

ARTICLE I
Affiliation, Registered Office and Agent

Affiliation: Los Altos Christian Church (Disciples of Christ), hereinafter referred to as LACC, is affiliated with the Tres Rios Area of the Christian Church (Disciples of Christ), the Christian Church (Disciples of Christ) in the Southwest Region, and the Christian Church (Disciples of Christ) in the United States of America and Canada.

If at any time Los Altos Christian Church ceases to be affiliated with the Christian Church (Disciples of Christ) in the Southwest Region, then the property and all assets owned by Los Altos Christian Church shall revert to the Christian Church (Disciples of Christ) in the Southwest Region, or its legal successor.

Registered Office and Agent: LACC shall have and continuously maintain a registered office and a registered agent in the State of New Mexico, as required by the State of New Mexico Nonprofit Corporation Act. The registered agent shall be either an individual resident of New Mexico or a corporation authorized to transact business in the state.

ARTICLE II
Purpose

The purpose of this congregation is to live and share the gospel of Jesus Christ in faithful response to God's will as revealed through Jesus Christ in the Bible, consistent with the Christian Church (Disciples of Christ.)

ARTICLE III
Membership

Membership in this congregation shall consist of the following:

- a) current members of the congregation,
- b) those who join by a confession of faith in Jesus Christ as Lord and Savior and are baptized into the Body of Christ, and
- c) those from other congregations, already baptized, who wish to reaffirm their faith and commitment to Jesus Christ our Lord and Savior.

A member's name will only be removed from the church records upon:

- a) death,
- b) written notification that the member is withdrawing or transferring membership, or
- c) unanimous vote of the Board of Directors.

ARTICLE IV Board of Directors

The congregation authorizes the Board of Directors, hereinafter referred to as the Board, to function as its governing body. The Board will serve as the Corporation's Board of Directors, and shall oversee and control the business, property and affairs of LACC, except as otherwise expressly provided by law, the Articles of Incorporation of LACC, or these Bylaws.

Number of Directors: The Board will be composed of five to seven Directors. Three of those Directors will hold the offices of Moderator, Moderator Elect, and Secretary/Treasurer.

Eligibility: Eligibility to become a Director requires:

- a) membership in the congregation for at least six months,
- b) commitment to the congregation through frequent worship attendance, and
- c) active contribution to and participation in the work of LACC.

Qualifications: Qualifications for the Directors of the Board are:

- a) an ability to serve as an impartial guarantor of the Mission,
- b) a commitment to learning the skills needed to excel in the position for which one is elected,
- c) and a desire for spiritual growth and development.

Duties of the Directors: The Directors act as fiduciaries for LACC and its Mission.

Terms: Directors shall serve for a term of two years. No Director may serve more than two consecutive terms.

Nominations: Nominations for the Board of Directors will be determined by the Board. Any nominations must be submitted and received by the Board fourteen days prior to the official congregational meeting called to elect Directors. All nominees must indicate to the Board their agreement to serve and confirm that they meet the eligibility and qualification requirements.

Election: Directors will be elected by an affirmative majority vote of the members present at a congregational meeting.

Vacancies: In the event of a vacancy, the Board will determine if a new Director is needed to fill an unexpired term. If a new Director is needed, the Board will approve a nominee to fill the unexpired term and call a special congregational meeting for the election. If the Moderator's position becomes vacant, a new Moderator will be appointed from the existing Directors to fill the remaining term of the Moderator.

Resignation: Any Director may resign at any time by giving written notice to the Moderator, or the Moderator Elect in the case of the Moderator resigning.

Removal: Any Director may be removed from office if 80% of all Board members vote to do so.

Quorum: A majority of the Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board.

Meetings: Each Board will determine its own meeting schedule, and the Moderator will give notice of time, date and location of each meeting at least one week in advance when practical, via appropriate venues.

Officers of the Board of Directors

Moderator: The Moderator shall be the Chair of the Board and shall preside at official meetings of the congregation and Board. The Moderator shall sign approved contracts on behalf of LACC. The Moderator shall have the usual and customary duties and responsibilities related to chairing a non-profit board of directors.

Moderator Elect: The Moderator Elect shall preside at meetings of the Board or congregation in the event of the Moderator's temporary absence. The Moderator Elect will serve as Moderator the second year of the term.

Secretary/Treasurer: The Secretary/Treasurer will serve a two year term and oversee the finances of the church. If a second signatory is needed to sign a contract, the Secretary/Treasurer will sign with the Moderator.

Other Officers of the Church

Recording Secretary: The Board will appoint a Recording Secretary for a one year term to keep the minutes of the official Board and congregational meetings. If this person is not a Director of the Board, the Recording Secretary will serve as a non-voting participant.

Financial Secretary: The Board will appoint a Financial Secretary and an alternate for a one year term whose primary responsibility is the collection and recording of contributions made to LACC.

**ARTICLE V
Minister**

Qualifications: The Minister(s) shall:

- a) possess a minimum of a Master of Divinity degree from an accredited seminary or its equivalent,
- b) be ordained or be actively seeking ordination in the Christian Church (Disciples of Christ), and
- c) have standing in a region of the Christian Church (Disciples of Christ).

Duties: The Minister shall perform the duties that pertain to that calling, serve as chief administrative officer of LACC, and shall be an ex-officio, non-voting member of the Board.

Vacancies: When the Minister's position is vacant or is to be vacant, the Moderator appoints and the Board confirms by majority vote a Ministerial Search Task Force (MSTF). The MSTF shall follow the current procedures of the Christian Church (Disciples of Christ) in searching for a new Minister. During the vacancy, the Board shall create, implement and monitor a plan for covering the duties of the minister until an interim or new minister is called.

Call: A Letter of Calling and Agreement shall be prepared by the MSTF and recommended to the congregation by the Board if accepted by at least an 80% affirmative vote of the Board. An affirmative vote by at least an 80% of the members attending a congregational meeting will authorize the Moderator to sign the agreement on behalf of LACC.

ARTICLE VI
Ministry Teams and Staff

The Minister will establish ministry teams and organize employees and volunteers as needed to accomplish the Mission, Vision and Vision Goals of LACC as adopted by the Board.

ARTICLE VII
Board Appointed Assistance

Individuals or groups of individuals may be appointed at the discretion and direction of the Board to assist the Board in specific tasks. These individuals or groups will have no management authority and will report directly to the Board. The Board will give appointed individuals or groups a specific written task and a time frame in which to complete the task.

ARTICLE VIII
Congregational Meetings

Congregational meetings will be called by the Board for the purpose of electing Directors, approving the annual operating budget, amending the Bylaws and calling a minister, or in other instances where the Board believes that a congregational meeting is warranted. A congregational meeting will also be called if a petition for a congregational meeting is signed by at least 25 members.

Notice: The time, date, location and supporting documents will be determined by the Board and notice given to the congregation for all congregational meetings at least fourteen days in advance via appropriate venues.

ARTICLE IX
Amendments to Bylaws

Proposed new Bylaws or amendments to these Bylaws shall be submitted to the Board at least fourteen days prior to the Board meeting at which the amendment will be introduced. If the proposal receives at least an 80% affirmative vote of the Board, the Board will recommend the proposal to the congregation and will call a congregational meeting for the purpose of voting on the proposal. The proposed new Bylaws or amendments will be adopted if

at least 80% of the members present at a congregational meeting vote affirmatively.

ARTICLE X

Dissolution

Dissolution of LACC must first be a recommendation of the Board by unanimous vote, followed by an 80% affirmative vote of the congregation at a congregational meeting, and then by approval of the Tres Rios Area Minister and the Christian Church (Disciples of Christ) in the Southwest Region. At that time, assets of Los Altos Christian Church shall revert to the Christian Church (Disciples of Christ) in the Southwest Region, or its legal successor.

Article XI

Indemnification

Unless otherwise prohibited by law, LACC may indemnify any Director or any former Director, and may by resolution of the Board indemnify any officer or employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to LACC for damages arising out of his or her own gross negligence in the performance of a duty to LACC.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees, costs, disbursements, judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. LACC may advance expenses or where appropriate may itself undertake the defense of any Director, officer or employee. However, such Director, officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any Director, officer or employee, or other agent against any liability incurred by him or her, which arises out of such person's status as a Director, officer, employee, or agent, whether or not LACC would have the power to indemnify the person against that liability under law.

**Article XII
Severability**

In the event that any law, decision of any court with appropriate jurisdiction, or ordinance shall invalidate any portion of these Bylaws, such law, decision, or ordinance shall not affect the other provisions of this document.

**Article XIII
Reconciling Terminology in the Articles of Incorporation and these Bylaws**

With the adoption of these Bylaws, the Constitution referred to in LACC's 1964 Articles of Incorporation will henceforth be called Bylaws, and the Bylaws referred to in the Articles of Incorporation will from this date forward be called Board Policies.

Approved at the congregational meeting March 30, 2014. These Bylaws replace the current LACC Constitution and Bylaws effective April 1, 2014.