

# **St. Paul's Evangelical Lutheran Church (U.A.C)**

## **CONSTITUTION**

### **ARTICLE I - NAME**

The Society shall be known as the SAINT PAUL'S EVANGELICAL LUTHERAN CHURCH. U.A.C. (Unaltered Augsburg Confession) and shall hereinafter be referred to as "THE CONGREGATION."

### **ARTICLE II - PURPOSE**

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Mark 16:6, Matthew 28:18-20). That Christ's mission for His Church might be carried out according to His will, this congregation shall:

1. Unite in worship and practice fellowship with one another (Hebrews 10:24-25, Acts 2:42),
2. Help each other grow in the Word (Ephesians 4:11-14),
3. Administer the Sacraments (Matthew 28:19-20, I Corinthians 11:23-26),
4. Administer the Office of the Keys (John 20:21-23, Matthew 18:15-20),
5. Witness to all men (Acts 1:8),
6. Serve the needs of all men in Christian love (Mark 10:42-44, John 13:35, Galatians 6:10),
7. Maintain decency and order in the Church (I Corinthians 14:40) and
8. Establish and maintain a Christian religious school of instruction for children.

### **ARTICLE III - CONFESSIONS**

This Congregation acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, verbally inspired, and acknowledges and accepts all the Confessional Writings of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, to be the true and genuine exposition of the doctrines of the Bible. These Confessional Writings are the three Ecumenical Creeds (Apostles, Nicene and Athanasian), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, Luther's Large and Small Catechisms, and the Formula of Concord.

### **ARTICLE IV - THE OFFICES OF PASTOR AND TEACHER**

The Pastoral office of the Congregation, as well as that of a called teacher in the parochial school, shall be conferred upon such ministers, teachers and candidates only as profess and adhere to the confessional standard set forth in Article III of the Constitution, and are well-qualified for their work. Pastors and teachers shall, in the call extended to and accepted by them, be pledged to this confessional standard.

### **ARTICLE V - DOCTRINAL LITERATURE**

Only such hymns, prayers and liturgies shall be used in the public services of the congregation and in all ministerial acts as conform to the confessional standard of Article III of the Constitution. Likewise, in all classes for instruction in Christian doctrine, only such books shall be used as conform to this standard.

### **ARTICLE VI - UNALTERABLE ARTICLES**

The following Articles of the Constitution, or sections thereof, shall be unalterable and irrevocable:

- Article III - Confessions
- Article IV - Offices of Pastor and Teacher
- Article V - Doctrinal Literature, and
- Article VI - Unalterable Articles.

# BY-LAWS

## By-law 1 – MEMBERSHIP

The membership of this Congregation includes the following:

### A. Baptized Membership

1. Definition. Baptized Members are all members who have been baptized in the name of the Triune God, and who are under the spiritual care of the Pastor of this Congregation, including the children who have not yet confirmed their baptismal covenant.
2. Reception. Baptized Members are received through the Sacrament of Holy Baptism, through transfer, or with the consent of one or both parents or guardians in the case of children who have been baptized in another congregation.
3. Duties. Baptized Members shall conform their lives to their baptismal covenant.
4. Termination. Baptized Members who have not yet been received as Confirmed Members shall have their membership terminated for the same reasons that Confirmed Membership is terminated insofar as these reasons are applicable. (*Bylaw 4*)

### B. Confirmed Membership

1. Definition. Confirmed Members are those:
  - a. Who are baptized in the name of God the Father, Son and Holy Spirit and have confirmed the Lutheran faith;
  - b. Who accept all canonical books of the Old and New Testaments as the only divine rule and standard of faith and life;
  - c. Who accept the doctrinal standards of Article III of this Constitution and are familiar at least with Luther's Small Catechism; and
  - d. Who are not members, affiliates, or supporters of secret societies or other organizations conflicting with the Word of God.
2. Reception. Reception into Confirmed Membership shall be:
  - a. By Confirmation. Confirmation itself is a reception into church membership. All who are thus received by this solemn rite become Confirmed Members.
  - b. By Transfer. Persons coming with a letter of transfer from a sister congregation, provided they conform in all respects to the requirements of membership of this Congregation, as expressed in these bylaws, shall be received by the Pastor, or
  - c. By Profession of Faith. Other persons shall submit their application to the Pastor, and having given satisfactory evidence of qualification for Confirmed Membership to the Pastor, they shall be received as Confirmed Members.
3. Duties. Confirmed members shall:
  - a. Attend divine services faithfully;
  - b. Lead Christian lives and not live in manifest works of the flesh (Galatians 5:19-21);
  - c. Partake of the Lord's Supper frequently;
  - d. Continue their study of the Word of God;
  - e. Provide the proper Christian training of their children by instruction at home and through the agencies of the church;
  - f. Be familiar with the Constitution and By-Laws; and if possible become voting members

- g. Devote their time and talents to the extension of the Kingdom of God;
  - h. Permit themselves to be fraternally admonished and corrected when they have erred; and
  - i. Contribute regularly and faithfully, as God has prospered them, toward the building of Christ's Kingdom in the Congregation and throughout the world.
4. Termination. Membership shall be terminated by:
- a. Transfer to a Sister Congregation: Confirmed members in good standing may be transferred to a sister congregation upon recommendation of the Pastor to the Governing Board Members who move out of the community, and thereby become inactive, shall be encouraged to transfer their membership to the sister congregation nearest to them;
  - b. Joining Other Churches: In cases where Confirmed Members have joined another congregation outside our own fellowship, they shall, upon recommendation of the Pastor be considered as having terminated their membership. Their names shall be removed from the membership list by a resolution of the Voters' Assembly, and they shall be notified of this action by letter signed by the Pastor;
  - c. Whereabouts Unknown: The names of members whose whereabouts are unknown and cannot be established within a period of twelve months from the time their last address was known, shall be removed from membership by the Governing Board;
  - d. Excommunication and Self-Exclusion: All members who conduct themselves in an unchristian manner (*Bylaw 7b*) or who persistently deny any doctrine taught by Scripture and our Confessions, as defined in Article III, shall be admonished according to Matthew 18:15-20. If they refuse to amend their sinful lives or their positions after proper admonition, they shall be excommunicated.

All persons whose Confirmed Membership has been terminated have forfeited all rights of membership of this Congregation and all claims upon the property of the Congregation as such, or upon any part thereof, as long as they are not reinstated into membership, in accordance with By-Law 1-C-4 - Termination.

### **C. Voting Membership**

A Voting Member is a person, at least 19 years of age, who has been accepted into confirmed membership of St. Paul's Lutheran Church, and remains in good standing and not under church discipline as outlined in Bylaw 7.

## **By-law 2 - ORGANIZATIONAL STRUCTURE**

It is the purpose of these Bylaws to provide a stable and effective organizational structure to aid this congregation in accomplishing its mission. The sections that follow specify a model that keeps the roles of Senior Pastor (also referred to simply as the Pastor), Governing Board, Staff, and Congregation distinct and effective for church health, church growth, and church multiplication.

This congregation shall operate in accordance with its own constitution, owning its property, making decisions in regard to its services, calling its Pastors and other church workers after consulting with the ABC District of Lutheran Church - Canada and retaining authority in all other matters that have not been committed to Lutheran Church - Canada in their constitutions or by subsequent policies.

The authority of the congregation shall be vested in the Voters Assembly meeting. All authority for mission, ministry, and administration originates with the congregation. The authority for administration is delegated to the Governing Board.

- (a) The role of the congregation is to participate in outreach and to be servants to one another in accordance with God's will.
- (b) The role of the Governing Board is to establish Guiding Principles for the Pastor's leadership.
- (c) The role of the Pastor is to lead the congregation in outreach and to shepherd the congregation through Word and Sacrament ministry, which includes preaching, teaching and home visitation.
- (d) The role of the Staff is to manage the ministries of the congregation, directed by the Pastor.

### **By-Law 3 – PROPERTY RIGHTS**

All property of the congregation shall be considered as one unit, possessed by the Congregation as a whole. If, at any time, a separation should take place on account of doctrine, the property of the Congregation and all benefits therewith connected, shall remain with those Voting Members who continue to adhere in confession and practice to Article III of the Constitution. In the event the Congregation should totally disband, the property and all rights connected therewith shall be transferred to the Alberta-British Columbia District of the Lutheran Church-Canada.

### **By-Law 4 – SYNODICAL MEMBERSHIP**

This Congregation shall hold membership in the Lutheran Church - Canada (LC-C) Synod as long as this Synod remains true to the Word of God and the Lutheran Confessions. It shall be the duty of the Congregation and its individual members to support the work of Synod, since they thereby support their own Christ-appointed work. The Congregation shall, whenever possible, participate in the decision-making process of Synod. A change of affiliation shall require a three quarter majority ballot vote at a properly called Voters meeting.

### **By-Law 5 – CHANGING THE CONSTITUTION AND BY-LAWS**

Amendments to the Constitution and By-Laws may be adopted at a regular Voters' Assembly provided:

1. That they do not conflict with the provisions laid down in Article III of the Constitution or with any section of any other Article that pertains to Scriptural doctrine and practice; and
2. That the proposed amendment has been submitted in writing at the previous Voters' Assembly, is published prior to the meeting at which the proposed amendment will be acted upon, and the affirmative ballot vote of a two-thirds majority of the Voting membership present is secured.
3. These changes must be approved by the Alberta British Columbia District Board of Directors prior to implementation.

### **By-Law 6 - CONGREGATIONAL ROLE & MEETINGS**

The primary role of the Members shall be to participate in reaching out to unchurched people first and also caring for the needs of one another within the congregation.

The following decisions of the congregation shall require the approval of the Voters by a simple majority of those Members present and voting:

- (a) Calling a Pastor or rostered church worker (e.g. DPS, teacher, etc)
- (b) Electing members to serve on the Governing Board.
- (c) Ratifying the annual budget in broad categories

The following decisions of the congregation shall require the approval of the Voters by a two-third majority of those Members present and voting:

- (a) Dismissing a called Pastor or a rostered church worker.
- (b) Dismissing a member of the Governing Board.
- (c) Changes to the bylaws of the Congregation
- (d) Excommunication from the congregation
- (e) Purchasing or selling Church-owned real estate
- (f) Dissolving the corporation

The Pastor or the Governing Board may also bring to the congregation decisions not listed above for a non-binding vote or a less formal expression of support, as they deem appropriate.

### **Borrowing Powers.**

The right to exercise borrowing powers shall be reserved exclusively to the approval of a properly convened Voters' Assembly by a two-thirds majority vote.

## **CONGREGATIONAL MEETINGS**

Meetings of the congregation for voting shall occur annually and at special times as needed when called by the Pastor or the Board.

### **A. Regular Meetings**

Regular meetings of the Voters' assembly shall be held a minimum of once per year with special Assemblies called as required. Dates and times of all Voters' Assemblies shall be recommended by the Governing Board. An annual voter's assembly meeting shall include the presentation of the election of officers and approval of the budget. Every meeting of the Voters' Assembly shall be publicized at the worship services for two Sundays preceding the date of the meeting.

### **B. Special Meetings**

Special meetings of the Voters' Assembly may be called by the Governing Board, the Pastor, or at the request of twenty (20) voting members of the congregation. The public announcement of a meeting as to the date, place, time, and nature of business shall be made known to the entire membership at least two weeks before such special meeting.

### **C. Quorum**

The congregation shall be given at least two week's notice of any vote by announcement at regular services. Ten percent of the average Sunday attendance of the previous three quarters shall constitute a quorum. Only voting members who are in attendance at the meeting can cast a vote.

### **D. Proxy**

No abstentions or votes by proxy shall be counted.

## **By-law 7 – DISCIPLINE IN THE CONGREGATION**

All discipline in this Congregation shall be administered in accordance with the order of discipline laid down in Matthew 18:15-20, I Corinthians 5:1-5 and other related New Testament passages. The following procedure shall be followed under the direction of the Pastor(s) and the Governing Board:

### **A. Self-Exclusion**

When a member of St. Paul's Evangelical Lutheran Church, U.A.C. has not communed for three months, she/he will receive a visit from an official representative of the church, and shall be admonished and encouraged. If such a member has not communed for six months, she/he shall receive another visit by at least two members of the Congregation, one being the Pastor if possible. Additional admonition and encouragement shall be given. If, after nine months, such a member still has not communed and is not attending the worship services of the church, she/he shall be evangelically admonished more firmly and told that if such neglect continues for another three months, it shall be interpreted as impenitence, lack of faith in Jesus Christ and indifference to church membership, privileges and responsibilities. If, then, after twelve months, the member has not responded to Christian admonition as outlined above, the Pastor shall send a registered letter to the individual stating that she/he was declared as having excluded her/himself from the Christian Congregation. The individual's name shall be transferred to the Mission file of the Congregation.

Such self-exclusion releases the individual from all responsibilities to this congregation, but it also excludes the member from the privileges of church membership such as Christian burial, Holy Communion, transfer to a sister congregation, and of any claim against the properties of this Congregation. Such a person, however, will at all times be cordially welcome to attend all divine services in our church.

### **B. Excommunication**

Excommunication is to be applied to any member who conducts him/herself in an unchristian manner: i.e., to one who openly adheres to false doctrine, gives evidence of an immoral and offensive life, or wilfully despises the preaching of the Gospel and the Lord's Supper. The Pastor(s) shall administer church discipline on behalf of the Congregation. If the Pastor(s) fails to call the individual to repentance, the Pastor(s) shall report the details of the case to the Voters' Assembly. If two-thirds of the valid ballots cast by voting members are in favour of the motion, the individual shall be declared as excommunicated. Each case of excommunication shall be dealt with and voted upon separately. It is suggested that immediate family members waive their right to vote.

Persons who have been removed from membership, for whatever reason, shall be restored with all rights and privileges when they repent and ask forgiveness through the Pastor(s). Both acts, of discipline and restoration, shall be made known to all Confirmed Members by whatever method the Pastor(s) deems most suitable.

### **C. Provisions Pertaining to Governing Board Members**

Any Governing Board member who wilfully neglects the duties of this office may be deposed by a two-thirds majority ballot vote of the Voting Membership present in a regular or special meeting of the Voters' Assembly. When an office is vacant by deposition, resignation, death or excommunication of the incumbent, a successor to such office or director shall be elected by the Voters' Assembly.

#### **D. Provisions Pertaining to Pastors**

Sufficient grounds for deposing a Pastor(s) shall be persistent adherence to false doctrine, scandalous life, and wilful neglect of official duties or evident and protracted incapacity to perform the function of the sacred office. Charges of these counts shall be carefully investigated by the Governing Board. Should such charges be substantiated by clear evidence, the individual involved shall first be given an opportunity to resign his position in the Congregation. Such opportunity having been given and declined, the above-mentioned Board shall, after consultation with the appropriate officers of the Alberta-British Columbia District of Lutheran Church-Canada, notify the Voting Membership of the situation, and shall submit the matter for action at a special meeting of that body. A two-thirds majority vote of the Voting Membership present shall be required to depose a Pastor.

Should the occasion to depose a Pastor ever arise, the intended deposition shall be announced by a member of the Governing Board at the regular divine services on two Sundays preceding a special meeting of the Voting Membership called for that purpose. All Voting Members shall be notified by mail or electronic means at least two weeks in advance.

#### **E. Resignation of Pastors or Officers**

Resignations of any Pastor or Governing Board member shall never be accepted at any meeting of the Voters' Assembly unless it was publicly announced at a regular divine worship service prior to that meeting.

### **By-law 8 – THE OFFICE OF THE PASTOR**

The role of the Senior Pastor is to lead the congregation to accomplish its mission. The Pastor shall lead the congregation by teaching biblical truth, casting vision, and advancing the mission. The Pastor shall lead the Governing Board by guiding its discussion of mission and boundary principles. The Pastor shall lead the Staff by directing them in their management of all congregation operations. With regard to compensation, the Pastor shall be accountable to the Board. With regard to job retention and approval of major decisions, the Pastor shall be accountable to the congregation.

#### **A. Procedure for Securing a Pastor**

After consultation by the Governing Board with the President of Alberta-British Columbia District of Lutheran Church-Canada or his representative, candidates for the Pastoral office shall be proposed at the next regular meeting of the Voting Membership or at a special meeting called for that purpose. Additional candidates may be proposed by any Voting Member at the meeting called to discuss the candidates. The Voters shall then adopt a list of candidates provided that the appropriate biographical material is made available. At that meeting, or at a subsequent regular meeting or special meeting of the Voting Membership, the Voters shall elect one of the proposed candidates by ballot and simple majority. If possible, the vote shall then be made unanimous. It shall be the duty of the chair of the Governing Board to see that notice of this election is delivered promptly to the candidate in whatever manner the Voting Membership shall deem advisable.

#### **B. The Pastoral Office**

The Pastoral Office is the authority conferred upon pastors by God, through a call of the Congregation (the holder of the priesthood and of all congregational authority) to exercise in



public office the common rights of spiritual priesthood on behalf of all. The Pastoral Office is the primary office in the Congregation from which all other offices of the Congregation issue. However, the Congregation may establish as many auxiliary offices as its needs require and determine what work is to be assigned to such offices.

Upon being installed, the Pastor is authorized and obligated to proclaim to the Congregation, the Word of God in its full truth and purity as contained in the canonical writings of the Old and New Testaments and professed in the Book of Concord of the year 1580. He is further:

1. To administer the sacraments in accordance with their divine institution;
2. To discharge toward all members of the Congregation the functions of a minister and curate of their souls in an evangelical manner, in particular to visit the sick and the dying and admonish indifferent and erring members;
3. To guard the spiritual welfare of the younger members of the Congregation and adults during their preparation for acceptance of Holy Communion;
4. To guide the Congregation in applying the divinely ordained discipline of the church;
5. To provide spiritual leadership and oversight in the educational agencies and the various adult and youth organizations within the Congregation;
6. To serve as an example by Christian conduct and to do all that is possible for the up-building of the Congregation and for the advancement of the Kingdom of Christ. By reason of his position, the Pastor is not only a servant and a steward of God, but also of the Congregation.
7. The Pastor(s) shall have the authority and responsibility for supervising the musical portion of all worship services, so that it is at all times in harmony with the doctrine and practice of the Lutheran Church-Canada.
8. Members of the Congregation are obligated to accord the Pastor(s) honour, love and obedience in his ministry of God's Word, and to support his ministrations with diligence and faithful prayers; to help him in the discharge of his duties by cordial one-mindedness, by willing readiness, by peaceable conduct, and in every other way possible; and to provide for his maintenance according to the ability of the Congregation.

In calling a pastor to preach the Word of God and to administer the sacraments on their behalf, the members of the Congregation exercise their royal priesthood and by no means relinquish it. This is the privilege and responsibility of all members of the Church.

### **C. Multiple Parish Situations**

When a Pastor serves a sister Congregation(s) in a multi-parish situation, the Governing Board shall meet with their counterparts of the sister Congregation(s) and work out a mutual agreement with them concerning the service of the Pastor(s) and the ratio of expenses connected with the Pastoral Office prior to the call meeting and make annual reviews of this agreement.

When a Pastor(s) is called to serve this and another congregation(s) in a multi-parish situation, all congregations which are served by this Pastor shall be deemed to be one congregation for the purpose of calling or removal from office of this Pastor(s). Joint Voters' Assemblies shall be called for these purposes only, and all Voters from every congregation involved shall be entitled to vote.

#### **D. Vacancy Pastor**

If a vacancy of the Pastoral Office exists, the Governing Board, assisted by the Alberta-British Columbia District President or his representative, shall secure the service of a Vacancy Pastor. Their action must be approved by the Voters' Assembly. The Treasurer shall be charged to reimburse the Vacancy Pastor in proportion to his time and service, as directed by the Voting Membership.

#### **By-law 9 – ELECTION OF THE GOVERNING BOARD**

The Governing Board shall consist of seven male voting members, including the Senior Pastor, who shall be the only Staff person on the Board. The other six Members shall be active Church Members selected for two year terms by the following process:

- (a) Nominations for the Board shall be submitted in writing by any voting member.
- (b) Potential Members must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the congregation.
- (c) The Senior Pastor shall present to the Voters' Assembly the names of candidates who have been nominated and who have been deemed qualified to stand for election as Governing Board members.
- (d) Governing Board members shall be elected to a two-year term and limited to two consecutive terms. After a one-term (2 year) absence from the Board a former Board member may be reelected.

#### **By-Law 10 - CHURCH GOVERNING BOARD ROLE**

Acting on behalf of the Voter's Assembly and by their authority, the primary role of the Board shall be to provide accountability and support for the Pastor by developing concise Guiding Principles in three categories:

- (a) Mission Principles shall define for the Pastor, staff, and teams what ends the Church exists to achieve.
- (b) Boundary Principles shall define for the Pastor, staff and teams what means may not be used in pursuit of achieving those ends.
- (c) Accountability Principles shall define for the Chairman how the Board is to establish the Guiding Principles and to monitor the Pastor's compliance with them.

The Board shall determine the compensation of the Senior Pastor and all other paid staff. The Board shall influence other operating and financial decisions through written policy in the Guiding Principles. The Board shall leave the leadership of the congregation to the Pastor and shall leave the management of the congregation to the Staff under the direction of the Pastor. In matters that require Board action by law, the Board shall routinely approve any motion of the Pastor or Chairman unless a Board Member believes it violates the Guiding Principles, in which case the action shall be discussed before a vote. Action of the Board shall be by simple majority of voting Members.

Board meetings shall occur quarterly and at other special times as needed when called by the Pastor or the Chairman. All Board Members shall be sent at least 24 hours notice of every meeting by electronic, verbal, or written means. However, such notice may be waived by unanimous consent. A majority of the members of the Governing Board shall constitute a quorum.

### **By-Law 11 - GOVERNING BOARD OFFICERS**

Each year the Board shall appoint a Chairman, Vice-chairman, Secretary and Treasurer. The Chairman shall enforce the Accountability Principles and shall lead the Board. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents. The Chairman and/or Secretary may sign legal documents on behalf of the corporation.

### **By-Law 12 - CHURCH STAFF**

A Staff person shall manage each area of congregation operation, including property and finance. The term "Staff" shall apply to all ministry leaders appointed for this management purpose, whether they are part-time, full-time, paid or unpaid. Among these appointments shall be a financial manager to process receipts and pay bills. Staff positions shall be created, filled, vacated, or discontinued based on how effectively they accomplish designated parts of the Mission Principles within the means allowed by the Boundary Principles. Paid staff are responsible to the Senior Pastor; unpaid staff are under the guidance of the Senior Pastor.

### **By-Law 13 - THE COMMON SEAL**

To meet the requirements of any and all legal documents, the Common Seal of the Congregation shall be under the control of the Signing Officers of the Congregation and may be affixed by any two or more Signing Officers only after they have been duly authorized by the Voting Membership. The Pastor shall affix the Common Seal to those documents related to the pastoral office.

### **By-Law 14 - LIMITATION OF LIABILITY**

- (a) Board members shall not be personally liable for the debts, liabilities, or other obligations of the congregation.
- (b) To the extent that a person who is, or was, an officer, employee or other agent of this congregation has been successful on the merits in defence of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the congregation, or has been successful in defence of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- (c) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this congregation but only to the extent allowed by, and in accordance with provincial law.
- (d) The Board may adopt a policy in the Guiding Principles authorizing the purchase and maintenance of insurance on behalf of any agent of the congregation against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the congregation would have the power to indemnify the agent against such liability under the provisions of provincial law.

**POSTSCRIPT**

The original Constitution of St. Paul’s Evangelical Lutheran Church, U.A.C. was adopted and signed by six (6) charter members on October 6, 1943. It has been amended on various occasions since then. Recorded amendments to the Constitution and By-Laws were adopted on February 11, 1964, September 15, 1981, November 27, 1984, August 11, 1996, and April 28, 2009, June 26, 2012. The most recent amendments to the Bylaws were adopted by the voting members of the congregation on June 9, 2013

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were adopted after due process by the Voters of said corporation on the date set forth below.

Dated; \_\_\_\_\_

\_\_\_\_\_, Chairman

\_\_\_\_\_, Secretary