

**First Amended
BY-LAWS
OF
THE ROCK OF THE BIGHORNS**

ARTICLE I - NAME, OFFICE AND STATEMENT OF PURPOSE

1. NAME. The name of this corporation is: THE ROCK OF THE BIGHORNS.
2. OFFICES. The corporation may have such offices within the State of Wyoming as the Board of Directors may determine or as the corporation may desire from time to time. The corporation's present principal office is 1100 Bighorn Avenue, Sheridan, Wyoming 82801.
3. STATEMENT OF PURPOSE. THE ROCK OF THE BIGHORNS is a non- profit, tax-exempt corporation. The exclusive purpose of the corporation is to promote educational, religious and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), both directly and by gifts or contributions to any other organization which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), such purposes which shall be for the transaction of any lawful activity.

This corporation is organized exclusively for educational, religious and charitable purposes. No part of its earnings or capital shall inure to the benefit of any members, directors, or officers of the corporation. No substantial part of its activities shall include carrying on propaganda or otherwise influencing legislation. The corporation shall not participate in or interfere with any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. STATEMENT OF FAITH. This corporation yearns to pursue and place its faith in God's sovereign and intentional design, even when it is perceived as contrary to cultural or humanistic instinct or persuasion. Psalm 18:30; Jer. 17:9; Jer. 10:23; Prov. 3:5-7; Prov. 8:26; Prov. 14:12; Isaiah 55:8;. Therefore, we believe:
 - 4.1 *Scripture*: The sole basis of our beliefs is the Bible, the 66 books of the Old and New Testaments. It was uniquely, verbally and fully inspired by the Holy Spirit and was written without error in the original manuscripts. It is the supreme and final authority in faith and in every age. 1 Cor. 2:13, 10:11; 2 Tim. 3:16,17; 2 Peter 1:21
 - 4.2 *Man*: God created man in His own image, and man, as he was originally created, was innocent before God. But man, chose to sin by disobeying God, and therefore was alienated from his Creator and came under divine condemnation. Thus, all human beings are born with a corrupted nature and without spiritual life, and are totally incapable of pleasing God in and of themselves. Gen. 1:26; 2:17; 6:5; Ps. 14:1-3; 51:5; Jer. 17:9; John 3:6; 5:40; 6:53; Rom. 3:10-19; 8:6,7; Eph. 2:1-3; 1 Tim. 5:6; 1 John 3:8
 - 4.3 *Salvation*: Men and women are freed from the penalty for their sins not thus, in whole or in part, of their own works, goodness or religious beliefs, but by the undeserved favor of God alone. God declares righteous all who put their faith in Christ alone for their salvation. John 1:12,13; 3:3-8,16; 5:24; Rom. 10:9,10; 8:16; Acts 16:31

- 4.4 *Assurance*: All who are born again of the Spirit can be fully assured of eternal life from the very moment they put their faith in Christ. This assurance is not based upon any kind of human merit, but upon Christ's complete payment for sins and upon the indwelling of the Holy Spirit, who is the deposit guaranteeing their inheritance. The Bible teaches the eternal security and glorification of the saved, and the eternal conscious punishment of the lost. John 5:24; 10:28,29; 13:1; 17:11; 14:16; Rom. 8:28-39; Heb. 7:25; 1 Peter 1:5; Jude 24; Matt. 25:41; Mark 9:42-48; Rev. 20:11-15
- 4.5 *Resurrection*: At physical death, the believer enters immediately into eternal, conscious fellowship with the Lord and awaits the resurrection of his or her body to everlasting glory and blessing. At physical death, the unbeliever enters immediately into eternal, conscious separation from the Lord and awaits the resurrection of his or her body to everlasting suffering, judgment, and condemnation. Luke 24:36-43; John 20:20; Acts 2:32; 1 Cor. 15:23,42-45; Phil. 3:20,21
- 4.6 *Baptism and The Lord's Supper*: Jesus Christ has instructed those who believe in Him to be baptized in water as a symbol of their new birth in Christ. Baptism would be by immersion and is only for those who have personally believed in Christ. The Lord also instituted the Lord's Supper as a remembrance of His suffering, death and resurrection. Neither baptism nor the Lord's Supper has any merit in helping a person obtain eternal life. Matt. 26:26-29; Matt. 28:19-20; Luke 22:19-20; Acts 2:41-42; Acts 8:36-39; Rom. 6:3-5; 1 Cor. 11:23-34
- 4.7 *The Church*: All true believers make up the church worldwide and should assemble in local churches for worship, prayer, fellowship and teaching to become conformed to the image of Christ and to become equipped to carry the Great Commission that Christ gave His followers in Matthew 28:19-20. Matt. 16:16-18; Rev. 1:5; Titus 3:5; Eph. 1:13,14; Titus 3:7,14; Luke 24:47; Titus 3:12
- 4.8 *God*: There is but one God, infinite in power and wisdom, justice, goodness and love, the Creator of the universe, eternally existing in three persons: Father, Son and Holy Spirit – each of whom possesses all the attributes of Deity and the characteristics of personality. Gen. 1:1; Matt. 28:19,20; Mark 12:29; John 1:1,14, 10:30; Acts 5:3,4; 2 Cor. 13:14
- 4.9 *Jesus Christ*: God the Father, by His own choice and out of love for sinful men and women, sent Jesus Christ into the world to reconcile sinners to Himself. Jesus Christ was conceived by the Holy Spirit, and born of a virgin. He is God in the flesh, both true God and true man. Jesus Christ lived a sinless life and voluntarily suffered and died as our substitute to pay the penalty for our sins, thus satisfying God's justice and accomplishing salvation for all who trust in him alone. He arose from the dead in the same body, though glorified, in which He lived and died. He bodily ascended into Heaven and sat down at the right hand of God the Father, where He, the only mediator between God and man, makes intercession for His own. He will return to earth personally, visibly and bodily to judge all men and establish His kingdom. Job 19:25; Isaiah 7:14, 9:6; John 1:1,2,14,18; 3:16; Luke 1:30-35; Phil. 2:5-8; Col. 2:9
- 4.10 *Holy Spirit*: The Holy Spirit has come into the world to reveal and glorify Christ, to convict men and women of their sins and to impart new life to all who place their faith in Christ. He indwells believers from the moment of spiritual birth, seals them until the day of redemption and empowers them to live a life pleasing to God. John 16:7-11; 3:6; 14:17; 1 Cor. 3:16; 6:19; 12:13; Eph. 1:13; 4:30; 1 John 2:20-27; 1 Peter 1:1; Rom. 8:2,4,9,12,14
- 4.11 *Gender*: The Bible teaches that from creation there is a distinction between male and female: they are equal, but different. God, by His sovereign and intentional design, determined the biological gender before birth. Gen. 1:27-28; Matt. 19:4; Mark 10:6; Psalm 139:13-16; Jer. 1:5
- 4.12 *Marriage*: The Bible makes it clear that the divine design for marriage is one man and one woman in an exclusive and permanent relationship. We believe the Bible teaches that the only sexual relationship that is ordained by God is within the context of the marriage covenant between a man and a woman. All other sexual relationships fall short of God's perfect and holy

design, and are therefore sin. Gen. 1:27-28; Gen. 2:18-25; Ex. 20:14; Matt. 19:3-12; Rom. 1:26-27; 1 Cor. 6:9-20; Eph. 5:22-33; Heb. 13:4

- 4.13 *Devil*: The Bible teaches that there is a devil, a being who is “the prince of this world.” We believe that he has power but only so far as God allows him; that he shall ultimately be cast into the lake of fire and shall be tormented day and night forever. Job 1:6,7; Ezek. 28:11-19; Isaiah 14:12-17; Matt. 4:1-11; Eph. 2:2; John 12:31; 2 Cor. 4:4; Rev. 20:10

ARTICLE II - MEMBERSHIP

MEMBERSHIP. Membership within the Church is first predicated on one becoming a genuine follower of Jesus Christ through having responded by faith by the drawing of the Holy Spirit to the message of the gospel. In addition, Members shall agree with and subscribe to the Statement of Faith above, have completed all of the requirements of membership as defined by the Elders; and Members shall have signed the Church Membership Covenant, as it is revised, amended or restated from time to time, thus committing themselves to the responsibilities therein assigned.

ARTICLE III – CHURCH GOVERNANCE

1. ELDERS AS DIRECTORS: The overall policy, control, direction and management of the ministry, operations and finances of the Church shall be vested in the Elder body, which shall consist of not less than three (3) individuals. The Elders are designated as the directors of this corporation as the term is defined and used in the Wyoming Nonprofit Corporation Act. Subject to the provisions and limitations of the Wyoming Nonprofit Corporation Act, any limitations in the Articles of Incorporation and these Bylaws, all corporate powers generally appointed to a “board of directors” shall be exercised by or under the direction of the Elders. As used in this section and throughout these Bylaws, the terms “Elders,” “Elder body” and “Elder board” are used interchangeably to mean a quorum of Elders acting in accordance with these Bylaws, and consistent with the scriptures contained in the Holy Bible.
2. MEETINGS. The Elders shall meet once per month, and at least annually at a time and place appointed by the Elders ensuring each present Elder board member receives sufficient and reasonable notice. The Elders shall have the authority to call a Church business meeting or special meetings as needed.
3. QUAROM. A majority of present Elders shall constitute a quorum. If less than a majority of Elders is present, a majority of those present may adjourn a meeting until a majority is present.

ARTICLE IV – OFFICERS

1. OFFICES. The Offices shall consist of Chairman, Secretary, Treasurer, and such other offices as deemed necessary by the Elders. Officers of the Church shall be members of the Elder body. Any subsequent offices created by the Elders, shall be clearly defined in the *Policy and Procedure Manual*.
2. ELECTION. The Officers of the Church shall be elected by a passing vote of the Elders and shall serve terms of one (1) year, as long as they remain a member of the Elder body. Officers may be re-elected.
3. DUTIES.
 - 3.1 Chairman
The Chairman shall perform such duties as are incumbent upon such Officer, including making certain that all orders and resolutions of the Elders are carried into effect. The Chairman shall have oversight of the Elder meetings. The Chairman’s duties shall include, without limitation:

establishing meetings, setting the agenda and presiding over the meetings. Additional specific expectations may be further set forth in the Policy and Procedure Manual.

3.2 Secretary

The Secretary shall record or cause to be recorded in a minute book of the Church minutes of all meetings of the Elders and all votes taken at such meetings. A “minute book” may be a digital record or hard-copy archive as defined by the Policy and Procedure Manual. He shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elders or the Chairman, under whose supervision the Secretary shall be, and as may be delineated in the Policy and Procedure Manual.

3.3 Treasurer

The Treasurer shall serve as the overseer of the financial operations of the Church. Paid Church staff members shall be accountable to the Treasurer for management of the financial aspects of the Church. The Treasurer shall perform such other duties and have other responsibilities as may be assigned to him from time to time by the Elders, and as delineated in the Policy and Procedure Manual.

ARTICLE V – ELDERS

1. GENERAL AUTHORITY. Elders are entrusted with the governance of the Church, leading the Church from a centralized vantage point. The Elder board’s oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as well as the oversight of all ministry, operations and finances of the Church. The Elders are also responsible for being obedient to the Scriptures in the doctrine of the Church, establishing the overall vision of the Church and appointing new Elders.
2. COMPOSITION. The Elder board shall consist of lay leaders appointed from within the Church and the Lead Pastor as defined below.
3. NUMBER. The number of Elders may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Elders shall not be less than three (3).
4. QUALIFICATION. The minimum qualifications for Elders shall not be less than those listed in **1 Timothy 3:1-7** and **Titus 1:6-9**, including without limitation the requirement that Elders be men. In addition to the minimum qualifications given in Scripture, Elders must be Members who fully subscribe to Church’s Statement of Faith as set forth above and are actively involved in the ministry of the Church. The Elders may at any time create, alter, amend, repeal or restate resolutions establishing additional qualifications outside of those listed in the above scriptures.
5. TERM. Elders shall serve a term of one (1) year and may be re-appointed for up to three (3) consecutive terms. Reappointment shall occur at the first annual meeting among the Elders without the congregation vetting process. After fulfilling the maximum number of consecutive terms, a board member must sit out at least one term before becoming eligible to be re-appointed.
6. APPOINTMENT. Elders establish the appointment/election process for all subsequent board members and shall memorialize that process in a *Policy and Procedure Manual*.
7. EMERGENCY POWERS. An “emergency” exists for the purposes of this section if a quorum of the Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the board may (a) modify lines of succession to accommodate the incapacity of any Elder board member, officer, employee or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or authorize employees to do so. During an emergency, notice of a meeting of the Elders only needs to be given to those Elder board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more Elders present at a meeting of the

Elder board may be deemed Elders for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder board member, officer, employee or agent of the Church on the ground that the action was not authorized. The Elder board may also adopt emergency bylaws, subject to amendments or repeal by the full Elder board, which may include provisions necessary for managing the Church during an emergency including (a) procedures for calling a meeting of the Elders; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Elder board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

ARTICLE VI – PASTORAL LEADERSHIP

1. ELECTION. The Pastoral Team members shall be selected by the Elder board. The Elder board shall determine the size of the Pastoral Team depending on the needs of the Church. The Elder board shall exercise discretion in selecting pastoral candidates, including the process of pooling candidates – any process selected by the Elders shall include some component of consulting the member body prior to hiring any pastoral candidate. The Elders shall select and appoint one member of the Pastoral Team to be the Lead Pastor. The term “pastor,” as used in this context, shall be synonymous with the term “elder” for the sake of definition and qualification. Any “pastor” shall meet, at a minimum, the qualifications of an Elder defined above in Article IV. The Lead Pastor shall serve as an Elder.
2. DUTIES. The duties of the Pastoral Team shall include, but not be limited to, creating cohesion around Church strategy, consolidating Church-wide teaching, unifying ministry leadership and leveraging ministry services. The Pastoral Team shall lead the Church to fulfill its purposes. They shall be empowered to oversee and direct the ministries and business of the Church subject to the powers expressly reserved for the Elders, and subject to the limitations of the Wyoming Nonprofit Corporation Act, the Articles of Incorporation and these Bylaws.

ARTICLE VII – DEACONS

AUTHORITY TO ESTABLISH AND APPOINT. The Elder board has the sole authority to establish, at its discretion, deacons to serve within the Church. Said role shall be established and set forth in the *Policy and Procedure Manual* upon the election of the Elders.

ARTICLE VIII – CHURCH DISCIPLINE

1. CHURCH DISCIPLINE. Church discipline is a necessary mark of a healthy church and shall be applied in cases of sexual misconduct, gossip, divisiveness, dishonesty, and various other expressions of sin. In accordance with the biblical pattern generally outlined in **Matthew 18:15-17**, a person who evidences such sin will be confronted in an initial one-on-one meeting, followed by escalating engagement by ministerial and pastoral staff and Elders.
2. FINAL RESOLUTION. Where the steps of discipline are exhausted in cases of unrepentant and/or habitual sin, the Elders will consider removing a person from membership with the hope of eventual reconciliation and restoration. This removal may include a prohibition to attend Church services and events, depending on the circumstances. In addition, it might include public disclosure of removal from membership and the circumstances leading to this decision to the corporate membership of the Church. Those so disciplined will in turn be restored to fellowship where the Elders have determined that appropriate repentance has occurred.

ARTICLE IX – TRANSACTIONS OF THE CHURCH

1. CONTRACTS AND INSTRUMENTS. The Elder board may authorize an individual Elder, Officer, employee or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.
2. DEPOSITS. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Elder board selects.
3. GIFTS. The Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.
4. OWNERSHIP AND DISTRIBUTION OF PROPERTY. The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

ARTICLE X – POLICY AND PROCEDURE MANUAL

ESTABLISHMENT. The Elder board shall have the exclusive authority to establish a *Policy and Procedure Manual* that provides greater detail to certain policies and procedures relevant to the function and governance of the Church than do these Bylaws. If a provision of the *Policy and Procedure Manual* is deemed inconsistent with these Bylaws, then the Bylaws shall prevail.

ARTICLE XI - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any Board member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII - FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIII - SEAL

The corporation shall have no seal.

ARTICLE XIV - WAIVER OF NOTICE

A Director may at any time waive any notice required by law, the Articles of Incorporation or these By-Laws. The waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. Provided, however, a Director's attendance or participation at a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law, the Articles of Incorporation, or these By-Laws, objects to lack of notice and does not thereafter vote for or assent to the objected to action.

ARTICLE XV - AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, repealed, or replaced and new By-Laws may be adopted only by unanimous vote of the Elders currently appointed and serving at the time of such action only after the Board's intention is announced to the weekend worship service(s); simultaneously published and made available for Members to review; and any interested Members are given at least 28 days to comment to the Board. If the Board makes any changes to the proposed action based upon Membership comment, said changes shall undergo the same notice requirement as above.

IN WITNESS WHEREOF, the foregoing First Amended By-Laws have been adopted by the Board of Directors of the corporation this _____ day of _____, 2022.

Board Member

Board Member

Board Member

Board Member

Board Member