and in bulletins or in papers written by the Recording Secretary on two (2) separate occasions, and fact of such an adjournment shall be written upon the minutes of said meeting

### 10. Accountability

The Lead Pastor, Assistant Pastors*,* all Officers, all Church Auxiliaries, and all Ministries, Commissions, and Committees are accountable to the Congregation, and shall abide by their decision in all matters. The Lead Pastor, Assistant Pastors*,* the Officers, the Ministry Coordinators, and Presidents of Church Auxiliaries are to give reports at all Regular Congregational Business Meetings regarding their finances and activities. Standing and Special Committees may also be requested to give reports at said meetings.

### 11. Minutes of Meetings

All Congregational, Ministry, Commission, Committee, and Ministry Council Meetings are to have recorded minutes of said meetings, including attendance and major items of discussion, with a copy to be submitted to the church office no later than fourteen (14) days after said meeting, and a summary of the minutes to be printed and made available to the congregation.

## D. Officers

### 1. Corporate and Church Officers

The officers of the Corporation shall consist of the members of the Ministry Council.In addition to the above, all those serving on ministries stated within these By - Laws shall be considered Officers of the Church.

### 2. Election of Officers

All Corporate and Church Officers must be active members of the Cheyenne Brethren Church and shall be elected in accordance with the procedure outlined above. A person may only fill one elected office, with the following exceptions:

 1) Ministry Positions

 2) Assistant positions

 3) Pastoral Care Committee members

The Moderator and Vice-Moderator shall serve a three (3) year term, with possible re-election for one (1) additional contiguous term, after which there must be a break of at least one (1) year before again serving as Moderator or Vice-Moderator.

The Ministry Council At Large members shall serve a two (2) year term, with possible re-election for three (3) additional contiguous terms, after which there must be a break of at least one (1) year before again serving as a Ministry Council At Large Member.

These term limits and required breaks from service may be suspended for a specific office and election by a three-quarter (75%) majority vote of the congregation at a duly called congregational meeting.

All other terms of office shall be limited to one year unless otherwise stated herein, with a person permitted to be reelected for future terms in the same office.

### 3. Responsibilities of Officers

Corporate and Church Officers, as well as any appointed positions, are to fulfill their responsibilities as defined elsewhere in these By - Laws, and in *The Ministry Manual of the Cheyenne Brethren Church*, attached hereto. When no such definition is available, the Ministry or Officer who has supervision over said position shall define the officer’s responsibilities.

### 4. Pastoral Selection

The Lead Pastor and Assistant Pastors will be selected by the procedure established by the Brethren Church with headquarters in Ashland Ohio, as stated in *A Manual of Pastoral and Congregational Procedures of the Brethren Church*. The length of any Pastor's call will be indefinite, with an annually reviewed salary package, and a contract which describes the responsibilities of both the Congregation and the Pastor, including a ninety (90) day notice prior to termination by either party. Selection of any Pastor shall require an affirmative vote greater than seventy - five percent (75%) of the voting members present.

### 5. Vacancies

All vacancies in an elected office, except for Pastoral Staff, occurring during the year shall be filled by the elected assistant or in the absence of an assistant for any reason, they shall then be appointed by the Moderator, and confirmed by the Ministry Council. Vacancies of appointed positions shall be filled by the Ministry or Officer which has responsibility over said office. All officers will serve until their successors are elected and duly installed.

### 6. Removal from Elected Office

Any elected Corporate or Church Officer whose membership lapses for any reason shall be automatically removed from office. In addition, the Congregation may, at any duly called Business Meeting, remove any Corporate or Church Officer who is not fulfilling their office by a vote for removal by seventy - five percent (75%) of the voting members present.

### 7. Removal from Appointed Office

Any Appointed Church officer who is not fulfilling the responsibilities of the office as established by the appointing agency may be removed by the appointing agency, with appeal to the Ministry Council, and ultimately the Congregation.

### 8. Abandonment of Elected Office

Any Corporate or Church officer who voluntarily abandons their responsibilities for a period of three (3) months, upon receiving two notices sent on the second and third month of abandonment by the Recording Secretary, shall be automatically removed from all offices held, to be regained only by the original election or selection procedure. Membership in this section is not considered an office.

##  E. Ministry Council

### 1. Power of the Ministry Council

The Ministry Council shall be responsible for the management of the concerns of the Congregation and the spiritual welfare and betterment of the church and its membership. They shall have power to authorize expenditures not under the authority of a Ministry or committee as stated herein, or emergency expenditures that exceed the authorization of a Ministry or committee. They shall review all matters of government, policy, and procedure before they are submitted to a Congregational meeting, although each member maintains the right to individually submit items of business directly to the Congregation. They shall supervise the function and cooperation of the various ministries, commissions, and committees of the church. They shall be responsible for the selection of each Ministry Coordinator

The Ministry Council shall be the custodian of all the physical assets of the Congregation in compliance with the State of Wyoming and in accordance with the provisions found herein. They shall have the power to enter contracts on behalf of the Congregation, bind the Congregation for debts. but not to exceed the amount of 10% of the previous year’s annual income at any one time, either real estate, furnishings, or properties, without the advance approval of the Congregation, unless the authorization is for an emergency, outlined below

The Ministry Council may appoint committees to assist in its work, or to undertake special tasks under its authority, provided the establishment of said committee conforms to the regulations regarding committees in these By-Laws.

### 2. Emergency Powers

In the event of an emergency that affects the safety and/or structural integrity of buildings controlled by the church, the Ministry Council may authorize expenses up to 20% of the currently budgeted annual church offerings.

### 3. Membership

The membership of the Ministry Council shall consist of all resident Elders, the Pastor and Assistant Pastors, Moderator, Recording Secretary, At Large Members, and the Coordinator of Adult, Children & Youth and Support Ministries. The Coordinator of the Pastoral Care Committee(s) shall serve as a nonvoting ex-officio member.

### 4. Meetings

The Ministry Council will meet at least quarterly, and at other dates and times as set by the Ministry Council at any duly called meeting. Special meetings may be called by the Moderator, or by written request of three (3) Ministry Council members, but only to discuss the business for which the meeting was called.

### 5. Dissolution of Ministry Council

At any Congregational Business Meeting, the Congregation may dissolve the Ministry Council by an affirmative vote of two - thirds (2/3) of the voting members present. Upon such dissolution, the responsibilities of supervision given to the Ministry Council herein or in The Ministry Descriptions of the Cheyenne Brethren Church shall be delegated as follows:

 Adult Ministries…….…………………............Pastor

 Child & Student Ministries................................Pastor

 Support Ministries.……………………………Pastor

 Services Ministries……………………………Pastor

Business Items...................................................Pastor & Moderator

 Other Items....................................................... Pastor & Moderator

The Pastor and Moderator shall meet at least monthly, report regularly to the Congregation regarding their supervision of the above and shall abide by the decision of the Congregation in all matters.

### 6. Activation of Ministry Council

At any Congregational Business Meeting, the Congregation may activate the Ministry Council by an affirmative vote of two - thirds (2/3) of the voting members present. Upon such activation, the responsibilities delegated in section 5 shall immediately return to the Ministry Council.

## F. Adult Ministries

### 1. Power of Adult Ministries

Adult Ministries are responsible for all ministries of the church that deal with individuals over the age of 18.

Adult Ministries may appoint committees to assist in its work, or to undertake special tasks under its authority, provided the establishment of said committee conforms to the regulations regarding committees in these By-Laws.

### 2. Membership

Adult Ministries shall be comprised of the directors, coordinators, or leaders of the various ministries or persons they designate. The specific ministries represented will be determined by the Adult Ministry Coordinator and approved by the Ministry Council. Other ministry leaders may be requested to join the Adult Ministries team on a temporary basis (less than six months), without Ministry Council approval. The Lead Pastor and Moderator will serve as voting ex - officio members.

## G. Children & Youth Ministries

### 1. Power of Child & Student Ministries

Children & Youth Ministries are responsible for all ministries of the church that deal with individuals under the age of 18.

Children & Youth Ministries may appoint committees to assist in its work, or to undertake special tasks under its authority, provided the establishment of said committee conforms to the regulations regarding committees in these By-Laws.

### 2. Membership

Children & Youth Ministries shall be comprised of the directors, coordinators, or leaders of the various ministries or persons they designate. The specific ministries represented will be determined by the Children & Youth Ministry Coordinator and approved by the Ministry Council. Other ministry leaders may be requested to join the Children & Youth Ministries team on a temporary basis (less than six months), without Ministry Council approval. The Lead Pastor and Moderator will serve as a voting ex - officio members.

## H. Support Ministries

### 1. Power of Support Ministries

Support Ministries shall be responsible for the maintenance and oversight of all physical resources of the church.

Support Ministries may appoint committees to assist in its work, or to undertake special tasks under its authority, provided the establishment of said committee conforms to the regulations regarding committees in these By-Laws.

### 2. Membership

Support Ministries shall be comprised of the directors, coordinators, or leaders of the various ministries or persons they designate. The specific ministries represented will be determined by the Support Ministries Coordinator and approved by the Ministry Council. Other ministry leaders may be requested to join the Support Ministries team on a temporary basis (less than six months), without Ministry Council approval. The Lead Pastor and Moderator will serve as a voting ex - officio members.

## I. Services Ministries

### 1. Power of Services Ministries

Services Ministries are responsible for all ministries of the church that deal with activities that occur during regular or special services of congregational worship or celebration either online or onsite.

Services Ministries may appoint committees to assist in its work, or to undertake special tasks under its authority, provided the establishment of said committee conforms to the regulations regarding committees in these By-Laws.

### 2. Membership

Services Ministries shall be comprised of the directors, coordinators, or leaders of the various ministries or persons they designate. The specific ministries represented will be determined by the Services Ministry Coordinator and approved by the Ministry Council. Other ministry leaders may be requested to join the Services Ministries team on a temporary basis (less than six months), without Ministry Council approval. The Lead Pastor and Moderator will serve as voting ex - officio members.

## J. Pastoral Care Committee

### 1. Power of the Pastoral Care Committee

The Pastoral Care Committee is responsible for promoting the care of the pastor and the pastoral family in the following areas: physical, emotional, intellectual, spiritual, relational, and financial*.* The Committee shall also be responsible for representing the interest of the Pastor(s) at times and places where his/her presence may be detrimental to open discussion.

### 2. Membership

The Pastoral Care Committee shall be comprised of the Pastor, and two (2) lay members,with one being selected by the pastor each year to serve a two year term, with a vote of affirmation by the congregation at the annual meeting. Vacancies shall be filled by the pastor with a vote of affirmation of the Ministry Council.

### 3. Multiple Staff

Each Pastor or Assistant Pastor, whether commissioned, licensed, or ordained, shall have their own Pastoral Care Committee, established under the guidelines above. If there is a conflict between pastors within the church, the Pastoral Care Committees of those pastors may be used to assist in mediation.

### 4. Confidentiality

The meetings of this committee are strictly private, and the conversations occurring during a meeting are confidential. Any breach of confidentiality shall be grounds for immediate removal of any member of the committee.

## K. Committees

Any Ministry or Commission may also appoint, supervise, determine duties, and disband Committees. Committees may only exist for a specific purpose, and no Committee shall exist for more than one (1) year unless its existence is reviewed and approved annually by its founding Ministry or Commission. At the first meeting of a Committee, they shall elect from their membership a Coordinator. Committees will report at all meetings of its founding Ministry or Commission, and its Coordinator shall serve as an ex-officio member of said Ministry or Commission. The Pastor and Moderator shall serve as voting ex - officio members on all Committees.

## L. Church finances

### 1. General Fund & Budget

Each year the Ministry Council or their designates will prepare an annual budget reflecting anticipated income and expenses of the General Fund. This budget shall be developed with the cooperation of the ministries, committees and commissions of the church, with final review by the Ministry Council and ratification by the Congregation. Except for expenses exempted by the Ministry Council at a duly called meeting, all General Fund expenses must be vouchered, using a system established by the Ministry Council. No expenditure may either exceed its budgetary limit or exceed available funds (deficit spending) without approval of the Ministry Council. Ministries are responsible for the oversight of expenses within their responsibilities, as determined by this Ministry Manual and the Ministry Council.

### 2. Special Funds

Funds that are not considered part of the Church Budget and/or the Operating Fund shall be supervised by a Ministry selected by the Ministry Council or the Congregation when the fund is established. A record shall be kept of all income and expenses of said Fund, with reports to be made regularly to the Ministry Council and the Congregation. No expenditure may exceed the available funds (deficit spending) without approval of the Ministry Council.

### 3. Checks

Checks shall be signed by the Pastor, the Moderator, Moderator, the Vice Moderator, the Recording Treasurer, or the Assistant Recording Treasurer, with one signature being required.

### 4. Notes & Drafts (12/97)

The Pastor, the Moderator and the Recording Secretary shall sign notes, Drafts, or any other obligation, with two signatures required.

## M. Corporate Seal

The seal of the corporation shall be round, with the name of the corporation arranged in the form of a circle on the outer edge, and the words "CORPORATE SEAL" arranged across the inside of the circle

## N. Voting

### 1. Method of Voting

For any motion, contract, or business item to be approved at any meeting of the Congregation, a Ministry, a Commission, or a Committee, an affirmative vote greater than fifty percent (50%) of the voting members present must be received, unless a higher percentage for passage is required herein. At the request of any voting member present, any vote taken at any such meeting will be conducted by secret ballot.

### 2. Voting Eligibility

Only active members of the Congregation, Ministry, Commission, or Committee as defined herein are eligible to vote at a meeting of said body. In addition, the legal voting age for members of the Congregation at all congregational meetings is fourteen (14) years of age.

## O. Indemnification

The Cheyenne Brethren Church shall, to the fullest extent legally permissible, indemnify each person who may serve or who has served at any time on the Ministry Council or as an officer, director, or employee appointed by the Ministry Council of The Cheyenne Brethren Church against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of Cheyenne Brethren Church; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The Cheyenne Brethren Church may advance the costs of defense of any proceeding against any member of the Ministry Council, or an officer, director or employee appointed by the Ministry Council. Any member of the Ministry Council or an officer, director or employee appointed by the Ministry Council shall be fully protected in relying in good faith upon the records of The Cheyenne Brethren Church and upon such information, opinions, reports, or statements by any of its agents, or any other person, as to matters the member of the Ministry Council or officer, director or employee appointed by the Ministry Council believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of The Cheyenne Brethren Church.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Agreement shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Agreement constitutes a contract between The Cheyenne Brethren Church and the member of the Ministry Council or officer appointed by the Ministry Council, indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Agreement which adversely affects the right of an indemnified officer, director, or employee under this Agreement shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

## P. Amendments

### 1. By-Laws

These By-Laws shall be amended, altered, or modified at any meeting of the Congregation, if notice of said amendment is announced from the pulpit, or in bulletins, or in other papers written by the Recording Secretary two consecutive Sundays prior to consideration of the amendment.

### 2. Ministry Descriptions and Policies

The Ministry Descriptions and Policies of the Cheyenne Brethren Church shall be created, amended, altered, modified, or removed at any meeting of the Ministry Council or the Congregation. If the Ministry Council has been dissolved, this item is not delegable to the Pastor and Moderator.