

# Bylaws of Servants of Christ International, Inc.

## ARTICLE I

1. Name. The name of this corporation is Servants of Christ International, Inc. (SOCI).
2. Seal. The corporation, throughout the action of its Board of Directors, may adopt the corporate seal, containing such words or symbols as the Board may elect, but the use of such seal shall not be mandatory and the validity of any instrument, document, contract, et cetera, of the corporation shall not be affected by the use or the failure to use such seal.
3. Offices. The principal office of the corporation shall be located in Weld County, State of Colorado. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The corporation shall have, and continuously maintain, in the State of Colorado a registered office, and a registered agent whose office shall be identical with such registered office, but need not be identical with the principal office.

## ARTICLE II

1. Members. There shall be no members of the corporation. It is anticipated that individuals and organizations may make gifts and donations to the corporations, or to trusts established for the benefit of the corporation, and that the Board of Directors will desire to recognize, in some exemplary manner, the support and assistance thereby provided to the corporation. In the discretion of the Board of Directors, an advisory board may be created, to which the Board of Directors may elect individuals or representatives of organizations, and from which the Board of Directors may seek advice and guidance, but such advisory board shall have no control over the affairs of the corporation. In addition, at the option of the Board of Directors, other designations may be created (such as “sustaining contributor,” “contributing editor,” or similarly titled) for the purpose of recognizing individuals and organizations who provide support and assistance to the corporation.
2. Moreover, the Board of Directors may, at its option and in its sole discretion, create one or more special boards of directors to serve at designated locale for a specific purpose. Any special board so created shall have no control over the affairs of the corporation, but shall be governed by the terms and provisions of the resolution creating such board.
3. The creation of an advisory board, special board, or other designation, shall not create voting rights or any other rights, powers, or authority of management in such entities or the members thereof, and such entities may, at the option of the Board, be dissolved at any time by resolution of the Board of Directors without advance notice to such auxiliary board.

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## ARTICLE III Board of Directors

1. **Number and Authority.** The affairs of the corporation shall be managed by its Board of Directors, and all corporate power provided for in these By-laws and in the laws of the State of Colorado shall be and are hereby vested and shall be exercised by the Board of Directors; provided, however, the Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit. The number of Directors shall consist of a minimum of three (3) and a maximum of nine (9).
2. **Qualifications.** Qualifications for the Board members shall include, but shall not be limited to, having a commitment to the inerrancy and infallibility of the Scriptures, having a strict adherence to principles of integrity and responsibility to the public, knowing Jesus Christ as personal Lord and Savior, and being a member of good standing in a local church. Board members need to be team players, have a heart for missions, and a passion for equipping others to serve in missions.
3. **Election.** The Directors shall be elected at the semi-annual meeting of the Board, and each Director elected shall hold office until his successor shall be elected and shall qualify.
4. **Reelection.** Prior to each semi-annual meeting wherein one or more Director's terms will expire, the Board Chairman will survey the other directors to inquire if a majority approval is available for the member(s) to renew. If supported, the chairman will so advise the expiring member(s) and query them about renewing for another term. This reelection will be recorded in the minutes of the semi-annual meeting. In a case where a majority approval is not obtained, the chairman will advise the Director and thank them for their service. They would not attend the semi-annual meeting. When the chairman's term will expire, the vice-chairman will perform this process.
5. **Term.** The term of office for each Director shall be four (4) years. When a Director completes a four (4) year term, they may be reelected to serve additional four (4) year terms.
6. **Resignation and Vacancies.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any vacancy in the Board of Directors occurring during the year, whether from death or resignation or inability to serve, may be filled for the unexpired portion of the term of office by a person chosen by the Directors then serving, by the affirmative vote of a majority thereof, and any such Director so elected shall hold office until the term of the person whom he replaced expires, or until the election and qualification of his successor, which ever shall come last. The Board of Directors shall likewise be authorized to increase the number to the maximum provided for in these By-laws by electing individuals to fill such vacancies for terms of office in accordance with the paragraph above.

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7. Regular Meetings. The regular semi-annual meetings of the Board of Directors shall be held during the Spring and Fall of each year, with or without notice, at a location, date, and time set by the Chairman of the Board of the Directors.

Such meetings shall be held for the purpose of organization, the filling of vacancies on the Board of Directors, the election of officers, and the transaction of any other business that may come before the meeting. If a quorum of the Board of Directors be then present (be defined in paragraph 10 hereunder), the action taken shall be binding upon the corporation, notwithstanding the lack of any notice of such meeting, whether at principal offices or otherwise.

8. Special Meetings. Special meetings of Board of Directors may be called by or at the request of Chairman of the Board, or any five (5) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them.

Notice. Notice of any special meeting of the Board of Directors shall be given at least six (6) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is sent.

9. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need to be specified in a Notice or Waiver of Notice or such meeting, unless specifically required by law or by these By-laws.
10. Quorum. After notice as required above, the members of the Board of Directors who attend such meeting shall constitute a quorum for the transaction of business at any such regularly called meeting of the Board, provided, however, that no business shall be transacted with fewer than three (3) members present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-laws.
11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors (to affect only prospective meeting), a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each future regular meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

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12. Information action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.
13. Removal of Director. Any individual serving as a member of the Board of Directors may be removed from office by the majority vote of the remaining members of the Board of Directors, which removal shall then be effective immediately upon the passing of such resolution.
14. Executive Committee. The Board of Directors, by resolution duly adopted by a majority of the whole Board, may designate two or more Directors to constitute an Executive Committee, which to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the corporation, except where action of the full Board of Directors is required by statute or by the Articles of Incorporation, and shall have the power to authorize the seal of the corporation to be affixed to all paper which may require it.

The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the Executive Committee shall be placed in the minute book of the corporation. Any member of the Executive Committee may be removed by the whole Board, whenever in its judgment the best interest of the corporation will be served thereby; provided, however, that any such removal shall not prejudice the contract rights, if any, of the person so removed. The designation of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

### **ARTICLE IV Officers**

1. Officers. The officers of the corporation shall be a Chairman, Vice Chairman, a Secretary, a Treasurer, an Executive Director and such other officers as may be elected in accordance with the provisions of the Article.
2. Election and Term of Office. The officers of the corporation shall be elected during the semi-annual meeting of the Board of Directors or at any other special meeting. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall be deemed to hold office until his successor shall have been duly elected and shall have qualified.
3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. Chairman of the Board of Directors. The Chairman of the Board of Directors shall be elected by the Board, shall preside at all meetings, both regular and special, of the Board of Directors. Furthermore, the Chairman shall preside over all meetings of any Executive Committee appointed. He shall be an ex-officio member of all committees of the corporation. The Chairman of the Board shall, generally speaking, perform all duties incident to said office and such other duties as may be prescribed by the Board of Directors from time to time.
6. Executive Director. The Executive Director shall be the principal executive officer of the corporation and shall direct the activities of the corporation, and shall generally supervise and control all of the business affairs, and shall have the power to engage and remove all employees under his direction. He shall be responsible for reporting his activities to the Board of Directors, and shall, of course, hold office at the pleasure of the Board. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where signing an execution thereof shall be expressly delegated by the Board of Directors of these By-laws or by statute to some other officer or agent of the corporation; and in general, he shall perform such other duties as may be incident to the Executive Director, and such other duties as may be prescribed to the Board of Directors from time to time. In addition, he shall be an ex-officio member of all committees, including any executive committee and advisory boards, which may, from time to time, be established or appointed by the Board of Directors.
7. Vice Chairman. In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman and when so acting, shall have all of the power of and be subject to all of the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as may from time to time be assigned to him by the Chairman or by the Board of Directors.
8. Treasurer. The Treasurer will oversee the operations of the Financial Manager. The Treasurer and Financial Manager will work closely together to ensure proper accounting procedures are adhered to. The Treasurer shall review the operations as needed to ensure operating procedures are protecting the financial operations of the corporation. The treasurer will review monthly all financial reports and will direct any audits and or reviews as required by the By-laws.
9. Financial Manager. If required by the Board of Directors, the Financial Manager shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation. He shall receive and give receipts for monies due whatsoever, and deposit all such monies in the names of the corporation in such banks,

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trust companies, or other depositories as shall be determined by resolution of the Board of Directors in accordance with these By-laws. He shall have charge and custody of the financial records of the corporation. In general, he shall perform all the duties as from time to time may be assigned to him by the Executive Director or by the Board of Directors.

10. Secretary. The Secretary shall be responsible for the keeping of the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these By-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents requiring its impression; to keep a register of the post office address of each director; and in general, perform all duties incident to the office of secretary. And such other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

### **ARTICLE V Voting Upon Stock of Other Corporations**

Unless otherwise ordered by the Board of Directors, the Executive Director shall have full power and authority on behalf of the corporation to vote, either in person or by proxy, at any meeting of the stockholders of any corporation in which this corporation may hold stock. At any such meeting, the Executive Director may possess and exercise all of the rights and power incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like power upon any other person, and may revoke any such powers as granted, as it deems proper and at its discretion.

### **ARTICLE VI Prohibition Against Sharing in Corporate Earnings**

No director, officer, employee, or member of a committee or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operation of the corporation, provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in carrying out any of its purposes, as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

All persons connected with the corporation and all individuals and organizations that may have contributed funds and properties to the corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the then Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of

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the Board of Directors, exclusively to organizations engaged in the activities or fulfilling the purposes and objectives of this corporation and which also then qualify under the provisions of Section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VII Prohibited Activities**

Notwithstanding any other provision of these By-laws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VIII General Provisions**

1. **Contracts.** All contracts, deeds, mortgages, and bills of sales shall be made and executed on behalf of and in the name of the corporation by the Executive Director or such other officers of the corporation as the Board of Directors requires, and all such documents made with respect to the real or personal property of the corporation shall be authorized or ratified by the specific resolution of the Board of Directors.
2. **Debt Instruments.** All promissory notes and evidences of indebtedness of the corporation shall be signed by the Executive Director or Chairman of the Board, and first be authorized by the specific resolution of the Board of Directors.
3. **Checks.** Unless otherwise provided by the specific resolution of the Board of Directors, all checks, drafts, and bills of exchange calling for the payment of the funds of the corporation shall be signed by one or more contractors, employees, or officers of the corporation, as directed by the Board of Directors.
4. **Fiscal Year.** The fiscal year of the corporation shall be from January 1 through December 31.
5. **Position on Marriage.** Marriage is designed by God to be a union between one man and one woman and that sexual relations and co-habitations are limited to within marriage.
6. **Indemnification.** The corporation shall indemnify any director, officer, or agent or employee, or former director, officers, agents, or employees of the corporation, or any person who may have served at its request as a director, officer, agent, or employee of another corporation in which it owns or has owned shared of stock or of which it is a creditor, against expenses actually and necessarily incurred by him and any amount paid in satisfaction of judgments in connection with any suit, action or proceeding, whether civil or criminal in nature, in which

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he is made a party by reason of being or having been such director or officer, or employee (whether or not a director, officer, agent, or employee at such time such costs or expenses are incurred by, or imposed upon him), except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found, by a majority of the appropriate committee of the directors or the Board of Directors not involved in the matter in controversy, whether or not a quorum, that it was to the interest of the corporation that such settlement be made and that such director, officer, or employee was not guilty of gross negligence or willful misconduct. Such right of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, agent, or employee may be entitled to by law, or under any By-law, contract, agreement, or otherwise.

Notwithstanding the foregoing, the Board of Directors may determine in its sole and absolute discretion, and for any reason whatsoever, that the corporation will not indemnify a missionary supported by the corporation.

7. Amendment of By-laws. These By-laws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of majority of the directors present at such meeting; provided, that notice of the proposed alteration, amendment, or repeal be contained in the notice of such meeting.
8. Invalid Provisions. If any part of these By-laws shall be held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

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### Revision History

Data entered 04/14/03 by Taylor Duran, Bear Valley Church

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