

**BYLAWS OF
DENVER SOCIETY OF CREATION
A COLORADO NONPROFIT CORPORATION**

**ARTICLE I
NONPROFIT CORPORATE IDENTITY AND MISSION**

Section 1. Name:

The name of this nonprofit corporation is the Denver Society of Creation, also the "Corporation" herein.

Section 2. Mission of the Corporation:

The Denver Society of Creation is a grass roots organization dedicated to promoting a clear understanding of the Doctrine of Creation recognizing that it is the foundation for all other Christian doctrine. We present the Biblical account of Creation (creation in 6-24 hour days about 6000 years ago and a global flood) as true and we demonstrate that the theory of evolution is an attack on all Christian teachings which causes many to reject the Christian faith.

Vision Statement:

The Denver Society of Creation vision is to implement an educational service that will revive and restore reverence for and understanding of the Biblical creation account thereby ensuring true interpretation of God's Word.

Mission Statement:

The Denver Society of Creation mission is to serve the Christian community by delivering educational programs in an enjoyable, personable, interesting, and understandable manner that focuses on the Bible, science, and archeology to present truth and at the same time reject the theory of evolution and its false and unsubstantiated premises.

**ARTICLE II
NONPROFIT STATUS**

The Corporation shall operate as a nonprofit organization for educational purposes in accordance with the requirements of 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code and the Colorado Revised Nonprofit Corporation Act.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers, Number, Tenure, and Qualifications:

The business and affairs of the Corporation shall be managed by its Board of Directors, up to eight (8) in number.

Section 2. Regular Meetings:

Regular meetings of the Board shall be held at a time and place as shall be determined by the Board.

Section 3. Quorum:

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4. Manner of Acting:

The affirmative vote of a majority of the directors shall be an act of the Board of Directors.

Section 5. Vacancies:

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6. Presumption of Assent:

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Electronic Conference:

Members of the Board of Directors participate in a meeting of the Board by means of conference telephone or other electronic communications equipment by means of which all persons participating in the meetings can communicate with each other at the same time and participation by such means is deemed to be present at the meeting.

Section 8. Directors' Salaries:

All donations, funds raised, or funds generated by the activities of the Corporation shall be used for the continued operation of the Corporation in fulfilling the Mission of the Corporation. Members of the Board of Directors shall volunteer their time and expertise. The Corporation shall not pay out salaries or compensation to the members of the Board of Directors.

ARTICLE IV
OFFICERS

Section 1. Number:

The officers of the Corporation shall be a President and CEO, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two offices, and no more except in the time of vacancy, may be held by the same person.

Section 2. Election and Term of Office:

The officers of the Corporation shall be elected by the Board of Directors biennially. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal:

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President and CEO:

The President shall be the principal executive officer of the Corporation. The principal executive officer of the Corporation shall in general supervise and control all of the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall, in general, perform all duties incident to his respective office and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice President:

In the absence of the President or in the event of death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President of the Corporation, the bylaws, or the Board of Directors.

Section 7. The Secretary:

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (b) assign a custodian of the corporate records (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the principal executive officer of the Corporation, the bylaws or by the Board of Directors.

Section 9. The Treasurer:

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be

assigned to him by the principal executive officer of the Corporation, the bylaws or by the Board of Directors.

Section 9. The Member:

The Member shall perform such duties as assigned to him by the President of the Corporation, the bylaws, or the Board of Directors.

Section 10. Officers' Salaries:

All donations, funds raised, or funds generated by the activities of the Corporation shall be used for the continued operation of the Corporation in fulfilling the Mission of the Corporation. Officers shall volunteer their time and expertise. The Corporation shall not pay out salaries or compensation to officers.

ARTICLE V
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts:

The Board of Directors may authorize any officer/member or officers/members to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Otherwise, any contract or execution and delivery of any instrument in the name of and on behalf of the Corporation must be authorized by the Board of Directors.

Section 2. Loans:

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name.

Section 3. Checks, Drafts, etc.:

All checks or other orders for the payment of money in the name of the Corporation shall be signed by such officer or officers of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI
PRINCIPLE ORDER OF ACTION

The business and affairs of the Corporation entrusted to the Board of Directors, officers, contractors and all orders of action shall be to fulfill the Mission of the Corporation.

ARTICLE VII **FISCAL YEAR**

The Corporation shall operate on a calendar year.

ARTICLE VIII **AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Board of Directors.

ARTICLE IX **PERIODIC REPORT**

The Board of Directors shall provide a Periodic Report as required by the Colorado Revised Nonprofit Corporation Act.

ARTICLE X **DISSOLUTION**

Upon the dissolution of the corporation, all assets remaining after all debts have been paid shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.