

BYLAWS
OF
SUNRIVER CHRISTIAN FELLOWSHIP, INC.,
an Oregon Nonprofit Religious Corporation

ARTICLE I
NAME

The name of this Corporation is **SUNRIVER CHRISTIAN FELLOWSHIP, INC.**

ARTICLE II
OFFICES

SECTION 2.01. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located at 18143 Cottonwood Road, Sunriver, Oregon, 97707, Deschutes County, Oregon. The Managing Board ("the Board") may change the location of the principal office. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

SECTION 2.02. OTHER OFFICES

The Board may establish branch or subordinate offices at any place the Corporation is qualified to conduct its activities.

ARTICLE III
PURPOSES AND LIMITATIONS

SECTION 3.01. NONPROFIT CORPORATION

This Corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Oregon Nonprofit Corporation Act exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of donations to organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation shall not discriminate against any person on the basis of race, color or religion.

SECTION 3.02. CONSTITUENCIES

All Saints of the Cascades Episcopal Church and Shepherd of the Mountains Lutheran Church are the Sponsoring Congregations of Sunriver Christian Fellowship. In addition, many members of Sunriver Christian Fellowship are not members of one of the Sponsoring Congregations. These ‘General Members’ and the members of the two Sponsoring Congregations are the three constituencies of Sunriver Christian Fellowship. Although we have covenanted together to be one congregation in every way possible, Sunriver Christian Fellowship desires to remain in union with the national denominations of the Sponsoring Congregations. It is our conviction that we are enriched by our ecumenical style and that it is our calling by the Holy Spirit to be a vital functioning embodiment of our Lord’s desire “that they may be one.” We continue to celebrate the many gifts, which each of our religious backgrounds brings to this ministry, and we rejoice in the strength thus derived. All persons are welcome to participate in the life and worship of Sunriver Christian Fellowship and to receive its nurture and care, and all Christians are welcome to partake in the celebration of the Eucharist.

SECTION 3.03. COVENANT AGREEMENT

The Board shall execute a Covenant Agreement with the Bishop of the Diocese of Eastern Oregon of The Episcopal Church and the Bishop of The Oregon Synod of The Evangelical Lutheran Church in America (collectively Judicatories), which will describe the relationship and responsibilities among the three constituencies of Sunriver Christian Fellowship and the Judicatories. It is intended that the provisions of the Covenant Agreement be consistent with these Bylaws. The provisions in the two documents should be interpreted so as to avoid conflict and support consistency.

ARTICLE IV THE CONGREGATION

SECTION 4.01. MEMBERSHIP

The membership of Sunriver Christian Fellowship (‘the Congregation’) is composed of Christians who have publicly expressed a desire to join and participate fully in the life of the Congregation. Individuals who are or become members of the Sponsoring Congregations in accordance with their traditions are also members. There shall be no classes of membership. All members participate fully in the life of the Congregation.

SECTION 4.02. POWERS

All powers of management and decision making are vested in the Board, except the following which are reserved to the Congregation: approving the annual budget, expending operating funds in excess of 5% of the annual budget, purchasing or disposing of real property, incurring debt, electing Managing Board members, electing Nominating Committee members and approving the call of a senior pastor.

SECTION 4.03. CONGREGATIONAL MEETINGS

(a) **Annual Meeting.** The Managing Board shall schedule an annual congregational meeting on a Sunday in January of each year for the following purposes: the presentation of an annual report by the Managing Board, electing Managing Board members to fill vacant positions, electing Nominating Committee members for the ensuing year, approving the annual budget and any other business brought by the Managing Board or members.

(b) **Special Meetings.** A special meeting of the Congregation may be called for consideration of issue(s) requiring congregational action: (i) by the Managing Board or (ii) at the written request of at least 20% of the members. The President shall schedule a meeting requested by the members within sixty days after receipt of the request.

(c) **Notice.** Notice of annual and special meetings of the Congregation shall be given to members by publication in the church service bulletin, in the monthly newsletter and by announcement at each church service after the meeting is scheduled. The notice shall specify the date, time, location and purpose of the meeting.

(d) **Quorum.** A quorum shall consist of those members in attendance at a properly called meeting.

(e) **Voting Majority.** Changes to the Bylaws, calling or relieving a Senior Pastor or purchasing or selling real property shall require a two-thirds majority vote of the quorum present. All other matters brought before the Congregation shall require a majority vote of the quorum.

ARTICLE V MANAGING BOARD

SECTION 5.01. POWERS

(a) **General Corporate Powers.** Subject to the provisions and limitations of the Oregon Nonprofit Corporation Act and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Congregation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) **Specific Powers.** Without limitation of these general powers, the Managing Board shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require

from them, security for faithful performance of their duties.

(ii) Adopt and use a corporate seal and alter the form thereof.

SECTION 5.02. RESPONSIBILITIES

The Board is responsible for (i) the setting of policy, approval of programs, general administration, financial, property and personnel management; (ii) the prudent and efficient management of the overall operation and ministry of the Congregation and (iii) the oversight of the programs of the Congregation being carried out by the clergy, staff and Ministry Teams.

SECTION 5.03. NUMBER, QUALIFICATION AND ELECTION OF DIRECTORS

(a) **Number and Qualification of Directors.** The authorized number of Directors shall be seven (7). Any person who has been a member of Sunriver Christian Fellowship for not less than one year is eligible for election to the Board. The three congregational constituencies shall be represented on the Board as follows: four Directors shall be members of one of Sponsoring Congregations (at least one Director from each) and three Directors shall be General Members.

(b) **Election of Directors.** Subject to the requirements of Paragraph (a), (i) Directors shall be elected by majority vote of the quorum of members of the Congregation attending the annual meeting; and (ii) nominees to fill vacant positions on the Board shall be presented to the Congregation by the Nominating Committee.

(c) **No Classes.** Notwithstanding the three constituencies, (the two Sponsoring Congregations and the General Membership) voting for members of the Board shall be for the Board as a whole and not by any class or other division.

SECTION 5.04. TERM OF OFFICE OF DIRECTORS

(a) **Term of Office.** Directors shall be elected for a term of three years, except as necessary for Director terms to be staggered so that approximately 1/3 of the Directors' terms expire each year.

SECTION 5.05. VACANCIES

(a) **Events causing vacancy.** A vacancy or vacancies on the Board shall exist on the death, removal, suspension or resignation of any Director.

(b) **Resignations.** Except as provided in this Section, any Director may resign effective upon giving written notice to the President or the Secretary of the Corporation, unless such notice specifies a later date for the resignation to become effective.

(c) **Filling Vacancies.** Any vacancy on the Board shall be filled by vote of the remaining Directors or by a sole remaining Director. The term of a Director filling a vacancy with eighteen

(18) months or more remaining on the term shall be until the next annual congregational meeting when the remaining term will be filled by election. The Director filling a vacancy with less than eighteen (18) months remaining shall complete that term.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

SECTION 5.06. MEETINGS

(a) Organizational Meeting. The Board shall hold an annual organizational meeting within 15 days following the annual congregational meeting. The meeting shall be for the purpose of organization, election of officers and the transaction of other business.

(b) Regular Meetings. The Board shall meet on a regular schedule not less than once a month for the conduct of routine business. The schedule of regular meetings shall be published in the church monthly newsletter. The meetings shall be open to all members of the Congregation unless the President calls an "executive session" for the purpose of dealing with personnel, contractual or legal matters.

(c) Special Meetings.

(i) Authority To Call. The President, Vice President, or Secretary or any two Directors may call special meetings of the Board.

(ii) Notice.

a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

1. by personal delivery of written notice;
2. by first-class mail, postage prepaid;
3. by telephone, facsimile or email.

All such notices shall be given or sent to the Director's postal, physical or email address, or telephone number or fax number as shown on the records of the Congregation.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least seven days before the time set for the meeting. Notices given by personal delivery, email, telephone, or facsimile shall be delivered, emailed, telephoned, or faxed at least 48 hours before the time set for the meeting.

c. **Notice Contents.** The notice shall state the time, purpose and place of the meeting.

SECTION 5.07. QUORUM

A majority of the Directors in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.09. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of the Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 5.08. WAIVER OF NOTICE

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be in writing and filed with the corporate records or made a part of the minutes of the meetings. A Director shall be deemed to have waived notice of a meeting unless a written "lack of notice" protest is filed with the Secretary prior to commencement of the meeting.

SECTION 5.09. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.10. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than 24 hours, in which case notice of any adjournment to another time and place shall be given not less than 8 hours before the starting time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 5.11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of a duly constituted quorum of the Board consent in writing to that action. Such action shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.11 only, "a majority of a duly constituted quorum" shall not include Directors who abstain in writing because they have a conflict of interest or the appearance of a conflict of interest in a transaction that is the subject of the action.

ARTICLE VI
NOMINATING COMMITTEE

Section 6.01. THE NOMINATING COMMITTEE

The Nominating Committee shall be composed of six members of the Congregation serving rotating three-year terms. Each year, two members will go off the committee and replaced by two members who will serve three year terms. Every year, the committee will select one of the two members serving their second year on the committee to be the Vice-Chairperson. He or she will then become the Chairperson the following year.

A person going off the Nominating Committee cannot be considered for reappointment to the committee for at least one year.

A person serving on the Nominating Committee can be considered for appointment to the SCF Board and, if elected, the Nominating Committee will replace that person for the remainder of the term that person was serving.

If a person resigns from the SCF Board for any reason, the Board will identify and appoint a person to replace that person.

The Chairperson is responsible for keeping the SCF Board President informed of the committee's progress and any potential issues that should arise during the nominating process. Only candidates who have attended SCF on a regular basis for at least one year will be considered for positions on the SCF Managing Board, Nominating Committee, Endowment Committee or Finance Committee. In addition to the attendance criteria, candidates will have publicly defined themselves as a Christian and have expressed an interest in worshipping and participating in the common life of our Church. The Nominating Committee will be responsible for fully vetting candidates to determining eligibility in all regards.

- (a) The Nominating Committee shall nominate candidates to fill openings on the Managing Board and for election at the annual meeting.
- (b) The Nominating Committee will make every effort to keep a balanced Board. This merely means that of the seven members serving on the Board, they will attempt to have four members who are either Lutherans or Episcopalians, and three General members serving on the Board at any given time. So if a Lutheran or Episcopalian is going off the Board, the committee will attempt to identify a Lutheran or Episcopalian to replace that person. If no candidate is available, the Nominating Committee will try to get the best candidate available to serve and attempt to correct the imbalance the following year.

- (c) Nominees for the SCF Board will be submitted for election at the annual meeting. In addition, nominations can be made from the floor if that person has given prior approval to have his or her name submitted.
- (d) The Committee will be responsible for identifying potential new committee members who will be submitted for election at the annual meeting. In addition, nominations for the Nominating Committee may be made from the floor at the meeting if the person has given prior approval to have his or her name submitted.
- (e) The Nominating Committee will publish the list of candidates for the SCF Board and Nominating Committee to be submitted to the Congregation in the January monthly newsletter prior to the annual meeting.

ARTICLE VII **COMMITTEES**

SECTION 7.01. COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors or members, to serve at the pleasure of the Board. These committees may be permanent committees or Ad Hoc Committees appointed to assist the Board in the administration of its duties.

SECTION 7.02. STANDING COMMITTEES

(a) **Finance Committee**. The Board shall appoint a Finance Committee of not less than four members. No more than 2 members shall be Directors. The Treasurer shall chair the Finance Committee. This Committee shall support the Board in the preparation of the annual budget, the regular oversight of the finances of the Congregation and other financial matters as directed by the Board.

SECTION 7.03. MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and actions of the committees of the Board shall be governed by, held and taken in accordance with these Bylaws. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VIII **OFFICERS**

SECTION 8.01. OFFICERS

The officers of the Corporation shall include a President, Vice President/President Elect, a Secretary, and a Treasurer. The Corporation may also have, at the Board's discretion, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with Section 8.02 of these Bylaws. The same person may hold any number of offices.

SECTION 8.02. ELECTION, RESIGNATION AND REMOVAL OF OFFICERS

The officers of the Corporation shall be chosen by the Board, and each shall serve at the pleasure of the Board. No officer shall be compensated for service but may be reimbursed for expenses incurred on behalf of the Corporation.

SECTION 8.03. RESPONSIBILITIES OF OFFICERS

(a) **President**. Subject to the control and supervision of the Board, the President shall be the chief executive officer and general manager of the Corporation and shall generally supervise, direct and control the activities and affairs and the officers of the Corporation. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(b) **Vice President**. In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall be considered the President Elect of the Congregation. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board or the Bylaws

(c) **Secretary**. The Secretary need not be a Director.

(i) **Book of Minutes**. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(ii) **Notices, Seal and Other Duties**. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation, if any, in safe custody in the corporate office under the supervision of the Assistant Pastor and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) **Treasurer**. The Treasurer need not be a Director.

(i) **Books of Account**. The Treasurer of the Corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors, such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) **Deposit and Disbursement of Money and Valuables**. The Treasurer shall cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have other powers to perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) **Bond**. If required by the Board, the Treasurer, at the expense of the Corporation, shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement or removal from office.

(iv) **Annual Financial Review**. The Board shall appoint a team of Congregation members to review the Books of Account and financial status of the Congregation each year; provided that every third year the financial review team shall include at least one member who is not affiliated with the Congregation or its Sponsoring Congregations and is knowledgeable in finance and accounting. This review shall be done during the first half of the year, with a report to the Board no later than the July Board meeting.

ARTICLE IX **CLERGY**

SECTION 9.01. GENERAL

(a) **Senior Pastor**. The Senior Pastor shall be an ordained person in good standing on the rosters of the Episcopal Church, USA (ECUSA) or the Evangelical Lutheran Church in America (ELCA). The Senior Pastor shall be responsible for all worship services and the religious well being of the members of the Congregation. The Senior Pastor shall report to the President of the Board and shall be an ex-officio member of all Boards and Ministry Teams.

(b) **Associate Pastors**. Associate pastors may be called from the ordained rosters of any nationally recognized Protestant denomination, as agreed to by the Senior Pastor.

(c) **Supply Clergy.** Supply clergy may be retired or active persons on the roster of any nationally recognized Christian denomination or any experienced member regularly in attendance at SCF worship.

SECTION 9.02. SENIOR PASTOR CALL COMMITTEE

(a) **Notification.** In the event of the need for the replacement of Senior Pastor, the President shall notify the Bishops of the Eastern Oregon Diocese (ECUSA) and the Oregon Synod (ELCA).

(b) **Call Committee.** The Board shall appoint a Call Committee to consist of the leader of each Sponsoring Congregation and a minimum of three additional persons. One member shall be designated as Chair.

(c) **Committee Responsibilities.**

(i) **SCF Profile.** The Committee shall prepare a Sunriver Christian Fellowship Profile outlining the qualifications and experience desired of the new clergy person. The Profile shall be submitted to the Board for approval.

(ii) **Notification of Bishops.** The Committee shall provide the Profile to the Judicatories and request their assistance in initiating the call process. The process shall follow the standard procedures of the Diocese and/or the Synod.

(iii) **Nominations.** Nominations for consideration shall be solicited from the Bishops and their national church Directories as appropriate. The Committee shall conduct letter surveys of those nominated to solicit their interest, resumes and applications.

(iv) **Screening.** The Committee shall conduct interviews and reference checks of candidates who respond affirmatively. The Committee shall conduct any other investigations necessary to reduce the list to three candidates. Visits may be made to the congregations of the three final candidates and candidates may be asked to visit Sunriver Christian Fellowship to conduct services and meet the Congregation.

(v) **Selection.** The Committee shall prioritize the candidates for presentation to the Board. The Board shall select a recommended candidate and present the candidate to the Congregation for ratification at a congregational meeting. A call shall be issued in accordance with the standard procedures of the Diocese or Synod, as applicable.

ARTICLE X MINISTRY TEAMS

SECTION 10.01 MINISTRY TEAMS

(a) **Purpose.** The purpose of the Ministry Teams is to organize and execute the various programs of the Congregation in the service of our Lord. These teams shall be initiated by the Managing Board.

(b) **Membership.** Membership in the Ministry Teams is open to all members. Every congregation member is encouraged to participate in the activities of at least one Ministry Team.

(c) **Team Chairs.** Chairs are chosen by the Ministry Team members and approved by the Managing Board.

(d) **Recognition.** Ministry Team chairs shall be recognized and commissioned at a special rite during a Sunday Worship service subsequent to the annual meeting of the Congregation.

(e) **Communication/Representation.** As appointed each year by the Managing Board President, Directors of the Managing Board will serve as liaisons' to each of the Ministry Team Chairs. Managing Board members shall act to insure transition of leadership and fulfillment of the goals of each Ministry.

ARTICLE XI ENDOWMENT TRUSTEES

The Resolution Establishing the Sunriver Christian Fellowship Endowment Fund, dated May 7th, 2002 as approved by the Board of Directors effective July 1st, 2002 defined the purpose of the Vision Fund, established a Vision Board of Trustees and delineated their duties. This resolution is hereby incorporated into these Bylaws. Amendments to this Resolution must be approved as defined in Article XIII and dissolution of the Fund is subject to the provisions of Article XV.

ARTICLE XII INDEMNIFICATION AND INSURANCE

SECTION 12.01. INDEMNIFICATION

Indemnification of Directors, Officers, Employees or Agents. The Corporation shall indemnify a Director, officer, employee or agent made a party to a proceeding as the result of the individual being or having been a Director, officer, employee or agent of the corporation to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

SECTION 12.02. INSURANCE

The Corporation shall have power to purchase and maintain insurance on behalf of any

person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, against any liability asserted against the Director, officer, employee or agent and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of Section 12.01.

ARTICLE XIII
AMENDMENTS

New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds majority vote of the members of the Congregation present at a properly called congregational meeting. The Judicatories of the Sponsoring Congregations shall be consulted prior to any Bylaw change that conflicts with or is inconsistent with the provisions of the Covenant Agreement.

ARTICLE XIV
CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the Oregon Nonprofit Corporation Act shall govern these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XV
DISSOLUTION

In the event of dissolution of the Corporation, the property of the Corporation shall be distributed as determined by the Board, to a fund, foundation, corporation or organization operating solely for religious or charitable purposes. The Board shall notify and consult the Judicatories prior to determining the distribution.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of **SUNRIVER CHRISTIAN FELLOWSHIP, INC.**, an Oregon nonprofit corporation, and the above Bylaws are the Bylaws of the corporation as **amended effective October 12, 2016, pursuant to a resolution adopted unanimously by the Board of Directors on October 12, 2016 and ratified by the Congregation on January 29, 2017.**

**Robert
Pearson, Secretary**