



BY-LAWS of the Universal Church of The Essenes

ARTICLE ONE. NAME AND LOCATION.

SECTION 1. NAME: The name of this corporation shall be **Universal Church of the Essenes**, a Colorado nonprofit corporation (hereafter **CHURCH**).

SECTION 2. REGISTERED OFFICE: The registered office of this corporation shall be in Michigan and the name of the registered agent at such address shall be **Rev. Jacqueline Olsen**.

SECTION 3. PRINCIPAL OFFICE: The principal executive offices shall be **955 10th Street, Plainwell, MI**.

SECTION 4. OTHER OFFICES: The Board of Directors of the corporation may, from time to time, establish such other offices as the Board at its sole discretion may decide.

ARTICLE TWO. BOARD OF DIRECTORS.

SECTION 1. NUMBER OF DIRECTORS: The number of Directors of this Association shall be three or more.

SECTION 2. CHAIR: The President of the Church shall be a Director of the Church and shall serve as the Chair of the Board of Directors for a term of three years or until his or her successor is duly elected and installed.



SECTION 3. SECRETARY: The Secretary of the Church shall be a Director of the Church and shall serve as Secretary of the Board of Directors for a term of three years or until his or her successor is duly elected and installed.

SECTION 4. TREASURER: The Treasurer of the Church shall be a Director of the Church and shall serve as Treasurer of the Board of Directors for a term of three years or until his or her successor is duly elected and installed.

SECTION 5. OTHER DIRECTORS: The Board shall appoint and elect such other Directors as desired. Said Directors shall serve for a term of three years or until their respective successors are duly elected and installed.

SECTION 6. MEETINGS OF THE BOARD OF DIRECTORS: The Board of Directors shall meet during the annual meeting of members and at such other times as shall be determined by a majority of the Board of Directors or by the Chair. Meetings may be called at any time or place upon ten days Notice of Meeting and such meetings may be held in person, by mail, FAX or telephone at the discretion of the Chair.

SECTION 7. ELECTION OF DIRECTORS: Directors shall be elected at the Annual Meeting of the Board by secret ballot by a majority of the directors present at such meeting who shall cast ballots in said election. Any number of directors present at the Annual Meeting shall constitute a quorum for the election of Directors.

SECTION 8. QUALIFICATIONS FOR ELECTION AS A DIRECTOR: To be eligible to be elected a Director of the Church, a person must be a member of the in good standing and be nominated by two or more persons no less than ten days prior to the Annual Meeting of Members.



SECTION 9. VACANCIES: The Board of Directors shall by majority vote elect such person as the Board in its sole discretion shall deem appropriate to serve the unexpired term for any Director position which shall then be vacant. Nothing contained herein shall prohibit the Board from elevating a Director who is not then an Officer to the position of an Officer or from elevating a Director from one position to another on the Board; or from appointing any member of the Universal Church of the Essenes to any vacant position on the Board.

SECTION 10. RESIGNATION: Directors may resign at any time and their resignations shall become effective when accepted by the Chair of the Board of Directors.

SECTION 11. REMOVAL: A Director who refuses to serve at the pleasure of the Board of Directors or who has been expelled from membership in the Universal Church of the Essenes or who refuses to serve or is incapable of serving as an Director of the Church may be removed from office by the majority vote of the Board of Directors.

SECTION 12. DUTY OF DIRECTORS: The Board of Directors shall have the sole authority to establish policy for the CHURCH. No Director may speak for the Board of Directors without the prior approval of the Board of Directors. The Board of Directors may establish no policy which is in conflict with these By-Laws or the Articles of Incorporation.

SECTION 13. ELECTION OF DIRECTORS: The Chair shall call for an annual meeting of directors during December of each calendar year for the purpose of electing directors, appointing officers and such other business as the board shall decide.

ARTICLE THREE. ELECTED OFFICERS.

SECTION 1. PRESIDENT: The President of the Church shall be appointed by the Board of Directors and shall serve for a term of three years or until his or her successor is duly elected and installed.



SECTION 2. SECRETARY: The Secretary of the Church shall serve at the pleasure of the President and the Board of Directors and keep full and complete records of the proceedings of the Church. The Secretary shall serve for a term of three years or until his or her successor is duly elected and installed.

SECTION 3. TREASURER: The Treasurer of the Church shall serve at the pleasure of the President and the Board of Directors and keep full and complete records of the financial affairs of the Church. The Treasurer shall serve for a term of three years or until his or her successor is duly elected and installed.

SECTION 4. ASSISTANT SECRETARIES AND TREASURERS: The Board of Directors may appoint such assistant secretaries and treasurers as the Board in its sole discretion from time to time may decide.

SECTION 5. DUTIES OF OFFICERS: Officers shall perform such duty and assume such responsibility as set forth in the Articles of Incorporation, these By-Laws, or as instructed by the Board of Directors as the Board in its sole discretion shall hereafter determine.

SECTION 6. RESIGNATION: Officers may resign at any time and their resignations shall become effective when accepted by the President or the Board of Directors.

SECTION 7. REMOVAL: Any Officer who refuses to serve at the pleasure of the Board of Directors or who has been expelled from membership in the Church or who is incapable of serving as an Officer of the Church may be removed from office by the majority vote of the Board of Directors.

SECTION 8. VACANCIES: The Board of Directors shall appoint such Directors as the Board shall in its sole discretion decide to serve the unexpired term of any Elected Officer who has resigned or been removed.

SECTION 9. SUCCESSION: Officers may succeed themselves upon their proper election and installation.



SECTION 10. ELECTION OF OFFICERS: Officers of the Church shall be appointed by the Board of Directors, immediately after the Directors have been elected.

ARTICLE FIVE. BUSINESS OF THE CHURCH

SECTION 1. FINANCES: The Treasurer shall establish such Depository as the Board shall decide; and cause the funds of the Church to be deposited into said Depository, and the expenses of the Church to be paid from the same.

SECTION 2. OTHER BUSINESS: These By-laws specifically authorize the Board of Directors to enter into any other business as the Board of Directors shall from time to time and in their sole discretion decide acting under the Articles of Incorporation of this corporation, the rules and regulations of the IRS governing 501(c-3) organizations and the State Statutes then in effect.

SECTION 3. COMPLIANCE TO STATE AND FEDERAL LAW: These By-laws always conform to applicable State and Federal Laws; and where anything in these By-laws does not so comply, then that portion which does not comply is null and void but the retained By-laws or portion of these By-laws remains in full force and effect.

SECTION 4. AMENDMENTS: These By-laws may be amended or replaced by the unanimous affirmative vote of the Directors present at any lawful meeting.

AMENDMENTS: