

BYLAWS  
FIRST DIVINE SCIENCE CHURCH OF DENVER  
dba  
ALTHEA CENTER FOR ENGAGED SPIRITUALITY  
EFFECTIVE MARCH 26, 2023

ARTICLE I  
NAME

The corporate name of this Church shall be FIRST DIVINE SCIENCE CHURCH OF DENVER dba ALTHEA CENTER FOR ENGAGED SPIRITUALITY, hereinafter called the Church.

ARTICLE II  
PURPOSE

The purposes for which this Church has been incorporated are:

1. to preserve and perpetuate, as may be approved by the Board of Trustees of the Church, the teaching of the basic principles of consciousness, as presented in Divine Science, other New Thought traditions, the Judeo-Christian tradition, and depth and spiritual psychology.
2. to explore revelations of the mystic tradition in all major religions.

ARTICLE III  
MEMBERSHIP

Sec. A. Any person shall be eligible for membership in the Church when that person has expressed the desire to become a member and has signified willingness to support the ideals and activities of the organization. An applicant shall become a member after filling out and submitting a membership application card, which event shall constitute the date of commencement of membership.

Sec. B. There shall be two (2) classes of membership: Active and Associate.

Sec. C. 1. Active members shall be those persons who have been members of the Church for at least three (3) months and who are at least sixteen (16) years of age.

2. Active membership shall confer the privileges of voting and being eligible to serve on the Board of Trustees, and shall be evidenced by an individual's regular attendance at Church functions, and tangible support and service of the Church.

Sec. D. 1. Associate members shall be those persons who have been members for less than three (3) months. After having been members for three (3) months, they shall automatically become Active members. All members under the age of sixteen (16) shall also be Associate members. Upon reaching the age of sixteen (16), they may choose to become Active members without the three (3) month waiting period.

2. Associate members shall not have voting privileges.

#### ARTICLE IV MEETINGS

Sec. A. The annual Membership meeting shall be held in March of each year at the Church building maintained in Denver, Colorado, or at such time and place as the Board of Trustees shall designate. Notice of the annual meeting shall be posted in a prominent and public place at the Church and shall be announced at a regular Sunday morning service at least fifteen (15) days before the date of the meeting, and notice of such meeting shall be mailed and/or emailed to each Active member addressed to his or her last known mailing and/or email address, not less than thirty (30) days before the date of such meeting.

- Sec. B.
1. Special meetings of the Membership may be called by the Board of Trustees.
  2. Upon receipt of a petition for a special meeting signed by not fewer than one-third (1/3) of the Active members and delivered to the President of the Board, the Board of Trustees shall call a special meeting of the Membership. The special meeting shall be held within sixty (60) days of the date of delivery of the petition to the President.
  3. Notice of any special meeting and business to be transacted shall be posted in a prominent and public place at the Church and announced at a regular Sunday morning service at least fifteen (15) days before the date of the special meeting. Notice of the special meeting and the business to come before it shall be communicated to each Active member, addressed to his or her last known mailing and/or email address, not less than thirty (30) days before the date of the special meeting.
- Sec. C.
1. Proxy voting shall be permitted.
  2. Proxies shall be submitted in a format approved by the Board of Trustees and provided by the Board upon request.
- Sec. D.
- Active members present at each meeting shall constitute the voting body.

## ARTICLE V OFFICERS AND DUTIES

- Sec. A.
- The direction of the Church shall be vested in a Board of Trustees, hereinafter referred to as the Board, consisting optimally of seven (7) Active members and the Minister(s), the Minister(s) being ex-officio member(s) without vote. There shall be designated officers of the Board: President, Vice President, Secretary, and Treasurer.

- Sec. B. The President shall preside at the meetings of the Board, of the Executive Committee, and of the Membership, and shall carry out, or cause to be carried out, the decisions of the Board.
- Sec. C. The Vice President shall, in the absence of the President, or at his/her request, preside over the meetings of the Board, of the Executive committee, and of the Membership, and perform such other duties assigned to him/her by the Board.
- Sec. D. The Secretary shall see that the following duties are carried out: recording of all votes and minutes of all proceedings of the Board, of the Executive Committee, and of the Membership; giving notice of all meetings of the Board, the Executive Committee, and of the Membership; keeping a register of all members of the Church as to the date of their Membership and active standing of their Membership. The Secretary shall perform such other duties as are customary to the office, or as may be prescribed by the Board.
- Sec. E. The Treasurer shall be knowledgeable of the financial condition of the Church; shall keep, or cause to be kept, full and accurate account of receipts and disbursement in books belonging to the Church; and shall render to the Board, at the regular meetings thereof, or whenever it may require, an account of all transactions as Treasurer, and of the financial condition of the Church, and shall cause to be rendered a financial statement at each annual meeting of the Membership.
- Sec. F. Assistant Secretaries and Assistant Treasurers may be appointed by the Board to exercise such duties as may be delegated to them. Such assistants need not be members of the Board.

ARTICLE VI  
THE NOMINATING COMMITTEE

- Sec. A. The Nominating Committee shall be composed of at least two (2) Active members, and the Minister(s) of the Church.
- Sec. B. The Board shall annually appoint one (1) Active member of the congregation to serve on the ad hoc Nominating Committee. Names of the Nominating Committee shall be announced at a Sunday morning service and posted in a prominent and public place.
- Sec. C. No member of the Board may serve on the Nominating Committee.
- Sec. D. It shall be the duty of the Nominating Committee to consider the qualifications of Active members to be elected by the Membership of the Church to membership on the Board. Priority shall be given to individuals with experience in an executive, administrative, or operational capacity in business, government, or non-profit organizations, individuals active in the Denver community, and individuals widely acquainted with members of the Church. The Nominating Committee shall nominate at the annual meeting each year the number required to be elected in that year by the Membership. The Nominating Committee shall submit to the Secretary of the Board its nominations at least thirty (30) days prior to the annual meeting. Such nominations shall be posted in prominent and public places with the notice of the annual meeting.

ARTICLE VII  
ELECTION, TERM AND VACANCY BOARD OF TRUSTEES

- Sec. A. Election of the Board shall take place on a rotation basis, that is: during the annual Membership meeting two (2) members shall be elected to serve, the following year two (2) members shall be elected, and the following year three (3) members

shall be elected, when possible.

- Sec. B.
1. Eligibility. An individual must be an Active member of the Church to serve on the Board. An Active member shall also be knowledgeable about New Thought, the history of the Church, and be committed to a spiritual life.
  2. No member of the Church staff is eligible to be a voting member of the Board.
  3. Following the report of the Nominating Committee, nominations from the floor shall be invited. Nominations from the floor shall have had prior consent of the nominee and shall state the qualifications and eligibility of the nominee.

- Sec. C.
1. A plurality vote of Active members present or their proxy shall elect.
  2. Voting shall be by ballot except when there is only one (1) nominee for each position.

Sec. D. The Trustees shall serve for a term of three (3) years and may renew for an additional three (3) year term. They shall assume their duties at the first meeting of the Board following the annual Membership meeting.

Sec. E. A vacancy occurring on the Board shall be filled from the Active Membership by the remaining Trustees to serve for the remainder of the unexpired term.

## ARTICLE VIII BOARD OF TRUSTEES

Sec. A. The direction of the Church of Denver shall be vested in a Board consisting optimally of seven (7) elected members.

Sec. B. Members of the Board shall serve as Trustees without compensation.

Sec. C. The Board shall:

1. Have and exercise all powers not specifically reserved to the Membership by the laws of the State of Colorado or the Articles of Incorporation, or these bylaws.
2. Have custody and control of all property of the Church, real and personal, given, granted, or devised, directly or indirectly, to the Church, or to any other person or persons for its use.
3. Have the authority to determine, in consultation with the Minister(s) those members who are in Active standing.
4. Collect and disburse funds of the Church as authorized by Board resolution.
5. At each annual meeting give a report on the direction of the Church, including a financial statement by the Treasurer and a report on the various activities of the Church.
6. Provide a compilation or review of the accounting records of the Church at the close of each fiscal year, and at any other time deemed advisable by the Board. An outside accounting firm or individual accountant or bookkeeper shall be appointed by the Board.
7. Select the Minister(s), subject to the approval of the Active Membership.
8. Create committees as deemed necessary and advisable to further the work of the Church. Such committees shall meet and report to the Board as needed.

Sec. D. The Board, at its first meeting subsequent to an election, shall elect from its own membership its officers, and the officers shall be announced to the Membership.

- Sec. E. A vacancy occurring on the Board may be filled from the Active Membership by the remaining Trustees to serve for the remainder of the unexpired term.
- Sec. F. The regular meetings of the Board shall be held at such time and place as the Board may determine, not less frequently than monthly.
- Sec. G. Special meetings of the Board may be called by the President or any three members of the Board, to be held at such time and place as the Board may determine. Reasonable notice shall be given each Trustee.
- Sec. H. A majority of the members of the Board shall constitute a quorum at all meetings of the Board. A majority of votes of the Board are required for a vote to pass.

#### ARTICLE IX EXECUTIVE COMMITTEE

The officers of the Board of Trustees and the Minister(s) shall constitute the Executive Committee. When the Board is not in session, the Executive Committee shall have the powers of the Board. The Executive Committee shall have no authority to countermand any action or to act contrary to the policies of the Board. The acts of the Executive Committee shall be subject to ratification by the Board. This Committee shall record the minutes of all proceedings for presentation to the Board.

#### ARTICLE X MINISTER

- Sec. A. The Board of Trustees shall select, subject to ratification of two-thirds (2/3) of the Active Membership either present or represented by proxy, the Minister(s) to serve the Church.
- Sec. B. The Minister(s) shall be qualified to be the spiritual leader(s) of the Church, and shall provide a ministry to achieve the

purposes of the Church as defined in the Articles of Incorporation and the Bylaws of the Church.

- Sec. C. The Minister(s) shall serve as ex-officio member(s) of the Board without vote; member(s) of the Nominating Committee; member(s) of the Executive Committee; and member(s) of any other committee appropriate.
- Sec. D. The Minister(s) may appoint, supervise, and/or dismiss teachers and Church staff subject to the approval of the Board.
- Sec. E. 1. A Minister may be dismissed by the Board, subject to ratification by two-thirds (2/3) of the Active Membership either present or represented by proxy, for failure to serve the best interests of the Church.
2. On written request from one-third (1/3) of the Active Membership to dismiss, the members may dismiss a Minister by an affirmative vote of two-thirds (2/3) of the Active Membership.

## ARTICLE XI THE PRAYER MINISTRY aka THE PRAYER PARTNERS

The Prayer Ministry shall be responsible for providing individuals qualified in Divine Science and/or New Thought Affirmative Prayer to give spiritual assistance to anyone requesting it, and will supervise the service and activity of these individuals. Meetings of the Prayer Ministry shall be at the discretion of the chair, who shall be chosen by the members of the Prayer Ministry with the approval of the Board.

## ARTICLE XII AMENDMENT

- Sec. A. These Bylaws may be amended at any annual meeting or special meeting by a majority vote of the Active members either present or represented by proxy if a proposed

amendment has first been recommended by the Board.

- Sec. B. A proposed amendment to these Bylaws may be presented to the Board by a signed petition of one-third (1/3) of the Active members and may be adopted by a two-thirds (2/3) vote of the Active members either present or represented by proxy at a special meeting held in accordance with Art. IV [B] [2], [3] and [4].

### Article XIII DISSOLUTION

Upon dissolution or final liquidation of the corporation, all assets remaining after payment of all the just debts and obligation of the corporation, shall be distributed to such organization or organizations that have established Exempt Status as an organization or organizations described in Sections 501(c)(3) of the Internal Revenue Code, or may be distributed to the Federal Government or State or Local Government for public purpose. The designation of such distribution shall be made at a regular or special meeting of the general membership at which a quorum is present and at least two-thirds (2/3) of the votes entitled to be cast by Active Membership present or represented by proxy voted for such designation.