Draft - April 29.2026 -- Do not Sign

RESTATED BYLAWS OF SHADOW ROCK CONGREGATIONAL CHURCH (an Arizona nonprofit corporation)

These Restated Bylaws (the "Restated Bylaws") are effective as of the Effective Date, as defined below and fully supersede and replace all prior bylaws adopted by the Church, including those adopted in 2010.

ARTICLE 1. NAME

1.1 Corporate Name. The name of this nonprofit corporation is **SHADOW ROCK CONGREGATIONAL CHURCH, an Arizona nonprofit corporation** (the "Corporation" or the "Church").

1.2 Church. The word "Church" refers to the "Congregation" as a community of seekers of truth welcoming all who: (i) desire to help in promoting intellectual, moral, and spiritual growth; (ii) want to provide for public and private religious worship and education; (iii) work to make these charitable and philanthropic activities part of an inclusive, just, and spiritual society; and (iv) seek to fellowship and worship together.

1.2.1 This Church has chosen to function in the form of a nonprofit corporation to obtain the protections afforded to corporations by Arizona law.

1.2.2 Elders, Deacons, Trustees, etc. may be appointed as part of the spiritual life of the Church. These positions, however, are neither Officers nor Directors of the Corporation for the purposes of Arizona corporate law.

1.3 Directors. The general management of the business, property, and affairs of the Corporation is vested in a Board of Directors (the "Board") and by committees appointed by the Board. For the purposes of Arizona corporate law, the words "Board" and "Director" shall be interpreted as referring to the members of the "Board of Directors" of the Corporation.

ARTICLE 2. PRINCIPAL OFFICE & STATUTORY AGENT

The principal office and statutory agent for service of process of the Corporation are listed in the Restated Articles of Incorporation as amended or restated from time to time (the "Restated Articles").

ARTICLE 3. PURPOSES

3.1 Purpose. The purpose of this Corporation is religious and Charitable as described in the Restated Articles. The Corporation seeks to: (i) love and celebrate the deep goodness of life and proclaim the gospel of Love; (ii) celebrate the Sacraments, realize Christian fellowship and unity within this Church and the Church Universal; (iii) render loving service toward humankind and strive for inclusion, justice and spirituality; (iv) radically affirm the greatness of every life; and, (v) initiate and support those deeds that make life good for all in accordance with the "Covenant Document" attached as Exhibit A to the Restated Articles of Incorporation filed with the ACC. (Note that a copy of the Covenant Document attached as Exhibit A to these Restated Bylaws is for convenience only. If there is a difference between the version attached to the Restated Bylaws as against the version attached to the Restated Articles of Incorporation, then the version attached to the Restated Articles of Incorporation shall govern and prevail.)

3.2 Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), including making distributions to other organizations which qualify as tax exempt charitable organizations under Section 501(c)(3) of the Code. These Restated Bylaws shall be interpreted as necessary to comply with the Arizona Revised Statutes for nonprofit corporations and federal law governing charitable organizations; provided, however, that the Church reserves the right in all cases to object to the application of civil law to the extent it violates its Constitutional rights.

3.3 Honoring the Freedom to Worship. The Corporation seeks the greatest possible protection under the First Amendment to the Constitution of the United States of America and under similar provisions of the Arizona Constitution regarding the free exercise of religion as protected by the deference doctrine announced by the United States Supreme Court. These Restated Bylaws are not intended to govern the operation of the Church as an ecclesiastical body of believers.

3.4 Affiliation. See Exhibit A.

ARTICLE 4. MEMBERSHIP

4.1 No Statutory Members. As permitted by A.R.S. §10-3603, the Corporation does not have statutory "members", as defined in A.R.S. § 10-3140(37).

4.2 Covenant Members. "Covenant Membership" in the Church as a body of believers is determined by the Board in accordance with the Covenant Document and Core Values of Justice, Inclusion and Spirituality and is not subject to judicial review. References to the "Congregation" are intended to include only the Covenant Members of the Church.

4.3 Deference to the Congregation. In its deliberations, decisions, Board and Officer elections, budget review, amending or restating Covenant Documents and in consideration of merger or dissolution, the Board shall always be mindful of the wishes and desires of the Congregation as expressed in advisory votes taken at meetings of the Congregation.

4.4 Scriptural Disputes. The Pastor, with the majority vote approval of the Board, is the "Governing Authority" and is the final authority on all matters of interpretation and application of Scripture and in all matters regarding Scriptural discipline, which are not required to be mediated or arbitrated. Reserving and exercising this right is an essential element of the Church's free exercise of Religion under the Federal and State Constitutions and the Bill of Rights.

4.4.1 All those who voluntarily associate with the Church are deemed to submit to this Scriptural authority and to acknowledge that there is no appeal from these rulings on Scriptural Disputes, which shall be resolved according to the Holy Scriptures and the Covenant Document as interpreted and administered by the Governing Authority.

4.5 Internal Disputes. The Bible teaches Christians to make every effort to live at peace and to resolve disputes with each other in private and within the Church (*See* Matthew 18:15-20; I Corinthians 6:1-8).

4.5.1 It is recommended that all "Internal Legal Disputes" among pastors, staff, and volunteers should be resolved in accordance with mediation in accordance with Exhibit B and not through the civil court system.

4.5.2 "Internal Legal Disputes" include resolution of non-Scriptural claims, demands, controversies, and differences arising out of participation in religious activities, travel, ministries, interpretation or enforcement of these Restated Bylaws, the Restated Articles, and policies of the Corporation, employment, contracts, and personal injury matters, involving the Church, to the extent permitted by law or by other documents created pursuant to the implementation of this policy; provided, however, that Scriptural Disputes are excluded from the definition of "Internal Legal Dispute," and provided further that this policy shall not be interpreted to prevent or delay reporting suspected criminal activity to appropriate law enforcement.

4.6 Other Disputes. To the greatest extent possible, the Church seeks to avoid participation in the civil court system and seeks instead to resolve all disputes in accordance with the Scriptures and its "Polity" as defined on Exhibit B.

ARTICLE 5. OFFICERS

5.1 Officers. The "Officers" of the Corporation should usually consist of:

5.1.1 President;

5.1.2 Secretary;

5.1.3 Treasurer; and

5.1.4 Vice President(s), as determined by the Board.

5.2 President.

5.2.1 All Officers, staff and volunteers report to the President through the Director of Operations or Pastor as designated by the Board to ensure adequate communication among the various working committees.

5.2.2 The President reports to the Board of Directors.

5.2.3 The President usually chairs the meetings of the Board of Directors, although the Board may at its discretion, elect someone other than the President to chair the meetings of the Board of Directors.

5.2.4 In the absence of the President, one of the Vice Presidents should chair the meeting.

5.3 Secretary/Treasurer. The office of Secretary/Treasurer may be filled by one individual or divided into the two separate offices of Secretary and Treasurer with an officer elected for each position. The duties of Secretary/Treasurer, listed below, may be allocated between those two offices. The Secretary/Treasurer is elected by the Board of Directors to oversee the administration of the Corporation, to direct the operating activities of the Corporation, and to perform other duties defined by the Board, including to:

5.3.1 Give notice of, and attend, all meetings of the Corporation and to arrange for taking and preserving accurate minutes of the meeting in written or recorded form;

5.3.2 Keep a list of the officers and Directors of the Corporation;

5.3.3 Prepare an annual report of the finances, transactions and condition of the Corporation;

5.3.4 Keep all books and records of the Corporation, and ensure that all accounting records are properly maintained;

5.3.5 Keep an account of all monies received and expended for use of the Corporation, and make disbursements authorized by the Executive Committee or other persons as the Board prescribes. All sums received shall be deposited in the bank or banks approved by the Board. This officer shall report at the annual meeting or when called upon by the President. Procedures and requirements for spending church funds may be specified by a resolution of the Board of Directors from time to time. **Funds in excess of the amount set by a Board resolution from time-to-time may be drawn only on signature of the Secretary/Treasurer and the President (or, in his/her absence, an Executive Committee Member designated by the President) after authorization and approval of the Board of Directors**. The funds, books and vouchers are at all times subject to verification and inspection of the Directors of this Corporation; and

5.3.6 Deliver to a successor all books, money and other property of the Corporation at the end of the Term.

5.4 Vice President and Other Officers. The Board of Directors may, from time to time, without amendment to these Restated Bylaws, elect one or more Vice Presidents who usually report to the President and perform specific duties identified by the Board and fulfill the duties of the President in the absence of the President.

5.5 Election of Officers. The President is usually elected by the Congregation by a Majority vote at a meeting of the Congregation. Other Corporate Officers are usually elected at the annual meeting of the Directors but may be elected at any meeting. Candidates who receive a Majority of votes usually are elected for a one-year Term. If no election is held, then the officers in place are deemed re-elected for an additional one-year Term.

5.6 Removal. An officer may be removed with or without cause, from office by a Majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by removal.

5.7 Vacancies. A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the Term by a Majority vote of the Board.

ARTICLE 6.
AUTHORITY OF PASTOR AND DIRECTOR OF OPERATIONS

6.1 Director of Operations. The Director of Operations: (i) has executive authority over the operational aspects of the Church; (ii) is legally authorized to execute contracts and employee agreements up to the limit stated from time to time in the "Financial Best Practices" as adopted and approved by the Board; (iii) and coordinates with the President and the Pastor to ensure communications among the various working committees and facilitates the activities of all officers of the Corporation. The Director of Operations is an ex-officio, non-voting member of the Board and of all committees and/or subcommittees. The Director of Operations serves as equal to the Pastor and both are subordinate to the Board.

6.2 Pastor. In keeping with the core values, vision and mission of the Church and its affiliation with the United Church of Christ, the Directors and the Congregation will "Call" (i.e., extend a written offer of employment as a pastor) and keep in its employment and remain in covenant with at least one trained and theologically educated Pastor from an accredited theological institution. The Pastor oversees the spiritual welfare, ministry programming, and, in coordination with of the Director of Operations and Board, temporal welfare of the Church. No official act shall be performed by other clergy without the Pastor's consent. The Pastor is an ex-officio, non-voting member of the Board and of all committees and/or subcommittees. The Pastor serves as equal to the Director of Operations and both are subordinate to the Board.

ARTICLE 7. BOARD OF DIRECTORS

7.1 Governance. With attention to the advisory votes of the Congregation, the Church Board shall develop and be responsible for Church-wide planning and coordination. The Board members shall act as fiduciaries to the Congregation and steer the organization toward a sustainable future. The Board's responsibilities include visioning and strategic planning. The Board shall discuss the general direction of the Church with the Pastor and Director of Operations and cooperate with them in the formation of a well-rounded program. The Church Board acts for the Congregation in all legal and spiritual matters.

7.2 Board Composition. Per A.R.S. §10-3801, the Corporation's governance and activities necessary to meet the goals and objectives set by the Board are the legal responsibility of the Board. Per A.R.S. §10-3802, the Board may define qualifications for service as a "Member" of the Board (also referred to as a "Director".) Directors need not be residents of Arizona and must be Active Members of the Church. The Board ordinarily consists of not less than 3 and usually not more than 10 Directors. The Board may choose a Director to act as Chair of the Board or may authorize the President to perform that role.

7.3 Changes. The Board may, by a Majority vote, change the number of Directors serving on the Board (but no less than three). Per A.R.S. § 10-3805, a decrease in the number of Directors or Term of office does not shorten the Term of an incumbent Director.

7.4 Election of Directors. New Directors are usually elected by the Congregation (i.e., Covenant Members) by a Majority vote. This election usually occurs at the Annual Meeting of the Congregation, but may be elected at any Congregational meeting. The Board may appoint a nominating committee per Article 8.2, below, to assist in procuring new or replacement Directors. All Directors are subject to approval by the Board.

7.5 Term of Directors. Directors should serve for the "Term" designated by the Board. If no specific Term is designated, then the Director usually will serve a one-year Term. A Director may not serve for more than three consecutive years without taking a year off. Despite the expiration of a Director's Term, a Director continues to hold office until the Director's successor is elected, or until the Director's resignation or removal. Service prior to the Effective Date may be counted toward the foregoing Term limits in the discretion of the Board.

7.6 Removal. A Director may be removed with or without cause from the Board by a majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by removal.

7.7 Vacancies. A vacancy on the Board because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the Term by a majority vote of the Board.

7.8 Board Meetings and Notice.

7.8.1 *Regular Meetings*. Per A.R.S. § 10-3820, if the time and place of a Board meeting is fixed by the Restated Bylaws or the Board, then the meeting is a regular meeting and may be held without notice of the date, time, place, or purpose.

7.8.2 *Special Meetings*. All other meetings are "Special Meetings". Special Meetings may be called by the President or by one or more Directors then in office. Per A.R.S 10-3822, notice of a Special Meeting of the Board must be given at least two days in advance by written notice delivered personally, by telephone, by email, or sent by mail or fax to each Director at his/her address as shown on the records of the Corporation; however, in an urgent circumstance a Special Meeting may be held without prior notice, provided a quorum is present. The purpose of a Special Meeting need not be specified in the notice.

7.8.3 *Annual Meeting*. There should ordinarily be an annual meeting of the Board, at which time the Board, among taking any other appropriate action, should select officers and Directors and should also discuss new and continuing committee appointments for the coming year. The Board may specify which of its meetings is to be considered the annual meeting.

7.8.4 *Notice*. Except in an emergency, "Notice" of a Special Meeting of the Board shall be given at least two calendar days prior to the meeting date by personal delivery or courier, by telephone, by email, by electronic means or sent by mail or fax to each Director at the address listed in the records of the Corporation. The reason for calling a Special Meeting need not be specified in the Notice.

7.9 Waiver of Notice. Per A.R.S. §10-3823.

7.9.1 A Director may waive Notice of a Board meeting before or after the date and time stated in the Notice if done in writing and signed by the Director entitled to the Notice, or by electronic transmission, and filed with the minutes or corporate records.

7.9.2 Attendance of a Director at a meeting constitutes a waiver of Notice of the meeting, unless a Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully convened. At the beginning of the meeting, or promptly on the Director's arrival at the meeting, the Director must object to holding the meeting or transacting business at the meeting. The objecting Director may not thereafter vote for, or assent to, action taken at the meeting.

7.10 Quorum. The presence of a majority of the Directors on the Board constitutes a "Quorum". Per A.R.S. §10-3811, if the Directors remaining in office constitute less than a Quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the remaining Directors.

7.11 Majority. The vote of at least 51 % of those Directors present and voting at a Board meeting at which a quorum is present constitutes a "Majority" vote. Unless otherwise specified, all business of the Board is usually decided by a Majority vote.

7.12 Attendance. A determination by the Board that a Director has an unsatisfactory record of attendance at Board meetings or that a Director's behavior is contrary to the best interests of the Corporation constitutes grounds for removal of the director "for cause".

7.13 Reimbursement. To help protect their status as a "Volunteer" under Arizona's Volunteer Protection Act (A.R.S. §12-982) and the Federal Volunteer Protection Act (42 USC 14501 et seq.), Directors may receive neither salary, remuneration nor other legal consideration for their service as a Director. However, by Board resolution, reimbursement for reasonable expenses incurred attending Board Meetings may be allowed. Consultation with the

Corporation's certified public accountant or legal counsel prior to approval of expense reimbursement is recommended.

7.14 Electronic Meetings. Directors may participate in Board meetings through use of conference telephone or similar electronic communications equipment, so long as all participating Directors can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

7.15 Action Without Meeting. Action by the Board of Directors may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each director. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. The consent signed under this section has the effect of a meeting vote and may be described as such in any document.

7.16 Standard of Care of Directors. Directors shall discharge their duties, including duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation. A Director is not liable either for an action taken as a Director or for failure to take an action if the Director's duties were performed in compliance with A.R.S. §10-3830, which provides that a person serving as a Director (including as a member of a committee), shall discharge "Duties" as a Director: (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the reasonably believed to be in the best interests of the Corporation. Under this "Prudent Businessman Rule", Officers and Directors are presumed in all cases to have acted, failed to act or otherwise discharged their Duties in accordance with these standards.

7.16.1 The burden of proof is on the party challenging a Director's action, failure to act or other discharge of Duties to establish by clear and convincing evidence facts necessary to rebut the presumption.

7.16.2 In a proceeding commenced under A.R.S. §10-3830, a Director has all of the defenses and presumptions ordinarily available to a Director.

7.16.3 In discharging Duties, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more Officers or employees of the Corporation whom the Director reasonably believes are reliable and competent in the matters presented;
2. Legal counsel, public accountants or other person as to matters the Director reasonably believes are within the person's professional or expert competence;
3. A committee of or appointed by the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence; or,
4. In the case of Corporations organized for religious purposes, religious authorities and ministers, or other persons whose position or duties in the religious organization the Director believes justify reliance and confidence and whom the Director believes to be reliable and competent in the matters presented.

5. Provided, however, that a Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted above unwarranted.

7.16.4 Directors are not trustees of (i) the Corporation's assets; (ii) property held or administered by the Corporation; or (iii) property subject to restrictions imposed by the donor or transferor of that property.

7.17 Special Topics Requiring Approval of the Directors. These "Special Topics" require approval of a Special Majority, i.e., 66% of the Directors (the "Vote") (unless otherwise directed in these Restated Bylaws or State Law):

7.17.1 The Call or dismissal of the Pastor;

7.17.2 "Transfer" (i.e., purchase, sale or long-term lease in excess of 10 years) of all or substantially all of the real property owned or leased by the Corporation to an unrelated third party;

7.17.3 In determining whether the proposed Transfer is to an "unrelated third party", the Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A Transfer to a legal entity which qualifies under Section 501C(1) - (17) of the Internal Revenue Code, as amended from time to time, as a "Support Organization" is not deemed a "Transfer" to an unrelated third party (i.e., is not a "Special Topic");

7.17.4 An action to merge or dissolve the Church as a corporation;

7.17.5 Amending or restating the Articles of Incorporation;

7.17.6 Approval of the Annual Budget; and

7.17.7 Amendment of the Covenant Document of the Church which also requires the consent of the Pastor and of an advisory vote of the Congregation.

ARTICLE 8. COMMITTEES

8.1 Committees. The Board may establish one or more committees from time to time, including "Standing Committees" in its discretion.

8.2 Limited Duration. Generally, a committee (which may also be referred to as a "Team") will be appointed for a limited duration and should be terminated when the purpose for which it was established is complete, unless otherwise specified. Committees report to the Board, unless otherwise delegated by the Board. When creating committees, the Board is encouraged to specify a termination date. In accordance with A.R.S. § 10-3825(E), a committee may neither:

8.2.1 authorize distributions;

8.2.2 approve or recommend an action that requires the Board approval under state law;

8.2.3 fill vacancies on the Board or on its committees;

8.2.4 adopt, amend or repeal Restated Bylaws; nor

8.2.5 fix the compensation of Directors for serving on the Board or a committee of the Board.

8.3 Nominating Committee. From time to time, the Board may appoint a Nominating Committee whose members will ordinarily serve a one-year "Term". The Nominating Committee may develop a proposed slate of candidates for vacancies on the Board.

8.4 Executive Committee. The Board may elect some of its Directors to act as an "Executive Committee or Executive Council" to be responsible for day-to-day governance of the

Corporation's affairs. The Executive Committee may execute orders, votes, and resolutions of the Board which are not otherwise self-executing and perform other duties assigned to it by the Board; provided, however, that the Executive Committee may not take any actions prohibited by A.R.S. § 10-3825. The Executive Committee should include the President and/or the Chair of the Board of Directors, if any.

8.4.1 Executive Committee Membership. The Executive Committee should usually consist of three to five Directors. Executive Committee Members serve the Terms specified by the Board. If an Executive Committee Member is no longer serving, whether by non-eligibility or choice, the Board may elect a replacement to complete his Term.

8.4.2 Executive Committee Chair. The President usually chairs meetings of the Executive Committee. In his absence the Committee may select another person to chair the meeting.

8.4.3 Executive Committee Meetings. The Executive Committee meets at a time and place determined by the President and/or the Chair of the Board, if any.

8.4.4 Election of Executive Committee. Election of Executive Committee Members may take place at any meeting of the Board.

8.5 Advisory Council. The Board may also appoint an "Advisory Council" to assist the Corporation in achieving its goals. The members of the Advisory Council have neither legal power nor legal duties to the Corporation. Membership on the Advisory Council may be interpreted as an expression of strong support for the activities of the Corporation. Otherwise, members of the Advisory Council are not legally responsible for the debts of the Corporation and are not agents of the Corporation. Members of the Advisory Council serve at the pleasure of the Board.

ARTICLE 9. AMENDMENTS

9.1 Majority Vote. These Restated Bylaws may be amended, replaced, or altered, in whole or in part, by a 66% vote of the Directors with the percentage of approval as a Special Topic as defined above. The text of proposed amendments to these Restated Bylaws should be available to the Members for general distribution by having copies available at Church services for at least two weeks prior to the date of adoption by the Board of Directors. If the amendments are other than ministerial, then it is recommended that the advice of the Congregation be sought prior to the vote by the Board.

ARTICLE 10. INDEMNIFICATION

10.1 Indemnification. The Corporation shall indemnify, defend, protect and hold harmless all current and former Directors, Officers, and Board committee members of the Corporation (each, an "Indemnified Person") to the fullest extent from time to time permitted by the Arizona Nonprofit Corporation Act, as amended and superseded from time to time, for any and all expenses and liabilities of any kind or nature whatsoever arising out of or in connection with any of the following (a "Proceeding"): any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, in which the Indemnified Person is involved, whether as a party, witness, or otherwise, because the Indemnified Person is or was a Director or Officer or Board committee member of the Corporation or otherwise relating to any action taken, or any failure to take any action, as a Director or Officer or Board committee member of the Corporation.

10.2 Advance Payment of Expenses. Unless the Board, by affirmative vote of at least 66% of the Directors then in office, acting in good faith and upon the advice of counsel, concludes that an Indemnified Person has, beyond a reasonable doubt, engaged in conduct for which the Indemnified Person would not ultimately be entitled to indemnification under these Restated Bylaws, the Corporation shall pay for or reimburse the reasonable expenses incurred by any Indemnified Person involved in a Proceeding in advance of the final disposition of the Proceeding if both of the following conditions exist: (a) the Indemnified Person furnishes to the Corporation a written affirmation of the Indemnified Person's good faith belief that he or she has met any applicable statutory standard of conduct relevant to determining such Indemnified Person's eligibility for indemnification under these Restated Bylaws; and (b) the Indemnified Person furnishes to the Corporation a written undertaking to repay the advance if it is ultimately determined that he or she is not entitled to indemnification under Section 10.1 of these Restated Bylaws.

10.3 Insurance. The Corporation is encouraged, but not required, to purchase and maintain such policies of insurance as are customary for corporations similarly situated to the Corporation to protect the Indemnified Persons in their service to the Corporation, whether or not the Corporation would have the power to indemnify such Indemnified Persons for their service.

10.4 Board Action. The Board shall take all action to authorize the Corporation to provide indemnification and advance expenses as required by this Article and applicable law, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity or expenses acted and of the reasonable amount of indemnity or expenses due him or her.

10.5 Cumulative Rights. The rights set forth in this Article are non-exclusive, cumulative with, and in addition to, other rights to which an Indemnified Person may be entitled as a matter of law, by contract or otherwise.

10.6 Reliance. Unless the Board finds to the contrary by a 66% Majority vote, the Indemnified Persons shall be deemed to be serving in their respective positions or to have previously done so in reliance upon, and as consideration for, the rights provided under this Article. Repeal or modification of this Article does not affect rights or obligations existing or accruing prior to repeal or modification. The rights provided for in this Article inure to the benefit of the legal representatives and heirs of an Indemnified person.

ARTICLE 11. GENERAL

11.1 Contracts. The Board may authorize the Executive Committee, an officer, or agent, in addition to the officers authorized by these Restated Bylaws, to sign contracts or to execute and deliver instruments in the name of and on behalf of the Corporation. Authority may be general or may be limited to specific situations.

11.2 Loans Secured by Real Property. Loans which are secured by a lien on the Church's real property may be contracted on behalf of the Corporation only if authorized in writing by a 66% resolution of the Board of Directors. Authority may be general or confined to specific instances. It is recommended that the advice of the Congregation be sought prior to a Board decision involving a lien on the Church's real property.

11.3 No Loans to Directors and Officers. Notwithstanding anything herein to the contrary, the Corporation shall neither lend money to, nor use its credit to assist, its Directors or Officers. A Director or Officer who assents to, or participates in, making a prohibited loan is liable to the Corporation for the full amount of the loan (including interest and collection costs and legal fees) until the loan is repaid.

11.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to credit of the Corporation in banks, trust companies, or other depositories selected by the Board or the Treasurer.

11.5 Finances. This Corporation is neither intended as, nor shall it operate as, a profit-making organization, nor is it founded with the expectation of making a profit. This Corporation shall use its funds only for purposes specified in the Restated Articles and these Restated Bylaws.

11.6 Fiscal Year. The fiscal year of the Corporation is the calendar year, unless otherwise specified by the Board.

11.7 Bonding. Persons entrusted with the handling of Corporation funds should ordinarily be qualified to receive, and may be covered by, a suitable fidelity bond at Corporate expense.

11.8 Corporate Seal. The Board may, but is not required to, provide a corporate seal.

11.9 Inspection and Copying. Directors and officers may inspect and receive copies of the books and records of the Corporation only for a proper purpose (i.e., one not contrary to the best interest of the Corporation) by submitting a written request to the Board. They may receive financial statements upon reasonable request. (See Exhibit C regarding Member's inspection rights.)

11.9.1 The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. The Corporation shall respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Corporation's Form 1023 and Form 990, if any. The Corporation should use reasonable efforts to maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

11.9.2 A person entitled by law to inspect the Corporation's books and records may do so at a reasonable time as required by Internal Revenue Regulations, if any, after the Corporation's receipt of a proper written request.

11.9.3 The Board of Directors may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

11.10 Resolving Disputes. See Exhibit B regarding the Polity of the Church.

ARTICLE 12. DISSOLUTION

12.1 Vote. The Corporation may be dissolved by vote of the Directors as a Special Topic as defined above in Article 7. A proposal to dissolve Shadow Rock Congregational Church may be considered only upon recommendation of the Board or upon a petition signed by no fewer than twenty Voting Members of the Church and presented to the Board.

12.2 Congregation Advice. Copies of the proposed "Plan of Dissolution" as required by Arizona Revised Statutes § 10-11401 shall be provided to each Member of the Church by making copies available at Church services, or by electronic mail or by United States mail or by personal delivery at least thirty days prior to the Congregational Meeting at which the proposal is to be considered for an advisory vote. A plan for the distribution of the assets of the church shall be included in a proposal to dissolve. The Board should seek an advisory vote of two-thirds of the voting members present physically or virtually and voting at a Congregational Meeting.

12.3 Distribution. If the Corporation is dissolved, then its property shall be distributed only for charitable purposes according to the Restated Articles as determined by the Board in accordance with the Code and as provided in the Restated Articles, if any.

ARTICLE 13. GOVERNING LAW , NON-LIABILITY, OTHER POLICIES & EMPLOYEES

13.1 Arizona Law. The Corporation is organized as a nonprofit Corporation under Arizona and under federal law. These Restated Bylaws and the governance of the Corporation shall at all times conform to the Arizona Nonprofit Corporation Act, as amended and superseded, to federal law governing nonprofit corporations.

13.2 Non-Liability. A Director, officer, agent, employee or volunteer ("Person") is not liable for acts or failure to act of another Person nor for acts or failure to act under these Restated Bylaws, excepting only those arising out of willful misfeasance. Action taken by this Corporation shall not create personal legal liability on these Persons.

13.3 Other Policies. Conflict of Interest, Record Retention and Whistle-Blowers policies recommended by the IRS should be considered for adoption by the Board.

13.4 Digital Signatures. All actions authorized by Arizona's Corporate Code, including resignations and waivers may be signed using electronic signatures per A.R.S. §44-7002.

13.5 Employees. The Board may employ persons, and approve the title, salary and other terms of employment. All employees report to the President or to the Director of Operations, or to the Pastor as determined by the Board from time-to-time. Unless otherwise specifically provided in writing, all employment is "at will," and is administered in accordance with the laws of the State of Arizona. The only benefits to be granted employees are those defined by written policy adopted by the Board.

ARTICLE 14. AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

14.1 . Interested Person. "Interested Person" means an Officer or Director of the Corporation, or of an entity in which one or more of the Corporation's Officers or Directors are managers, directors, Officers or members or in which they are financially interested.

14.2. Affiliated Transaction. This "Affiliated Transaction" includes a contract, loan, sale, lease or exchange of property, payment of compensation for services provided by Interested Persons or other exchange of value between the Corporation and an Interested Person. An Affiliated Transaction is neither void nor voidable merely: (i) because of a financial or other relationship between the Corporation and the Interested Persons or (ii) because an Interested Person was present at the meeting of the Board or a committee which authorized, approved or ratified the Affiliated Transaction or, (iii) because the vote of an Interested Person was counted for that purpose if:

14.2.1. The fact of the relationship or interest is disclosed or known to the Board or committee which handled the Affiliated Transaction, and it was approved by a vote or consent without counting the vote or consent of an Interested Person(s); or

14.2.2. The Affiliated Transaction is fair and reasonable to the Corporation at the time the Affiliated Transaction is approved or ratified in the light of circumstances known to those entitled to vote at that time.

14.3. Determining Quorum. Interested Directors may be counted in determining the presence of a Quorum at a meeting of the Board or of a committee which authorizes, approves or ratifies the Affiliated Transaction.

CERTIFICATION OF ADOPTION OF RESTATED BYLAWS

The undersigned hereby certifies that:

(i) The undersigned is the duly elected Secretary of the Corporation;

(ii) These are the Restated Bylaws of the Corporation which were adopted by the vote of the Board of Directors of the Corporation; and

(iii) These Restated Bylaws became effective at the Board meeting held on ____________, 2026 (the "Effective Date").

IN WITNESS WHEREOF, I signed my name to be legally binding as of Effective Date.

____

Liz Curry,
Secretary of the Corporation

EXHIBIT A
COVENANT DOCUMENT

A. Affiliation: This Church shall be a member of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and Bylaws of the United Church of Christ as adopted July 4, 1961, as amended, relating to local churches (the "UCC Documents").

B. Faith: This Church acknowledges, but is not confined by, the value of the historic Trinitarian formula of God the Creator, God the Redeemer and God the Holy Sustainer. The Church acknowledges all people as one and recognizes the Bible as a sufficient guide of faith and practice. Each member of this Church shall have the undisturbed right to follow the Word about Life according to the dictates of their own conscience, with the Spirit of Life and Love. This Church recognizes two "Sacraments": Baptism and the Lord's Supper, or Holy Communion as defined by the UCC Documents.

C. Covenant: The expression of our faith is contained in this Covenant: We covenant one with another to be that sensitive and responsive part of human society which perceives and responds to God's newest thrust in the midst of history. The uniqueness and greatness of every life is radically affirmed. Our task together demands a comprehensive view of life, always pointed intentionally to the future. Our life together will involve us individually and corporately in study and worship, always maintaining a proper balance between proclamation of the Word about life with the deeds which make life good. Those activities which eliminate age barriers, cut across religious dogma, reduce cultural parochialisms and engage secular people with life's ultimate possibilities will be worthy of our best efforts.

D. Free Exercise: The Church welcomes immigrants as a free exercise of religious belief for all persons.

E. Three Campfires Metaphor: The church uses the image of a clearing in the wilderness to describe the spiritual space of their community. In that clearing, there are three campfires:

- One for the traditionalists who affirm Christian theism.
- One for non-theists (people who may believe in something but don't embrace classical theism).
- One for atheists (those who identify without belief in God).

All three are included in the same clearing/spiritual community. At the center of that clearing, equidistant from the three campfires, is a table: the Table of Jesus. It's described as a place of grace, generosity, service, love, and hope — and everyone is welcome around it.

Once a month, the metaphor invites everyone to "put their beliefs on a shelf" and join around the Table together, honoring the Core Values of inclusion, justice, and spirituality (referred to as Core Values hereafter). When the gathering is done, people return to their campfires — having shared stories, warmed hands, sung songs, and found community — enriched by the encounter at the central table.

As we have lived into this metaphor, we have pleasantly discovered that the well-worn paths between the campfires are where we dwell the most and meet each other along the way.

Note: Our Covenant, our campfire metaphor, and our history allows for an ever-evolving understanding of "G-O-D" that includes "a-theism."

EXHIBIT B
RESOLVING DISPUTES: POLITY

The government of this Church is wholly vested in its members, who exercise the right of advising the Board in all of its affairs. In keeping with the Congregational Polity of the United Church of Christ, the Church is subject to no other ecclesiastical body. It is subject, however, to the moral and ethical guidance of its core values of justice, inclusion, and spirituality.

Its vision is discerned in this document's preamble, purpose and covenant, the spirit of the Judeo-Christian wisdom tradition, and the legal guidance provided by the laws of the State of Arizona relating to nonprofit corporations.

If there is a lack of consensus in the implementation of control of the Church's affairs because of differences between or among the Members, the guidance of the United Church of Christ, its associated agencies and subdivisions or other appropriate moral or legal resources may be requested to mediate and/or arbitrate such differences; provided however, that if arbitration is chosen, it shall be non-binding, unless the members agree in writing.