

BY-LAWS  
ROCKY MOUNTAIN REGION OF THE ECUMENICAL CATHOLIC COMMUNION,  
CORP.

ARTICLE 1.0  
PURPOSE AND FORMATION

1.1 The Rocky Mountain Region of the Ecumenical Catholic Communion, Corp. (hereinafter the “Corporation” or the “Region”), a nonprofit corporation formed under the laws of the State of Colorado, is organized exclusively for religious purposes within the meaning of sections 501(c)(3) and 509 (a) of the Internal Revenue Code.

1.2 The Corporation shall operate at all times as a tax-exempt entity in accordance with the provisions of the Internal Revenue Code.

ARTICLE 2.0  
MEMBERS

2.1 Member Communities: The members of this non-profit Corporation shall be all ECC Communities within the Rocky Mountain Region of the ECC as defined by the Ecumenical Catholic Communion.

2.2 Voting Members: For the purpose of electing the Regional Bishop or amending the “Constitution of the Rocky Mountain Region of the ECC” (hereinafter the “Constitution”), each member in good standing of an ECC Community that is a member of this Corporation shall be considered a voting member for those limited purposes. Each member community shall determine who is a member in good standing for that community.

2.3. Regional Synod. From time to time, the member communities of the Region, and their members, shall gather in a Regional Synod. When actions are to be taken by the Synod, voting shall be determined by the Regional Council as part of the Call for a Synod, in accordance with Article IV, Section 2 of the Constitution.

ARTICLE 3.0  
DIRECTORS

3.1 General: Management of the business, property and affairs of the Corporation shall be controlled by the Board of Directors, (commonly referred to collectively as as the Rocky Mountain Regional Council, the Regional Council or the RMRC). In addition to powers granted by the Articles of Incorporation, the “Constitution of the Rocky Mountain Region of ECC”, dated March 30, 2020, as amended in accordance with its terms, (hereinafter the “Constitution”), and these By-Laws, the Board of Directors shall exercise all such powers and perform all such lawful duties as are not prohibited by statute or by the Articles of Incorporation, the Constitution or these By-Laws, so long as such exercise does not jeopardize the Corporation’s tax-exempt status.

3. 2 Number: The affairs of the Region shall be managed by a Regional Council of two Directors from each member community of the Region plus the Regional Bishop, then acting as the Regional Ordinary, each of which shall have one vote if voting is required. At the time of adoption of these Bylaws, there were five member communities, and hence eleven (11) Directors of the Corporation.

3. 3 Term of Office: The term for the Regional Ordinary shall be for the Regional Ordinary's elected term. Three lay members and three clergy members of the initial Regional Council shall serve a one year term, with the remaining members serving two year terms. Thereafter, all Director's terms shall be two (2) years or until their successors have been appointed and recognized. There shall be no term limits for service on the Regional Council.

3. 4 Selection. As set forth in the Constitution, each Member Community of the Region shall select one lay person to serve as a Director by its own procedures. In addition, the pastor of each community, or other member of that community who is the pastor's nominee, shall serve as a Director. The Board of Directors shall, by resolution, formally recognize all Directors selected by the members to serve on the Board of Directors at the Annual Meeting of the Board of Directors, or at any time a vacancy is filled by a community.

3.5 Resignation and Vacancies. Each community shall determine the procedure for acceptance of resignation of a Director and the filling of vacancies; and the community shall notify the Chairman and Secretary of the Board of any resignations and replacements. A replacement shall serve until the remainder of the term of the Director being replaced.

3.6 Compensation. No Director shall receive compensation for any service the Director may render to the Region. However, any Director may be reimbursed, in accordance with previously adopted Board policy, for actual expenses incurred in the performance of the Director's duties.

3.7 Director Standard of Conduct. A Director shall discharge the Director's duties:

- (1) in good faith;
- (2) in a manner the Director reasonably believes to be in the Corporation's best interests;
- (3) when becoming informed in connection with the Director's decision-making function or devoting attention to the Director's oversight function, with the care that an individual in a like position would reasonably believe appropriate under similar circumstances; and
- (4) in a manner in which the Director discloses or causes to be disclosed to other Directors of information not known by them, but known by the Director to be material to

discharging their decision-making or oversight functions, except that disclosure is not required to the extent that the Director reasonably believes that disclosure would violate a duty imposed under law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

ARTICLE 4.0  
MEETINGS OF DIRECTORS

4.1 Regular Meetings (Annual Meetings): Regular Meetings of the Board of Directors shall be held once each month, unless otherwise determined by resolution of the Board of Directors, upon notice given at the previous monthly meeting, at a place, and at such date and hour as may be determined from time to time by the Board of Directors. The Annual Meeting of the Corporation shall be held during the December meeting of the Board of Directors each year, unless otherwise determined by resolution of the Board of Directors.

4.2 Special Meetings: Special meetings of the Board of Directors shall be held, upon ten (10) days prior notice, when called by the Board Chairperson, or by any two Directors, at such time and place as may be specified in the notice.

4.3 Notice: Notice of a regular meeting shall be noted on the Agenda and in the minutes of the prior regular meeting. Notice of special meetings shall be by e-mail to Directors at their e-mail addresses on file with the Secretary.

4.4 Proxies. In the event that a Director is unable to attend a meeting, the Community which the Director represents may name another member of that Community to stand as proxy for the absent Director.

4.5 Quorum: Quorum shall consist of two thirds of the community designated directors plus the Regional Ordinary. Except as specified in these By-Laws, every act or decision done by consensus or made by a vote of the total directors of the Corporation, as set forth herein, shall be regarded as the act of the Board of Directors.

4.6 Action Taken Without a Meeting: The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

4.7 Telephone or Electronic Meetings. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or by Zoom or other internet application by which all persons participating in the meeting can hear one another at the same time. Such participation will constitute presence in person at the meeting.

4.8 Waiver of Notice: Any Director may waive, in writing, any notice of meetings required to be given by these By-Laws.

ARTICLE 5.0  
OFFICERS

5.1 Enumeration of Officers: The officers of the Corporation shall be a President, who shall be the Regional Ordinary, a Board Chairperson, who shall at all times be a member of the Board of Directors, and a Secretary and a Treasurer, who do not necessarily need to be members of the Board. The President and the Secretary may not be the same person.

5.2 Election of Officers. The election of the Board Chairperson, the Secretary and the Treasurer shall take place at the Annual Meeting of the Corporation following confirmation of Directors for the coming year.

5.3 Term: The Board Chairperson, the Secretary and the Treasurer shall hold office until the conclusion of the next annual meeting of the Region unless they sooner resign.

5.4 Special Appointments: The Board of Directors may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

5.5 Resignation and Removal: The Board Chairperson, the Secretary or the Treasurer may be removed from office with or without cause by the action of the Board of Directors at a meeting for which such officer is given notice of the proposed action. Any such officer may resign at any time by giving written notice to the Board of Directors, the Board Chairperson or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.6 Vacancies: A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the replaced officer.

5.7 Duties: The duties of the officers are as follows:

- (a) Board Chairperson - The Board Chairperson shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, deeds and other written instruments of the Corporation, except as otherwise set forth in these Bylaws or as determined by Resolution of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time;
- (b) Secretary - The Secretary shall maintain a copy of the approved minutes of all meetings and proceedings of the Board of Directors; shall maintain a complete copy of the

Articles of Incorporation, Constitution and By-laws, including amendments; shall keep appropriate current records showing the members of the Board of Directors together with their addresses; and shall exercise and discharge such other duties as may be required by the Board of Directors from time to time;

- (c) Treasurer - The Treasurer will be the chief financial officer of the Corporation; shall supervise the care and custody of all funds and receipts of the Corporation, and supervise their deposit in accordance with the instructions of the Board of Directors; shall supervise the payment, out of the Corporation's funds of all bills and other just debts; shall prepare monthly and annual reports of the finances of the Corporation and distribute such reports to the Board of Directors; and perform such other duties as may be required by the Board of Directors.

#### ARTICLE 6.0 AMENDMENTS

6.1 These By-Laws may be amended, at a regular or special meeting of the Board of Directors, provided the notice of any such meeting will have contained a copy of the proposed amendment, by an affirmative vote of two thirds of the total number of Directors.

#### ARTICLE 7.0 FISCAL YEAR

7.1 The fiscal year of the Corporation shall begin on the first day of April and end on the thirty-first day of March of every year, unless changed by the Board of Directors. The first fiscal year shall begin on the date of incorporation.

#### ARTICLE 8.0 MEETING PROCEDURE

8.1 General Practice: At all meetings of the Board of Directors, meeting procedure, except as provided by law, or the Constitution, shall be governed by the provisions of these By-Laws. All meetings begin and end with a prayer. General practice during meetings will be to slow down and engage each person around the table, listening, asking or responding to clarifying questions and engaging with love, respect, emotional strength and intelligence, commitment to the common good and foregoing personal agendas. The 11th issue of Robert's Rules of Order shall be used to resolve procedural issues.

8.2 Rotating Meeting Hosts and Leaders: The regular meetings shall rotate

among the member communities, which will appoint a facilitator and recording secretary for the meeting. In the case of special meetings, either the Board Chairperson, or the Bishop if the meeting concerns the Board Chairperson, shall appoint a facilitator and recording secretary. The facilitator is responsible for seeing that a copy of the Constitution and these Bylaws are available at each meeting. The recording secretary shall transcribe the minutes of the meeting, circulate them among the Directors and after approval provide a copy, as approved, to the Corporate Secretary

8.3 Open Meetings: Agendas for Board meetings shall be published to the Directors by e-mail at least one week prior to meetings. Meeting are open to any individual who is a member of a member community, and also to any other guests upon invitation by a Director.

#### 8.4 Decision Making:

(a) The facilitator will ask if there are any opposing views on every proposed decision and wait for a response, and also call on those not vocal during issue discussions. The facilitator may ask for a volunteer to take the role of assuring that the Board of Directors is hearing from all voices during the meeting. The facilitator will seek consensus of all Directors on any formal action taken.

(b) Members may request to abstain from a particular decision if there are unusual circumstances such as a conflict of interest.

(c) If consensus is not initially reached, the Board of Directors will: yield, stop, pray, listen, try to identify how a problem emerged, if it is local or regional, and the source of resistance by going around the table. Honor no cross-talk as each person responds uninterrupted. After hearing from everyone, if there is not clear consensus, use the 5-finger model:

5. I love it. I insist on it. I can't live without it.
4. I prefer it. I like it. But I can live without it.  
And if it is the group's decision... I will support it
3. I am neutral on the question. I have no preference.  
And if it is the group's decision... I will support it
2. I prefer not to do it/support it. I don't like it. But I can live with it.  
And if it is the group's decision... I will support it
1. I hate it. I insist against it. I can't live with it. I veto it.

(d) Repeat: The Board of Directors will not move forward if 1s or 5s are present, depending on the action. The Board of Directors shall listen again and possibly amend to seek consensus.

(e) If consensus cannot be reached, the facilitator will postpone the decision until the next regular meeting. At that meeting, if the Board of Directors still can't reach

consensus, while listening to minority voices, the matter may be tabled indefinitely or may be put to a vote of the Directors.

(f) If a vote is required, two-thirds of the total number of Directors shall determine the result of the vote.

8.5 Minutes: Draft minutes from each Council meeting will be prepared and distributed to Directors by each meeting's recording secretary as soon as possible, ordinarily within one week after a meeting. If a Director has an issue with anything in those minutes, they should "respond all" within three days after receipt of the draft minutes. Minutes shall not be published by either the Region or by an individual community until after they have been approved by the Council, which will ordinarily occur at the Council's next regular meeting. Directors may respond to inquiries about actions by the Council at a meeting after the opportunity to "respond all" to draft notes has expired, but with the caveat that the minutes are in draft form only and could be amended at the upcoming regular meeting of the Council.

## ARTICLE 9.0 MANAGEMENT OF FUNDS

9.1 Accumulation of Funds: The Corporation may solicit and accept contributions from any sources deemed appropriate by its Board of Directors, so long as such contributions do not affect the tax-exempt status of the Region. In addition, the Board of Directors shall adopt a plan for collection of equitable assessments from each of the community members, to be remitted at least quarterly, sufficient to fund the regular expenses of the Corporation. From time to time, the Board may seek special assessments for needs other than the regular expenses of the Corporation.

9.2 Investment of Funds: The Board of Directors shall be responsible for the funds entrusted to the Corporation, and shall make investments of said funds in a manner which is reasonable and prudent and in keeping with these Bylaws and the policies adopted by the Board of Directors.

9.3 Accounting System: The Board of Directors shall cause to be established and maintained a complete accounting system in keeping with sound financial management. The Treasurer shall submit a report of the Corporation's finances to the Board on a monthly basis

9.4 Audit: The Board of Directors may cause the books and records of the Corporation to be audited by a certified public accountant, in which case an audit report in keeping with sound accounting principles shall be issued to the Board of Directors.

9.5 Budget and Annual Reports: An annual budget shall be prepared by the Treasurer and adopted by the Board of Directors no later than the regular March meeting of the Board. The Treasurer shall submit an annual report of the Corporation's finances for the

prior fiscal year at the regular May meeting of the Board of Directors. The Treasurer shall prepare and submit to the Board of Directors for review and approval all tax returns required by Federal or State governments within the time requirements of such governments.

ARTICLE 10.0  
PROHIBITIONS

10.1 Political Contributions: The Corporation shall not make any disbursements or expenditures, in any fashion, to support any candidate for political office, or for any political purpose prohibited by any provision of state law or the rules and regulations of the Internal Revenue Service applicable to non-profit 501(c)(3) corporations.

10.2 Borrowing Funds: The Corporation shall not borrow monies from any individual, governmental agency, bank, or other institution for any purpose without prior approval of the Board of Directors.

ARTICLE 11.0  
DISSOLUTION

11.1 Upon dissolution of the Corporation, after payment of debts and obligations, its assets shall be divided among those of its member communities who have 501(c)(3) status in a manner to be decided by the Board of Directors.

ARTICLE 12.0  
INTERPRETATION

12.1 Wherever used herein, the singular shall include the plural, the plural the singular, and the use of any gender term (masculine, feminine or neuter) shall include the other terms, as the context may require. The underlined section and subsection headings are for convenience and are not part of the substance of these Bylaws.

ADOPTED BY the initial directors as of the organizational meeting of the Corporation, effective this 2nd day of December, 2021.