

Articles of Incorporation

ARTICLE I - NAME

The name of the corporation is SOUTHERN GABLES EVANGELICAL FREE CHURCH (hereafter called the CHURCH or Southern Gables Church), a non-profit religious corporation organized under the laws of Colorado.

ARTICLE II - PURPOSE

Southern Gables Church exists to help men and women become faithful followers of Jesus Christ through:

- **CELEBRATING LIFE IN CHRIST.** Southern Gables is to be a church that gathers together to celebrate the life that God has graciously given. Staff, facilities, programming, and other resources are provided so that a worshipful atmosphere is created.
- **CULTIVATING PERSONAL GROWTH IN CHRIST.** Southern Gables is to be a church that places emphasis on the personal spiritual growth of its partners to become mature disciples, who obey Jesus in all areas of life.
- **COMMUNICATING CHRIST TO THE WORLD.** Southern Gables is to be a church wherein the partners are actively seeking to share Christ personally within their sphere of influence and are sharing in the task of communicating Him to the world around us.
- **CARING FOR PEOPLE IN THE NAME OF CHRIST.** Southern Gables is to be a church that cares for the physical, emotional, and spiritual needs of its own and aggressively and sacrificially attempts to meet these needs of others.

ARTICLE III - CONFESSION OF FAITH

1. WE BELIEVE the Scriptures, both Old and New Testaments, to be the inspired Word of God, without error in the original writings, the complete revelation of His will for the salvation of men, and the divine and final authority for Christian faith and life.
2. WE BELIEVE in one God, Creator of all things, infinitely perfect and eternally existing in three persons, Father, Son and Holy Spirit.
3. WE BELIEVE that Jesus Christ is true God and true man, having been conceived of the Holy Ghost and born of the Virgin Mary. He died on the Cross, a sacrifice for our sins according to the Scriptures. 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.

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.
5. WE BELIEVE that man was created in the image of God, but fell into sin and is therefore lost and only through regeneration by the Holy Spirit can salvation and spiritual life be obtained.
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, and that only such as receive Jesus Christ are born of the Holy Spirit and thus become the children of God.
7. WE BELIEVE that the Lord's Supper and Water Baptism are ordinances to be observed by the church during this present age. They are however, not to be regarded as 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.
9. WE BELIEVE that only those who are partners of the true Church shall be eligible for partnership in the local church.
10. WE BELIEVE that Jesus Christ is the Lord and Head of the Church, and that every local church has the right, under Christ, to decide and govern its own affairs.
11. WE BELIEVE in the personal premillennial and imminent coming of our Lord Jesus Christ and that this "Blessed Hope" has a vital bearing on the personal life and service of the believer.
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.

ARTICLE IV - PARTNERSHIP

Any person who confesses faith in Jesus Christ as saving Lord, whose conduct is in accordance with his confession, who subscribes to the above confessions of faith, and who is willing to participate in the life of the church through faithful stewardship of their time, abilities and monies, may become a partner in accordance with the procedures set out in the Bylaws. Only those Partners 16 years of age or older shall have voting rights. The assembling together of the partners shall be referred to as the CHURCH.

ARTICLE V - ANNUAL MEETING

An annual business meeting of the CHURCH shall be held at a specific date and time to be decided by the Board of Elders. Business may also be transacted at any other business meeting called in accordance with the Bylaws. The corporation's fiscal year shall be determined by the Board of Elders.

ARTICLE VI - REGISTERED AND PRINCIPAL OFFICE

The address of the registered office of the corporation is 4001 South Wadsworth Blvd., Littleton, Colorado 80123 and the registered agent at such address is the senior pastor. The address of the principal office is 4001 South Wadsworth Blvd., Littleton, Colorado 80123.

ARTICLE VII - STOCK

There will not be any shares of stock of any classification issued by this corporation.

ARTICLE VIII - PROPERTY

SECTION A. Conveyance or Encumbrance or Acquisition. With the exception noted below the conveyance or encumbrance or acquisition of all or any part of the corporate property may be made only under the authority of the Church provided, however, that any such action must receive at least a three-fourths vote of the those partners present and voting at a duly called meeting.

The exception to the above statement is that the Board of Elders upon recommendation of the Committee on Property and Finance may authorize the conveyance or encumbrance or acquisition of a part of the corporate property not to exceed 2% of the net assets as reflected in the most recent audited financial statement. Instruments of conveyance or encumbrance so authorized shall be executed in the name of the corporation by the Chairman of the Church, the Chairman of the Property and Finance Committee and the Secretary.

SECTION B. Dissolution. Upon the dissolution of the corporation, the Church shall, after paying or making provision of payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Church shall determine. The first consideration for disposition of the assets of the corporation in the event of dissolution shall be to the Rocky Mountain Conference of the Evangelical Free Church of America, but this consideration shall not be binding upon the Church who may dispose of the assets according to a three-fourths vote of the partnership present and voting at a duly called meeting.

In the event that no decision can be reached by the Church as to the disposition of such assets, the property of the corporation shall be distributed in accordance with this Article by a Board of Arbitration of the Rocky Mountain Conference of the Evangelical Free Church of America.

ARTICLE IX - BYLAWS

The Church shall have the power to make such Bylaws as are necessary and proper for the management of the affairs of the corporation.

ARTICLE X - GOVERNMENT

SECTION A. The CHURCH in its business meetings shall be the legislative and governing body of this corporation.

SECTION B. The Board of Elders shall consist of seven men one of whom is the Senior Pastor and six of whom are elected consistent with the procedures outlined in the Bylaws. The Board of Elders shall be responsible for determining the overall direction of the corporation. In that the CHURCH is the highest governing body, decisions of the Board of Elders may be subject to review or reversal by the CHURCH. The Board of Elders shall also be responsible for the overall spiritual well-being of the CHURCH and the implementation of its goals and objectives related thereto as outlined in these Articles and Bylaws.

SECTION C. The Board of Elders shall have authority to carry out the general business of the corporation in accordance with the authority given to it by the CHURCH at its business meetings and in accordance with the Articles of Incorporation and Bylaws of this corporation.

SECTION D. The Board of Elders shall appoint such Committees as necessary to carry out the purposes of the Church.

ARTICLE XI - AFFILIATION

The CHURCH shall be affiliated with the Evangelical Free Church of America and its branches, and shall send delegates to their conferences, support their home and foreign missions and unite in all mutual efforts for the furtherance of the Gospel of Jesus Christ in the measure that the CHURCH itself may officially decide.

ARTICLE XII - AMENDMENTS

The Articles of Incorporation may be amended or new Articles may be made and adopted at any business meeting by a three-fourths vote of the partnership of the CHURCH present and voting. Any such proposed amendments or additions to the Articles must be presented to the CHURCH in writing at least three months prior to the business meeting that they are to be voted upon.

Bylaws

ARTICLE I - PREAMBLE

We, the partners of the Southern Gables Evangelical Free CHURCH, hereafter called the CHURCH, in order to carry out more efficiently the commission given by Jesus Christ to His CHURCH, do ordain and establish the following Bylaws to which we voluntarily submit ourselves under God.

ARTICLE II - PARTNERSHIP (The word partnership is a substitute word for the more usual word membership and neither connotes or denotes any property rights.)

SECTION A. Admission of partners.

1. Any person who confesses faith in Jesus Christ as saving Lord, whose conduct is in accordance with his confession, who subscribes to the above confessions of faith, and who is willing to participate in the life of the church through faithful stewardship of their time, abilities and monies, may become a partner in accordance with the procedures set out in the Bylaws. The assembling together of the partners shall be referred to as the CHURCH.
2. Application shall be made to the Board of Elders.
3. The Board of Elders shall evaluate the faith and life of the applicant.
4. Applicants shall be elected to partnership by a three-fourths vote of the Elders present and voting at an Elder Board Meeting but only after the names of the applicants have been listed in a regular publication of the CHURCH at least two weeks before said vote. Any reservations as to the suitability for partnership of any applicant shall be submitted to the Board of Elders.
5. The accepted applicant shall have voting rights at all business meetings subsequent to election to partnership.
6. Full-time pastoral staff and full-time program staff and their spouses automatically become Partners from the date of their employment by the CHURCH.

SECTION B. Absent Partners.

1. Every partner consistently absent from the CHURCH twelve months or longer must communicate with the Board of Elders annually concerning his/her partnership in the CHURCH.
2. Any partner who does not communicate annually with the Elders and/or does not show sufficient reason for remaining a partner may be removed from partnership by

the Elders by a three-fourths vote of the Elders present and voting at an Elder Board Meeting.

SECTION C. Voting Rights. Only those partners 16 years of age or older shall have voting rights.

SECTION D. Withdrawal from Partnership. Any partner who wishes to withdraw from the CHURCH shall request such withdrawal. All withdrawals shall be reported to the Board of Elders at the next meeting.

SECTION E. Principles of Accountability and Commitment. To be part of the body of Christ requires submission to Christ which means a desire to bring one's life under His Lordship. It therefore involves obedience to the scriptural principles of commitment and accountability to the body of Christ, as summarized in the CHURCH Policy Manual (hereafter called the Policy Manual).

SECTION F. Discipline.

1. If any partner shall conduct him/herself in a manner which, in the studied opinion of the Board of Elders, is not in harmony with the above scriptural principles and for which he/she does not show evidence of repentance, he/she shall be interviewed and counseled by the Board of Elders after the manner indicated in the Word of God (Matthew 18:15-17; Galatians 6:1). In the charitable admonishment of the erring partner, restoration shall be the single purpose and love the sole motivating force.
2. If, however, the partner should choose to continue in an unrepentant condition, he/she shall be deprived of his partnership for disciplinary reasons upon a recommendation from the Board of Elders and by a simple majority vote of the partners present and voting at a duly called meeting of the CHURCH.

ARTICLE III - CHURCH GOVERNMENT

All Officers, Elders, and Deacons must be chosen from among those who have been partners of the church no less than one year. The duties of the officers shall be specified in the Policy Manual.

SECTION A.

1. Church Chairman. The Church Chairman shall preside at all business sessions of the CHURCH. The CHURCH Chairman shall be an ex-officio partner of all committees. The Church Chairman shall be elected annually from the Board of Elders by the Board of Elders and approved by the CHURCH and shall also serve as Chairman of the Elder Board and Chairman of the Committee on Nominations. The Chairman can serve only two complete one-year terms in succession.
2. Church Vice-Chairman. The Church Vice-Chairman shall assist the Chairman in all his duties and in the absence of the Chairman shall perform the full duties of the Chairman. The Church Vice-Chairman shall be elected annually from the Board of Elders by the Board of Elders and approved by the CHURCH and shall also serve as Vice-Chairman of the Board of Elders.

3. Secretary of the Church. The Secretary shall be elected by the CHURCH as a deacon for a two-year term specifically as Secretary of the CHURCH and can serve only two complete terms in succession. The Secretary shall keep an accurate record of the proceedings and decisions of all business meetings of the CHURCH, such records to be approved at the next business meeting.

SECTION B. Elders.

1. The Biblical Role of Elders.

Consistent with the scriptures the elders are responsible to shepherd the flock, lead through example, teach and exhort, refute those who contradict truth, manage the church of God, and pray for the sick. The Board of Elders shall be responsible for determining the overall direction of the CHURCH. In that the CHURCH is the highest governing body, decisions of the Board of Elders may be subject to review or reversal by the CHURCH. The Board of Elders shall have ultimate authority and responsibility for decisions on behalf of the Church made between business sessions, except as otherwise specified in the Articles of Incorporation and Bylaws. The Board of Elders shall also be responsible for the overall spiritual well-being of the CHURCH and the implementation of its goals and objectives related thereto as outlined in the Purpose (see ARTICLE II of the Articles of Incorporation.)

a. The Board of Elders shall have authority to carry out the general business of the CHURCH in accordance with the authority given to it by the CHURCH at its business meetings and in accordance with the Articles of Incorporation and Bylaws.

b. The Board of Elders shall appoint such committees as necessary to carry out the purposes of the Church. A Policy Manual shall be prepared and administered by the Board of Elders and shall direct the operations of each committee.

(See also Acts 20:28ff, I Tim 3:2, Titus 1:9, I Pet 5:1-3.)

2. Biblical Qualifications for Elders.

“An overseer then must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, free from the love of money. He must be one who manages his own household well, keeping children under control with all dignity...and not a new convert, he must have a good reputation with those outside the CHURCH, so he may not fall into reproach and the snare of the devil.” I Tim 3:2-7

"If a man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion...above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just devout, self-controlled, holding fast the faithful word...that he may be able both to exhort in sound doctrine and refute those who contradict." Titus 1:6-9

(See also Acts 20:28, II Tim 2:24, II Tim 4:2.)

3. Term of Elders.

Elders shall serve a three-year term and can serve only two complete terms in succession.

4. Number and Selection of Elders.

The Board of Elders shall consist of seven men one of whom is the Senior Pastor and six of whom are elected by the church. The Committee on Nominations shall present annually to the church nominees for the office of Elder. The terms shall be so arranged that two elders are elected each year. Other procedures on selection are written in the Policy Manual.

SECTION C. Deacons and Committees

1. Deacons.

a. Biblical Role of Deacons.

"And the twelve summoned the congregation of the disciples and said. `It is not desirable for us to neglect the work of God in order to serve tables. But select from among you brethren, seven men of good repute, full of the spirit and of wisdom, who we may put in charge of this task.'" Acts 6:2-3

Deacons are to serve under the direction of the Elders, undertaking those areas of service necessary for the CHURCH's functioning.

b. Qualifications of Deacons. (Both men and women shall be called by the name deacon.)

"Deacons likewise must be men of dignity, not double-tongued, or addicted to much wine or fond of sordid gain, but holding to the mystery of the faith with a clear conscience. And let these also first be tested; then let them serve as deacons if they are beyond reproach. Women must likewise be dignified, not malicious gossips, but temperate, faithful in all things. Let deacons be husbands of only one wife and good managers of their children and their own households." I Tim 3:8-12

c. Selection of Deacons. The Deacons will be nominated by the Committee on Nominations and elected by the CHURCH. Deacons will be presented to the CHURCH for election by area of service. (e.g., Deacon for Property and Finance, Deacon for Missions, etc.) As the various ministries of Southern Gables Church expand and develop, the need will arise for the supportive leadership of deacons. It shall be the responsibility of the Elders to identify that need and determine the number of deacons needed at that time to provide adequate supportive leadership. This number will be communicated to the Committee on Nominations. Suggestions for nominees may also be made each year to the Committee on Nominations by each standing committee.

d. Term of Deacons. There shall be as many Deacons as deemed appropriate by the Board of Elders but not less than three for each standing committee and not less than nine for the Committee on Property and Finance and seven for the Committee on Nominations. Deacons shall serve for three year terms (except the Deacons on the Committee on Nominations who shall serve one year terms). Except the Deacons for Property and Finance and Deacons for Nominations, Deacons may succeed themselves as

many times as they are recommended by the Committee on Nominations and are elected by the CHURCH. Property and Finance Deacons may serve only two complete terms in succession and the Committee of Nominations Deacons may not succeed themselves.

2. Standing Committees. There shall be as many standing committees as necessary. The chairperson of each standing committee, except the Committee on Property and Finance and the Committee on Nominations, shall be appointed by the Board of Elders from the elected deacons of the committee or from the full-time pastoral or program staff. The chairperson appointed, if from the full-time pastoral and program staff, reports to the Senior Pastor, otherwise they report to whomever the Elder Board designates. The Chairperson of the Committee on Property and Finance shall be appointed by the Board of Elders from the elected deacons of that committee with consultation from that committee and shall report to the Chairman of the Church. The Committee on Nominations is chaired by the Chairman of the Church.

a. Property and Finance

(I.) The Committee on Property and Finance shall be made up of at least nine deacons. Additions to the number of deacons on this committee will be determined by the Elders.

(II.) The structure and duties of the committee are described in the Policy Manual.

b. Committee on Nominations.

(I.) The Committee on Nominations shall be comprised of seven deacons and the Chairman of the Church who shall serve as the chairman of the committee. The deacons shall be nominated by the Committee on Nominations and elected annually by the CHURCH for a one-year term and may not immediately succeed themselves as members of the Committee on Nominations.

(II.) Specific procedures for the Committee are written in the Policy Manual.

(III.) The Nominating Committee will nominate Elders and Deacons for specific committee assignments.

3. Ad Hoc Committees. Other committees shall be appointed by the Board of Elders or by standing committees as deemed appropriate but not to conflict with the Board of Elders or standing committees.

SECTION D. Dismissal of Officers, Elders or Deacons. Officers, Elders, or Deacons may be dismissed upon recommendation of the Board of Elders and two-thirds vote of the partners present and voting at a business meeting of the CHURCH. Unexpired terms will be filled by recommendation of the Nominating Committee and election at the next available business meeting.

ARTICLE IV - MEETINGS

SECTION A. Annual Business Meeting.

The annual business meeting of the CHURCH shall be held at such time as may be decided by the Board of Elders.

SECTION B. Other Business Meetings.

Other business meetings shall be held at such time as may be decided by the Board of Elders.

SECTION C. Business Meeting Notices.

Notice of all business meetings shall be given publicly at the regular services of the CHURCH at least two weeks prior to the date of the meeting or by written notice postmarked to the last known addresses of the partners at least one week prior to the date of the meeting. In order to transact any business from Section G below, an agenda must be published with the notice of the meeting. No action in Section G may be taken without pre-notification.

SECTION D. Election of Officers.

Elders and Deacons shall be elected annually at such time as may be decided by the Board of Elders and newly elected officers shall take office at the beginning of the next calendar year or fiscal year as determined by the Board of Elders.

SECTION E. Rules of Order.

The Chairman of the CHURCH shall conduct the business meetings of the CHURCH according to an agenda approved by the Board of Elders and subject to Robert's Rules of Order (Revised) except as inconsistent with the Bylaws.

SECTION F. Quorum.

The partners present and voting shall constitute a quorum for the transaction of business at any meeting of the CHURCH. Fifty percent (50%) of the members of any board or committee shall constitute a quorum for that board or that committee.

SECTION G. Decisions.

The following decisions may be made only by the CHURCH in a duly called business meeting.

1. Annual Budget. The vote required for adoption shall be a simple majority of the partners present and voting. (Exceptions to the budget up to but not exceeding a total of 5% of the budget within the fiscal year may be made between business meetings by the Board of Elders or Deacons so delegated by the Elders to carry such authority.)
2. Calling of the Senior Pastor and of full time pastoral and program staff. The vote required shall be at least 75% of the partners present and voting.
3. Election of Officers, Elders, and Deacons. The vote required shall be a simple majority of the partners present and voting.

4. Dismissal of Officers, Elders (including Senior Pastor) or Deacons. The vote required shall be two-thirds of the partners present and voting.
5. Changes in By-Laws. The vote required shall be at least 75% of the partners present and voting. Recommended changes to the Bylaws must be submitted to the CHURCH in writing at least three months prior to adoption.
6. Removal of partners for disciplinary reasons. A partner shall be deprived of his partnership for disciplinary reasons upon a recommendation from the Board of Elders and by a simple majority vote of the partners present and voting at a duly called meeting of the CHURCH.
7. Conveyance, encumbrance or acquisition of the corporate property, except as noted in ARTICLE VIII, SECTION A of the Articles of Incorporation. The vote required shall be at least 75% of the partners present and voting.

SECTION H. Church Review. All other decisions will be made by the Board of Elders or by Deacons so designated by the Elders. Such decisions may be subject to review or reversal by the CHURCH, meeting in a duly called business meeting if so desired by the CHURCH.

ARTICLE V - STAFF

SECTION A. Senior Pastor. Upon recommendation of the Elder Board a Senior Pastor shall be elected for an indefinite period of time by a three-fourths vote of the partners present and voting at a Church business meeting. The Senior Pastor shall be qualified as an Elder and shall be a permanent member of the Elder Board.

1. He shall be an ex-officio member of all committees without voting rights and shall be responsible for the supervision of all other pastoral staff, program staff, and support staff. (Supervision of such staff may be delegated.)
2. Selection of Senior Pastor. When a vacancy for the Senior Pastor occurs the Board of Elders shall appoint a committee to seek and recommend to the Board a candidate. Such a candidate will be presented to the CHURCH for approval. This committee shall work according to procedures written in the Policy Manual.

SECTION B. Other Staff.

1. Full -Time Pastoral and Program Staff.
 - a. Full-time is defined as at least 40 hours per week of paid work for or on behalf of the CHURCH. Pastoral Staff is defined as ordained or appropriately licensed clergy hired for a pastoral position (determined by job description). Program Staff is defined as non-clergy or clergy hired for a non-pastoral position (e.g., director of music ministries, director of children's ministries, director of counseling services, etc.).
 - b. All Full-time Pastoral and Program Staff shall be elected, upon recommendation of the Board of Elders, for an indefinite period of time by a three-fourths majority vote of the Partners at a business meeting of the CHURCH. All full-time pastoral or program

staff must be approved by the Senior Pastor. All such staff shall be qualified (see III.B.1.b. above) as Deacons and shall serve on such committees as determined by the Senior Pastor.

- c. When a vacancy for a full-time pastoral or program staff occurs the Board of Elders shall appoint a committee to seek and recommend to the Board a candidate. This committee shall work according to procedures written in the Policy Manual.
 - d. The staff shall be directly responsible to the Senior Pastor or other staff designated by the Senior Pastor, in consultation with Board of Elders.
2. All Support Staff (clerical, custodial, etc.).
 - a. Hired by the Senior Pastor or person assigned by the Senior Pastor.
 - b. Directly responsible to the Senior Pastor or staff designated by the Senior Pastor.
 3. All part-time Pastoral or Program Staff of less than 40 hours/week.
 - a. Hired by the Senior Pastor or person assigned by the Senior Pastor.
 - b. Qualified as Deacon. (See III.B.1.b. above)
 - c. Directly responsible to the Senior Pastor or staff as designated by the Senior Pastor, in consultation with the Board of Elders.

SECTION C. Staff Direction. All Pastoral and Program Staff shall function consistent with the objectives of the Church established by the Board of Elders. The Senior Pastor or staff designated by him shall provide for the effective functioning of all paid staff having direct supervisory responsibility over them and delegating authority where appropriate. The Senior Pastor shall establish priorities for the ministries of the Pastoral and Clerical Staff consistent with the objectives of the Church.

SECTION D. Staff Termination.

1. The Senior Pastor may be dismissed per IV . G . 4. above. Other full-Time Pastoral and Program Staff may be terminated by the Board of Elders upon the recommendation of the Senior Pastor. All other staff (support and part-time) may be terminated by the Senior Pastor. In the event a member of the full-time pastoral or program staff is terminated, he/she may be paid at his/her regular salary for three months from the date of termination, at the discretion of the Board of Elders, provided he/she has had at least one year in service.
2. Resignation of full-time Pastoral or Program staff. Members of the Staff must submit a written resignation to the Senior Pastor, or in his absence, to the Board of Elders no less than one month prior to termination of service, except as granted special consideration and consent by the Elders.