

**BYLAWS OF
THE SEEKERS CHURCH: A CHRISTIAN COMMUNITY
(As adopted March 5, 1995)**

ARTICLE 1

Section 1.1 Name. The name of the Corporation is The Seekers Church: A Christian Community (hereinafter "Seekers").

Section 1.2 Location. Seekers is incorporated in the District of Columbia and shall maintain a registered office and registered agent in the District of Columbia.

ARTICLE 2

Section 2.1 Purposes. As specified in its Articles of Incorporation, the purposes of Seekers are exclusively religious, charitable, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, United States Code Title 26 (the "Code") or corresponding future provisions of the federal tax law. In particular, the business and objects of Seekers shall be to promote religious worship, study and training, and the spiritual, charitable, educational and other related interests of its members, including such charitable and benevolent work as it and its members may deem necessary.

ARTICLE 3

Section 3.1 Powers. Seekers shall have all such powers as are provided by law, in its Articles of Incorporation and in these bylaws, including the power to acquire, own and dispose of property and the power to do any and all lawful acts necessary or desirable for carrying out Seekers' purposes which are permitted to an organization exempt from federal income tax under section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, Seekers may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of Seekers' purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the District of Columbia.

ARTICLE 4

Section 4.1 Prohibited Activities. No part of the income or principal of Seekers shall inure to the benefit of any member, director, or officer of Seekers or any other individual, except that Seekers shall be authorized and empowered to pay reasonable compensation for services rendered to or for it, and to make reasonable payments and

distributions to further the purposes of Seekers. Seekers shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, Seekers shall not participate or intervene in any political campaign on behalf of or against any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of Seekers shall be the carrying on of propaganda, or attempting to influence legislation.

ARTICLE 5

Section 5.1 Governance. Management of the affairs of Seekers is vested for legal purposes in the Core Members, as defined in Section 6. The number of Core Members shall not be less than three. At the time of initial adoption of these bylaws, the number of individuals vested with management of Seekers' affairs is fixed at the number of Core Members existing at that time. Thereafter, the number of those vested with management of Seekers' affairs shall increase or decrease as the existing Core Members accept individuals as new Core Members or accede to the withdrawal of individuals from Core Membership. Unless more than one-third of the Core Members object, action by the Core Members to accept new Core Members or accede to withdrawal of Core Members shall, without notice or vote or any other action, constitute an amendment of these bylaws in order to adjust the number of individuals vested with management of Seekers' affairs to be equal to the number of existing Core Members.

Section 5.2 Authority and Duties. The Core Members shall have the power and authority to take all lawful action in the name of Seekers consistent with the Articles of Incorporation and these bylaws. Matters of a fundamental nature generally will be discussed with the broader Seekers' community prior to final action by the Core Members. Functions and duties of the Core Members include but are not limited to:

- (a) Being responsible for the spiritual nourishment and ongoing life of Seekers.
- (b) Analyzing and expressing overall direction, goals and priorities of Seekers.
- (c) Maintaining oversight over all delegated authority and all committees, agents and representatives.
- (d) Selecting the Officers of Seekers in accordance with Article 7.
- (e) Approving the Seekers' budget every two years or on a more frequent basis.
- (f) Managing property for which Seekers is responsible.

Section 5.3 Delegation. The Core Members as a group may delegate as much of its authority as it determines expedient to further the work and purposes of Seekers. Delegation may be made to mission groups, committees, agents, representatives, or other

groups or individuals, whether or not they are Core Members, including extending voting or other rights in prescribed circumstances to those in the Seekers congregation who are not Core Members. Resolutions to establish such delegation may be oral or in writing at the option of the Core Members.

Section 5.4 Meetings. The Core Members generally will meet every month, including a meeting relating to annual recommitment by Core Members in October of each year. Notice shall be given at least seven days in advance of each meeting, and written or printed notice shall be posted in Seekers' place of worship or meeting or included in materials generally distributed or circulated to the Core Members.

Section 5.5 Quorum. The presence, in person, of a majority of the Core Members shall constitute a quorum at each meeting of the Core Members.

Section 5.6 Voting. Business decisions are generally resolved by the Core Members on a consensus basis without conducting a vote. If a vote is called for on an issue, each Core Member shall have one vote and, unless a greater vote is required by statute or these bylaws, a majority vote of those present at a meeting at which a quorum exists shall be sufficient for the exercise of the powers of the Core Members.

Section 5.7 Action Without a Meeting. Any action otherwise required or permitted to be taken by the Core Members at a meeting may be taken without a meeting if two-thirds (2/3) of the total number of Core Members consent in writing to such action. Such consent shall be filed with the Minutes of the Core Members and shall have the same force and effect as a vote of Core Members.

ARTICLE 6

Section 6.1 Classes of Membership. Seekers, for purposes of governance, has one defined class of members, known as "Core Members." Core Members are those who have fulfilled prescribed requirements and been accepted into membership by the existing Core Members. Core Members have the right to vote and exercise other membership rights as set forth in these bylaws and are vested with the management of the affairs of Seekers.

Section 6.2 Requirements for Core Membership. The requirements for becoming and remaining a Core Member are the following (see Seekers' publication entitled "Members's Guide"), unless a waiver of a particular requirement is granted by the Core Members in special circumstances on a case-by-case basis:

- (a) Completion of at least four courses in the School of Christian Living, including Old Testament, New Testament, Christian Growth and Christian Doctrine.
- (b) Commitment to and participation in an ongoing mission group of Seekers, generally for at least six months before becoming a Core Member.

- (c) Sponsorship with a Core Member to review (i) the prospective Core Member's faith journey through a written spiritual autobiography which is shared with the sponsor, the mission group, and then the Core Members; (ii) the commitment statement of Seekers and the common disciplines; and (iii) the history of the Church of the Saviour and Seekers; (iv) the meaning of the ordination into the priesthood of all believers; and (v) the prospective Core Member's commitment to the spiritual nourishment and ongoing life of Seekers.
- (d) Adherence to Seekers' common disciplines, which are (i) attending Sunday worship, usually with Seekers; (ii) observing daily quiet time -- prayer, scripture reading, and reflection or journalling; (iii) giving proportionately of income to Seekers, beginning at ten percent; (iv) participating in an annual silent retreat, if possible with Seekers; (v) participating in an ongoing mission group (see Seekers' publication entitled "Mission Groups") and being accountable for spiritual growth in a periodic written report; (vi) regularly attending the meetings of the Core Members; and (vii) expressing commitment to discovery and use of spiritual gifts.
- (e) Commitment to the principles of Seekers' commitment statement at the time of becoming a Core Member, and recommitment to those principles on an annual basis in October following a review of the commitment statement with one's mission group or another Core Member and spending an hour in meditation prior to recommitment.

Section 6.3 Leave of Absence from Core Membership. Upon request in special circumstances, individual Core Members may be granted a leave of absence from Core Membership for a limited period of time by the Core Members. For purposes of voting, determining the number of Core Members, and Section 5.1, beginning a leave of absence is treated as withdrawal from Core Membership and returning from a leave of absence is treated as the addition of a Core Member.

Section 6.4 Withdrawal from Core Membership. Core Members may withdraw from Core Membership at any time, but are encouraged to follow processes informally established by the Core Members. Those who do not recommit to Core Membership in October thereby withdraw from Core Membership, which is the normal method for leaving Core Membership.

ARTICLE 7

Section 7.1 Officers. The Officers of Seekers shall be the Chair, Vice Chair, Secretary, and Treasurer, who shall each serve for terms of one year, and such other officers as the Core Members from time to time may deem necessary or advisable. The Officers shall be selected by the Core Members from among their numbers. The Chair and the Secretary may not be the same individual.

Section 7.2 Chair. Unless expressly and specifically stated otherwise by the Core Members, the Chair shall be authorized to sign and execute in the name of and on behalf of Seekers all documents and other instruments necessary and appropriate to the conduct of Seekers' affairs and shall be authorized to represent Seekers in all legal matters. The Chair shall perform such other duties as may be expressed or implied in the Articles of Incorporation, these bylaws, or as may be prescribed from time to time by the Core Members. The Chair shall serve as President. When the Core Members do not agree otherwise, the Chair shall preside at all meetings of the Core Members.

Section 7.3 Vice Chair. The Vice Chair shall discharge the duties of the office of Chair in the Chair's absence or disability and shall perform such other duties as may be prescribed from time to time by the Core Members.

Section 7.4 Secretary. The Secretary shall keep or cause to be kept a book of Minutes of all meetings of the Core Members and shall send out or post, or cause to be sent out or posted all notices required by these bylaws. The Secretary shall keep or cause to be kept in safe custody the official records, including a list of the names and addresses of all Core Members, and corporate seal of Seekers, and shall affix such seal to any instrument requiring it, attesting to it by signature when required. The Secretary shall perform such other duties as may be expressed or implied in the Articles of Incorporation, these bylaws, or as may be prescribed from time to time by the Core Members.

Section 7.5 Treasurer. The Treasurer shall have custody and charge of the funds and assets of Seekers. The Treasurer shall keep or cause to be kept full and accurate accounts of the receipts and disbursements in books belonging to Seekers. The Treasurer shall deposit or cause to be deposited all monies in the name of and to the credit of Seekers in such depositories as may be designated by the Core Members. The Treasurer shall disburse or cause to be disbursed the funds of Seekers in accordance with the instructions of the Core Members, the terms of applicable contracts for services, and the requirements of these bylaws, obtaining proper receipts for such disbursements, and shall render reports of all such transactions and of the financial condition of Seekers at such times as the Core Members may designate. The Treasurer shall perform such other duties as may be expressed or implied in the Articles of Incorporation, these bylaws, or as may be prescribed from time to time by the Core Members.

ARTICLE 8

Section 8.1 Fiscal Year. The fiscal year of Seekers shall begin on January 1 and end on December 31.

Section 8.2 Adoption and Amendment of Bylaws. The initial adoption of these bylaws shall be by the initial Board of Directors established in Seekers' Articles of Incorporation. Upon initial adoption, these bylaws shall take effect immediately and the initial Board of Directors shall be superseded for all purposes by the Core Members. After initial adoption, these bylaws may be altered, amended, or repealed and new bylaws

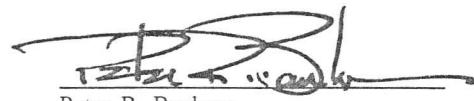
adopted only by an affirmative vote of at least two-thirds (2/3) of all Core Members. Any proposed changes in the bylaws must accompany the notice of any meeting at which the changes are to be voted on, and, unless insubstantial or merely technical in nature, shall be discussed with the larger Seekers' community before action by the Core Members.

ARTICLE 9

Section 9.1 Indemnification. Seekers shall indemnify any director, officer, member, employee, or volunteer or former director, officer, member, employee, or volunteer of Seekers against all expenses, including reasonable attorneys' fees, actually and necessarily incurred by such director, officer, member, employee, or volunteer in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a director, officer, member, employee, or volunteer; provided, however, that no such indemnification shall be required with respect to matters as to which he or she shall be adjudged liable for negligence or misconduct in the performance or omission of a duty. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer, member, employee, or volunteer may be otherwise entitled.

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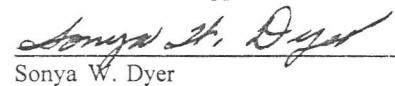
The foregoing bylaws are hereby adopted this 5th day of March, 1995, by the initial Board of Directors established in Seekers' Articles of Incorporation.



Peter R. Bankson



Katherine Y. Cudlipp
Katherine Y. Cudlipp



Sonya W. Dyer
Sonya W. Dyer