

BYLAWS
OF
CHRISTIAN CHURCHES TOGETHER IN THE U.S.A., INC.
A NOT-FOR-PROFIT CORPORATION

DEFINITIONS

“Annual Meeting” shall mean the yearly meeting of Participants described in Section 7.1 of these Bylaws.

“Association of Churches” shall mean a group of churches that function similarly to denominations.

“Corporation” shall mean Christian Churches Together In The USA, Inc.

“Church Families” shall mean Evangelical/Pentecostal churches, Historic Protestant churches, Historic Racial/Ethnic churches, Orthodox churches and the Catholic Church.

“Observers” shall mean attendees at Corporation meetings, who are representing non-participating organizations that are eligible to become participants.

“Participants” shall mean the members of the Corporation.

“Steering Committee” shall mean the Board of Directors of the Corporation.

“Visitors” shall mean attendees who are representing themselves or organizations which are not eligible to become Participants.

ARTICLE ONE

OFFICES

Section 1.1 New York Office. The office and registered agent of this Corporation in the State of New York shall be as determined by the Steering Committee.

Section 1.2 Other Offices. The Corporation may have such other offices either within or without the State of New York, as the Steering Committee may from time to time determine.

ARTICLE TWO

THEOLOGICAL AFFIRMATIONS

We welcome churches, Christian Communities, and National Christian Organizations that:

- Believe in the Lord Jesus Christ as God and Savior in accordance with the Scriptures; (the Steering Committee recommends that we consider changing this wording to: “in accord with,” rather than “according to”)
- Worship and serve the One God, Father, Son, and Holy Spirit; and
- Seek ways to work together in order to present a more credible Christian witness in and to the world.

ARTICLE THREE

PURPOSE

Section 3.1 Purpose. The Corporation is formed and shall be operated exclusively for the purpose of joining participating churches and National Christian Organizations in an organization (1) to celebrate a common confession of faith in the Triune God, (2) to discern the guidance of the Holy Spirit through prayer and theological dialogue, (3) to provide fellowship and mutual support, (4) to seek better understanding of each other by affirming our commonalities and understanding our differences, (5) to foster evangelism faithful to the proclamation of the gospel, (6) to speak to society with a common voice whenever possible, and (7) to promote the common good of society and engage in other activities consistent with its purposes.

ARTICLE FOUR

MEMBERS/PARTICIPANTS

Section 4.1 Participants. The Corporation’s members (designated as “Participants” for the purposes of these Bylaws) shall include (a) churches, denominations, Communions, fellowships, and other associations of churches that are not subsidiaries of other ecclesial organizations in the United States and (b) National Christian Organizations. Each Participant is entitled to have one representative at the Annual Meeting; provided, however, that each Participant that is a church exceeding five million members shall be entitled to have an additional representative for every five million members or fraction thereof. Each Participant shall designate as their representative(s) an individual who shall have the authority to exercise that Participant’s rights with preference for the Participant’s Chief Executive Officer or other high-ranking official. Participants shall not be limited to their designated number of representatives at meetings of Participants, but may bring additional non-voting representatives. The Steering Committee may limit the numbers of additional representatives at their discretion. The rights and privileges of each Participant shall be equal. The

representatives of each Participant shall be entitled to engage in consensus decision-making in every circumstance in which such is required. Participation in the Corporation by Christian organizations that are national in scope shall not at any time exceed twenty percent of the total number of Participants of the Corporation.

Section 4.2 Qualifications. Any national church body, Association of Churches, or national Christian organization shall be eligible to apply to become a Participant in this Corporation if it

- (a) accepts and endorses the theological basis and purposes of the Corporation,
- (b) agrees to advance the purposes of the Corporation,
- (c) agrees to be bound by (i) the certificate of incorporation of the Corporation, (ii) these Bylaws and (iii) such rules and regulations as the Steering Committee and Participants may from time to time adopt,
- (d) agrees to attend all meetings of the Participants, and
- (e) agrees to pay the dues established by the Participants.

Section 4.3 Admission to participation. The Participants, at a regular or special meeting held in accordance with these Bylaws, shall prescribe the exact form and manner in which application may be made for participation. Any application form used by the Corporation shall state clearly and in bold type that the Corporation's decision-making processes require agreement by a consensus of the Participants in accordance with the process described in Bylaws.

Section 4.4 Property rights. No Participant shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Corporation, nor shall any of such property or assets be distributed to any Participant upon the Corporation's dissolution or winding up.

Section 4.5 Liability of Participants. No Participant shall be personally liable for any of the Corporation's debts, liabilities, or obligations, nor shall any Participant be subject to any assessment for any purpose, unless agreed to by the Participants at a regular or special meeting held in accordance with these Bylaws.

Section 4.6 Transfer, termination, and reinstatement. Participation in this Corporation is nontransferable. The participation of any Participant shall be terminated

- (a) on the resignation of a Participant, or
- (b) upon a consensus decision of the Participants entitled to participate at a regular or special meeting held in accordance with these Bylaws, or

(c) by decision of the Steering Committee upon failure of a Participant to pay the dues required by these Bylaws.

A Participant whose participation has terminated or has been terminated may apply for reinstatement in the same manner as application is made for initial participation.

ARTICLE FIVE

CONSENSUS DECISION-MAKING

Section 5.1 Consensus decision-making. Decisions in every setting of the organization's life shall be by consensus. Only when all Participants present either say Yes or agree to Stand Aside will the organization move ahead on any action. One No vote is sufficient to stop any proposed action. For every decision made by the Steering Committee or at the Annual Meeting or at a special meeting, representatives from each of the Five Church Families must be present.

The consensus decision-making process shall emphasize the process of listening and discussion and shall not merely be a matter of saying yes or no. The following responses to any proposed actions shall be possible in a consensus decision:

- (a) Yes – the Participant is supportive of the proposed action and will do nothing to undermine it.
- (b) No – the Participant cannot in good conscience allow the proposed action to go forward.
- (c) Stand Aside – a Participant may have reservations, but they are not sufficient to keep the group from accepting the proposed action, and the Participant will do nothing to undermine the decision.
- (d) The group by consensus can decide to make a particular decision by majority vote.

In any decision-making situation, the Participants may decide by consensus to present majority and minority opinions on a particular topic.

ARTICLE SIX

DUES

Section 6.1 Annual dues. The Participants at a regular or special meeting held in accordance with these Bylaws may determine the amount of annual dues payable to the Corporation by Participants.

Section 6.2 Payment of dues. Dues shall be payable in accordance with Steering Committee direction. Dues of new Participants shall be prorated from the first day of the month in which such new Participant is received into participation for the remainder of the fiscal year of the Corporation.

ARTICLE SEVEN

MEETINGS OF PARTICIPANTS

Section 7.1 Annual Meetings. A meeting of Participants shall be held at least once each year at a place designated by the Steering Committee. At such Annual Meetings the Participants shall choose Steering Committee members (if there are vacancies), receive new Participants, discuss the Corporation's organizational documents, and deal with such other business as may come before the meeting. If Steering Committee vacancies are not filled at the Annual Meeting, or at any adjournment of such meeting, the Steering Committee shall cause an election to fill such vacancies to be held at a special meeting of Participants conducted as soon as may be convenient after the Annual Meeting.

Section 7.2 Special meetings. Special meetings of Participants may be called by the executive committee, the Steering Committee, or by not fewer than ten (10) of the Participants.

Section 7.3 Place of meeting. The Steering Committee may designate any place, either inside or outside the State of New York, as the place of meeting for the Annual Meeting or any special meeting of Participants.

Section 7.4 Notice of meetings. Written or printed notice stating the time and place of any meeting of Participants shall be delivered to each member, no less than thirty (30) days before the date of such meeting. In the case of a special meeting, the purpose or purposes for which such meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Participant at the Participant's address as it appears on the records of the Corporation at the time of mailing.

Section 7.5 Quorum. Two thirds of all Participants including at least one Participant from each of the Corporation's Church Families shall constitute a quorum at any Annual Meeting or any other official meeting of the Participants. If a quorum is present initially, but then is lost, at any meeting of the Participants the meeting may continue, but all actions taken must be confirmed by the unanimous written consent of all Participants, whether or not they were in attendance at the meeting, as described in Section 7.8, and a majority of those present may adjourn the meeting without further notice.

Section 7.6 Decision-making rights. Each Participant shall be entitled to participate in the consensus decision-making process at all meetings at which such Participant's attendance is expected or permitted. Each Participant shall have one vote.

Section 7.7 Observers and Visitor. The Steering Committee shall encourage Churches, Associations of Churches, and National Christian Organizations, which are not already Participants, to send Observers to attend meetings of Participants. These organizations may send Observers for as long as they are actively considering participation in the Corporation. Observers shall have voice, but not vote. Visitors may attend and speak at meetings of the Corporation at the discretion of the Steering Committee.

Section 7.8 Action without meeting. No meeting need be held by the Participants to take any action, provided all Participants shall individually or collectively consent in writing to such action, and such written consent or consents are filed with the minutes of the proceedings of the meetings of Participants. Action by written consent shall have the same force and effect as action by a unanimous consensus decision of the Participants. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Participants without a meeting, and that the Bylaws authorize the Participants to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE EIGHT

STEERING COMMITTEE

Section 8.1 Number. The authorized number of members of the Steering Committee of this Corporation (the term "Steering Committee" being preferred by the Participants over the term "Board of Directors") shall be no fewer than seventeen and no more than twenty-four.

Section 8.2 Qualifications and Election. Steering Committee members must be designated representatives of Participants. Each Church Family shall be entitled to three representatives on the Steering Committee. Their terms shall be staggered. At the Annual Meetings of Participants each of the Church Families shall caucus to elect one representative to the Steering Committee. Additional, At-Large members of the Steering Committee may be nominated by the Steering Committee and elected by the Participants and may include representatives of the National Christian Organizations.

Section 8.3 Term of office. The Steering Committee members named in the certificate of incorporation as the first Steering Committee shall hold office until the first meeting of Participants after the formation of the Corporation, when an election of the Steering Committee members shall be held. Thereafter, the term of office of each Steering Committee member shall be three years with a maximum of two consecutive terms per Steering Committee member.

Section 8.4 Powers. Except as otherwise provided in the certificate of incorporation or these Bylaws or as required by law, the Steering Committee shall implement the decisions of the Participants made at a regular or special meeting and deal with items needing to be handled between meetings of the Participants. The Steering Committee shall be authorized to have and exercise all of the powers necessary to effect any or all of the purposes for which the Corporation was formed, including, but not limited to, the express powers granted by the laws of the State of New York, except as limited by the Certificate of Incorporation, these Bylaws or actions of the Meetings of Participants, provided, however, that nothing in the Certificate of Incorporation, these Bylaws or in any actions of a Meeting of Participants or the Steering Committee shall be deemed to derogate from those particular powers of the Steering Committee which under applicable law are required to be exercised by the Corporation's Board of Directors and may, therefore, not be delegated or otherwise removed from the powers of the Steering Committee. The list of powers of the Steering Committee shall include, but not be limited to, the following: establishing the office and registered agent of the Corporation in the State of New York, raising and disbursing the funds of the Corporation; initiating and defending against lawsuits; establishing a corporate seal; purchasing and selling real and personal property; buying and selling securities; executing contracts and mortgages; investing and reinvesting of the funds of the Corporation; conducting day-to-day business operations; making charitable donations; establishing a pension fund; providing life insurance benefits; establishing committees of the Steering Committee, appointing committee members and committee officers and defining their duties; hiring and terminating employees and agents, defining their duties and fixing their compensation; borrowing and lending; making advances; indemnification against certain liabilities; holding property in a trust account; and any other powers incident to the effective pursuit of the interests of the Corporation. The Steering Committee may delegate the performance of any duties or the exercise of any powers to the Participants as the Steering Committee may, by resolution, designate

Section 8.5 Vacancies. Vacancies in the position of President shall be filled by a consensus of the remaining Steering Committee members representing that Church Family and ratified by the Steering Committee. Vacancies in the position of a Steering Committee member representing a Church Family shall be filled by the President of that Church Family and ratified by the Steering Committee. Vacancies in Church Family positions must be filled with persons who are representatives of Participants in that Church Family. If there are no incumbents representing a particular Church Family on the Steering Committee, the Steering Committee shall fill the three positions after consultation with the Participants in that Church Family and these three shall then choose a President from among them. Vacancies in At-Large positions may be filled by the Steering Committee. Persons chosen to fill vacancies in the manner described above in this section shall serve only until the next Annual or other official meeting of Participants at which time the vacancies shall be filled to complete the unexpired terms by a caucus of the effected Church Families. Persons filling a vacancy for less than one year shall not have that service counted against their eligibility for two full terms as mentioned in 8.3 above. Any Participant may object to the filling of a vacancy in Steering Committee member or President in their Church Family between Participant meetings, as described

in this section, by requesting a written ballot of the effected Participants to fill the position. These written ballots shall continue until a consensus is reached, but may be suspended if the objection is withdrawn.

Section 8.6 Compensation. No member of the Steering Committee shall receive any compensation from the Corporation.

Section 8.7 Meetings.

- (a) Meetings shall be held at such places as the Steering Committee may from time to time by resolution designate. Meetings may also be held by electronic means as Steering Committee members may from time to time by resolution designate.
- (b) Regular meetings shall be held as agreed by the Steering Committee. Notice of such meetings shall be mailed to each Steering Committee member at the address last recorded on the books of the Corporation, not fewer than ten, nor more than twenty days before the date of the meeting. This requirement may be waived, however, by resolution of the Steering Committee.
- (c) A special meeting of the Steering Committee may be called if the executive committee deems it necessary. In such event, ten days' written notice to each Steering Committee member shall be deemed sufficient.
- (d) A majority of the Steering Committee members shall constitute a quorum for the transaction of business at any meeting of the Steering Committee. At least one person from each of the five designated Church Families must be present.

Section 8.8 Action without meeting. No meeting need be held by the Steering Committee to take any action, provided all members of the Steering Committee shall individually or collectively consent in writing to such action, and such written consent or consents are filed with the minutes of the proceedings of the Steering Committee. Action by written consent shall have the same force and effect as action by a unanimous consensus decision of the Steering Committee. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Steering Committee without a meeting, and that the Bylaws authorize the Steering Committee members to so act. Such a statement shall be prima facie evidence of such authority.

Section 8.9 Liability of Steering Committee members. Neither the Steering Committee members of this Corporation nor the Participants whom they represent shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE NINE

OFFICERS

Section 9.1 Designation of officers. The officers of the Corporation shall be five presidents, one from each of the Church Families, a treasurer, a secretary, and such other officers as may be elected in accordance with the provisions of this article. The Steering Committee may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Steering Committee. Any two or more offices may be held by the same person, except the offices of moderator and secretary.

Section 9.2 Election and term of office. The officers of this Corporation shall be elected by the Steering Committee, except that the five Presidents shall be elected by caucuses of each of the five Church Families from among that Church Family's members on the Steering Committee and shall continue as President during the term of their membership on the Steering Committee. From among the five presidents, a moderator shall be elected biennially for a term of two years. New offices may be created and filled at any meeting of the Steering Committee. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

Section 9.3 Removal. Any officer elected or appointed by the Steering Committee may be removed from office whenever in its judgment the interests of the Corporation would be best served. Any such removal from office shall be without prejudice and does not constitute removal from the Steering Committee itself.

Section 9.4 Vacancies. A vacancy in any office other than President, whether due to death, resignation, removal, disqualification, or otherwise shall be filled by the Steering Committee for the unexpired portion of the term. A vacancy in the office of President shall be filled as described in Section 8.5 above.

Section 9.5 Moderator. The moderator of the Corporation:

- (a) shall preside at all meetings of Participants and of the Steering Committee;
- (b) may sign, with the secretary or other officer duly authorized by the Steering Committee, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the members and the Steering Committee, except in cases where the signing and execution of such instruments has been expressly delegated by the Steering Committee, by these Bylaws, or to some other officer or agent of the Corporation by law; and
- (c) shall perform all other duties generally incident to the office of moderator and such other duties as may be prescribed by the Steering Committee.

Section 9.6 Treasurer. The treasurer shall:

- (a) give a bond, if so required by the Steering Committee, for the faithful discharge of the treasurer's duties in such sum and with such surety of sureties as the Steering Committee may deem appropriate;
- (b) have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (c) receive and give receipts for moneys due and payable to the Corporation from any source and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Steering Committee; and
- (d) perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the presiding president or by the Steering Committee.

Section 9.7 Secretary. The secretary shall:

- (a) keep the minutes of meetings of Participants and of the Steering Committee, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation;
- (d) keep a membership book containing the names and addresses of all Participants and Steering Committee members of the Corporation, and, with respect to any Participants who have been terminated, record that fact together with the date of termination; and
- (e) exhibit to any Steering Committee member of the Corporation, or to a Steering Committee member's agent or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws the certificate of incorporation, the book of Participants, the minutes of any meeting, and the other records of the Corporation.

ARTICLE TEN

COMMITTEES

Section 10.1 Executive committee. By the consensus decision of the members of the Steering Committee, the Steering Committee may, by resolution duly adopted, establish an executive committee, which shall consist of five members of the Steering

Committee, one from each of the Church Families, which committee, to the extent provided by such resolution, shall have and exercise the authority of the Steering Committee in the management of the Corporation; provided, however, that the designation of and delegation of authority to the executive committee shall not relieve the Steering Committee, or any Steering Committee member individually, of any responsibility imposed on the Steering Committee or any individual Steering Committee member by these Bylaws, or by law.

Section 10.2 Committees. Committees not having and exercising the managerial authority of the Steering Committee may be established by resolution duly adopted by a consensus decision of the Steering Committee. Except as may be provided by resolution, members of committees shall be designated representatives of the Participants, and shall be appointed by the Steering Committee. Committees established from time to time by resolution shall possess the authority to recommend to the executive committee or to the Steering Committee but not the authority to make final managerial and policy decisions. Any member of a committee may be removed by a consensus decision of the Steering Committee, whenever in the judgment of a majority of the members of the Steering Committee the interests of the Corporation would be best served by such removal.

Section 10.3 Terms of office. Except as otherwise provided in these Bylaws, each member of a committee shall continue as such until the next annual meeting of Participants of the Corporation and until his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section 10.4 Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section 10.5 Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

Section 10.6 Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members of a committee present at a meeting at which a quorum is present shall be an act of the committee.

Section 10.7 Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these Bylaws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE ELEVEN

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 11.1 Contracts. The Steering Committee may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general, or confined to specific instances.

Section 11.2 Gifts and contributions. The Steering Committee or the executive committee may:

- (a) accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and special charitable purposes of the Corporation, on such terms as the Steering Committee or the executive committee shall approve;
- (b) hold such funds or property in the name of the Corporation of such nominee or nominees as the Steering Committee or executive committee may appoint.
- (c) collect and receive the income from such funds or property;
- (d) devote the principal or income from such donations to such benevolent and charitable purposes as the Steering Committee or executive committee may determine;
- (e) enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Steering Committee or executive committee devote the principal or income from that donation according to the agreement.

Section 11.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Steering Committee may select.

Section 11.4 Checks, drafts, orders for payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Steering Committee shall from time to time by resolution determine. In the absence of such determination, the instruments shall be signed by the treasurer, and countersigned by the moderator of the Corporation or by such other member or officer as shall be designated by the Steering Committee.

ARTICLE TWELVE

MISCELLANEOUS

Section 12.1 Books and records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Participants, Steering Committee, executive committee, and other committees, and shall keep at the principal office a book of Participants giving the names and addresses of Participants entitled to participate in consensus decision-making. All books and records of the Corporation may be inspected by any Steering Committee member, or Participant, or the agent or attorney of either, or any proper person at any reasonable time.

Section 12.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 12.3 Corporate Seal. The Steering Committee shall provide a corporate seal.

Section 12.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not-for-Profit Corporation Law of New York or under the provisions of the certificate of incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 12.5 Roberts' Rules of Order. Roberts' Rules of Order, Newly Revised, shall be the parliamentary authority in all official meetings of this Corporation wherever it is not inconsistent with these Bylaws, the Certificate of Incorporation, actions of the Steering Committee, or actions of the Meetings of Participants.

ARTICLE THIRTEEN

AMENDMENTS

Section 13.1 Power of Participants to amend these Bylaws. The Bylaws of this Corporation may only be amended, by a consensus decision of the Participants entitled to decide at a meeting duly called for the purpose. A copy of the proposed changes to these Bylaws must be mailed to all Participants at least three months prior to the Meeting at which the change is to be considered.