

AMENDED BYLAWS GLOBAL CHANGE NETWORK, U.S.A.

PRELIMINARY STATEMENT

Global Change Network, U.S.A. (GCN, U.S.A.), a Colorado non-profit corporation, is a self governing ministry of Colorado Christian Fellowship, Inc. (CCF) and a wholly owned subsidiary of CCF. GCN, U.S.A. is an alliance of ministers ordained by CCF, serving as a professional association for its members. Its mission is to facilitate the ministry activities of its members and affiliates worldwide. In order to avoid confusion and to provide for the orderly conduct of the mission of GCN, U.S.A., these Bylaws are adopted as a framework for leadership and direction within the ministry.

ARTICLE 1. ADOPTION OF BYLAWS

SECTION 1.1 Adoption of Bylaws. The Board of Overseers of GCN, U.S.A. adopts the Bylaws as set forth below as the bylaws for GCN, U.S.A. The approval of the Board of Overseers of CCF was obtained.

SECTION 1.2 Relation to CCF's Governing Documents. These Bylaws should not be read to contradict the Bylaws or policies and procedures governing CCF. In the event that a provision of these Bylaws appears to contradict the Bylaws of CCF or its policies and procedures, the Bylaws, policies and procedures of CCF shall govern.

ARTICLE 2. RELATIONSHIP TO CCF

SECTION 2.1 Relationship to CCF. GCN, U.S.A. is a ministry and wholly owned subsidiary of CCF.

SECTION 2.2 Accountability. As a ministry of CCF, GCN, U.S.A. is governed by the Bylaws, policies and procedures established for the governance of CCF. As such, GCN, U.S.A. is accountable to the Board of Overseers of CCF for its oversight and the implementation of its vision and mission.

ARTICLE 3. BOARD OF OVERSEERS

(The Board of Overseers shall have the same legal rights and status as a Board of Directors.)

SECTION 3.1 Board of Overseers of GCN. GCN, U.S.A. shall have a Board of Overseers appointed by and accountable to the Board of Overseers of CCF. The Board of Overseers of GCN shall be responsible for deciding all matters of GCN, U.S.A. The Board of Overseers of GCN shall also give input to the vision and mission of the ministry. The minimum requirement to serve as a member of the Board of Overseers of GCN shall be that of a person ordained by CCF and an active member in good standing of GCN, U.S.A., as defined in Article 5 of these Bylaws. The Overseeing Apostle/Senior Pastor of CCF shall be a permanent member of the Board of Overseers of GCN throughout his or her tenure as Overseeing Apostle/Senior Pastor. A member of the Board of Overseers of GCN, designated by the Overseeing Apostle/Senior Pastor, shall serve as the Chairman of the Board of Overseers of GCN.

SECTION 3.2 Appointment of Overseers.

SECTION 3.2.1 Term. Members of the Board of Overseers of GCN are appointed to serve for a term of two years and may be reappointed for a subsequent term by the Board of Overseers of CCF.

SECTION 3.2.2 Selection. Members of the Board of Overseers of GCN shall be selected as follows:

- (a) A candidate may be nominated by any member of the Board of Overseers of CCF or the Board of Overseers of GCN.
- (b) The candidate shall meet with a member of the GCN, U.S.A. Board of Overseers to review the requirements and responsibilities.
- (c) The candidate shall be interviewed by the Board of Overseers of GCN.
- (d) The approved candidate shall be recommended by the Board of Overseers of GCN to the Board of Overseers of CCF for final approval.

SECTION 3.3 Vacancies. When a vacancy occurs on the Board of Overseers of GCN, or when the Board of Overseers of CCF has determined to increase the number of Overseers, the process outlined in section 3.2 shall be followed. In the case where a vacancy on the Board of Overseers of GCN is being filled, the person filling the vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 3.4 Duties and Responsibilities. A member of the Board of Overseers of GCN shall perform his or her duties as an Overseer, including his or her duties as a member of any committee of the Board of Overseers of GCN upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of GCN, U.S.A. and with such judgment as an ordinary prudent person in a like position would use under similar circumstances. In performing his or her duties, an Overseer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section 3.4; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a member of the Board of Overseers of GCN, U.S.A. Those persons and groups on whose information, opinions, reports, and statements an Overseer is entitled to rely upon are:

- (a) One or more officers or employees of GCN, U.S.A. whom the Overseer reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants, or other persons as to matters which the Overseer reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the Board of Overseers of GCN upon which he or she does not serve, duly designated in accordance with the provisions of the Bylaws, as to matters within its designated authority, which committee the Overseer reasonably believes to merit confidence.

SECTION 3.5 Meetings. The Board of Overseers of GCN shall meet regularly from time to time as determined by the Board of Overseers of GCN. Special meetings of the Board of Overseers of GCN may be called by any one (1) Overseer upon three (3) days notice.

SECTION 3.6 Notice. Notice of any annual or special meeting of the Board of Overseers of GCN shall be given to each Overseer before the meeting by oral or written notice delivered in such manner as reasonably calculated to provide actual notice of the meeting, but in any event, not less than three (3) days. Any Overseer may waive notice of any meeting by written statement signed before or after the holding of the meeting. The attendance of an Overseer at a meeting shall constitute a waiver of notice of the meeting except where an Overseer attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 3.7 Special Meetings. Special meetings of the Board of Overseers of GCN may be called by or at the request of the Chairman or any one Overseer. The person or persons authorized to call special meetings of the Board of Overseers of GCN may fix any place, within or without of the State of Colorado, as the place for holding any special meeting of the Board of Overseers of GCN called by them.

SECTION 3.8 Place of Meeting. The meetings of the Board of Overseer of GCN shall be held at such place within or without the State of Incorporation as may be designated in the notice of the meeting. If no designation is made, the place of meeting shall be the principal office of GCN, U.S.A.

SECTION 3.9 Quorum. The majority of membership of the Board of Overseers of GCN shall constitute a quorum for the transaction of business.

SECTION 3.10 Authority. All the capacity of GCN, U.S.A. shall be vested in the Board of Overseers of GCN and all its powers and authority, except as otherwise provided by law or these Bylaws, shall be exercised by the Board of Overseers of GCN, which shall manage and conduct the business of GCN, U.S.A. However, pursuant to Article 2 Section 2.2 of these Bylaws, the Board of Overseers of CCF reserves the right, in its discretion, to (1) overrule any decision or action taken by the Board of Overseers of GCN or, (2) require the Board of Overseers of GCN to take certain action directed by the Board of Overseers of CCF.

SECTION 3.11 Manner of Acting. The Board of Overseers of GCN may act on behalf of GCN, U.S.A. only by a majority vote of all Overseers (when a quorum is present) in all matters. Any action, which may be taken at a meeting of the Board of Overseers of GCN, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed severally or collectively by a majority of the Overseers entitled to vote with respect to the subject matter thereof. All meetings of the Board of Overseers of GCN shall be governed by the procedural rules set forth in the most recent edition of Robert's Rules of Order. This provision may be waived in lieu of informal discussion and/or vote if agreed upon by the Board of Overseers of GCN.

SECTION 3.12 Informal Acting By Overseers To Waive. Any action required or permitted to be taken by the Board of Overseers of GCN or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board of Overseers of GCN in writing waives the right to demand that the meeting be held and their (a) votes for such action; or (b) votes against such action or abstains from voting.

SECTION 3.13 Attendance At Meetings. For any meeting, any special and/or annual meeting, or any other meetings of the Overseers, the presence of any or all Overseers in such meeting may be effected by actual physical attendance at such meeting, or by means of a telephone or other telecommunication device which allows all Overseers to hear, and be heard by, all other Overseers in attendance at such meeting.

SECTION 3.14 Attendance By Electronic Means. Any member of the Board of Overseers of GCN or any committee designated by such Board may participate in a meeting of the Board of Overseers of GCN or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 3.15 Committees. The Board of Overseers of GCN may, from time to time, appoint certain members to act in the intervals between meetings of the Board as a committee and may delegate to such committee powers and/or duties to be exercised and performed under the control and direction of the Board.

SECTION 3.16 Indemnification. Each Overseer (and his or her heirs, executors and administrators) shall be indemnified by GCN, U.S.A. against expenses reasonably incurred by him or her in connection with any claim made against him or her or any action, suit or proceeding to which he or she may be made party by reason of his or her being or having been an Overseer of GCN, U.S.A. (whether or not he or she continues to be an Overseer of GCN, U.S.A. at the time of incurring such expenses), except in cases where the claim is made for willful conduct committed outside the Overseer's performance of duty. Such right of indemnification shall not be exclusive of other rights to which he or she may be entitled to as a matter of law.

SECTION 3.17 Resignation. Any Overseer may resign by delivering notice of Board resignation to the Chairman of the Board of Overseers of GCN. Such notice need not be approved by the Board of Overseers of GCN and is effective upon delivery.

SECTION 3.18 Removal. Any Overseer or Overseers of GCN, U.S.A. may be removed from the Board of Overseers of GCN at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act. In addition, any Overseer may be removed from the Board by the Board of Overseers of CCF whenever such Overseer, in the opinion of the Board of Overseers of CCF:

- (a) Fails to fulfill the qualifications of an Elder or Deacon in 1 Timothy 3 and Titus 1.
- (b) Fails to continue to have a strong commitment to GCN, U.S.A.
- (c) Fails to support decisions, which the Board of Overseers of GCN has made.
- (d) Fails to demonstrate continual interest, heart, or attendance at Board meetings and/or Board business.

SECTION 3.19 Conflict Resolution. In the event that the Board of Overseers of GCN is not majority on any matter which requires Board action, then the Board shall submit the matter in controversy to the Board of Overseers of CCF.

SECTION 3.20 Compensation. Overseers as such shall not receive any stated salaries for their services, but by resolution of the Board of Overseers of CCF a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Overseers of GCN; but nothing herein shall preclude any Overseer from serving GCN, U.S.A in any other capacity and receiving compensation therefore.

SECTION 3.21 Presumption of Assent. An Overseer of the corporation who is present at a meeting of the Board of Overseers of GCN at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Overseer who voted in favor of such action.

ARTICLE 4. OFFICERS AND EMPLOYEES

SECTION 4.1 Election of Officers. For purposes of corporation law it is necessary to designate officers of GCN, U.S.A. The Board shall elect a President, Treasurer, Secretary and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers, agents and employees as the Board of Overseers of GCN may deem proper, subject to the final approval of the Board of Overseers of CCF. Each officer shall hold his/her office until his/her successor shall have been duly elected and qualified, or until his/her death, resignation or removal. The titles of President, Vice President, Secretary, Treasurer, and other agents and officers, shall be used only for legal purposes associated with the actions of GCN, U.S.A., but the business and affairs of GCN, U.S.A shall at all times be conducted by the Board of Overseers of GCN as a unit, without regard to titles.

SECTION 4.2 Removal. Any officer elected or appointed by the Board of Overseers of GCN may be removed by the Board whenever in the judgment of the Board, the best interest of GCN, U.S.A would be served thereby, subject to the final approval of the Board of Overseers of CCF.

SECTION 4.3 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Overseers of GCN for the unexpired term, subject to the final approval of the Board of Overseers of CCF.

SECTION 4.4 Powers and Duties of Officers. The chief executive officer of GCN, U.S.A shall be the President. Subject to the foregoing, the officers of GCN, U.S.A shall each have such powers and perform such duties as may be conferred from time to time by the Board of Overseers of GCN.

SECTION 4.5 Salaries. The salaries of the officers, agents and employees shall be fixed from time to time by the Board of Overseers of GCN, subject to the final approval of the Board of Overseers of CCF, and no officer, agent or employee shall be prevented from receiving such salary by reason of the fact that he or she is also an Overseer of GCN, U.S.A

SECTION 4.6 Bonds. If the Board of Overseers of GCN by resolution shall so require, any officer or agent of GCN, U.S.A shall give bond to GCN, U.S.A. such amount and with such surety as the Board of Overseers of GCN may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

SECTION 4.7 Loans. GCN, U.S.A. shall not make loans to any officer, agent, employee or Overseer of GCN, U.S.A

ARTICLE 5. MEMBERSHIP

SECTION 5.1 Qualifications. Members of GCN, U.S.A. must be ordained ministers of CCF, must comply with all ordination membership renewal requirements established from time to time by the Board of Overseers of GCN, and must agree with, and conduct themselves in accordance with CCF's Statement of Faith.

SECTION 5.2 Membership Classification. The members of GCN, U.S.A shall be classified by one of the following membership classifications:

- (a) Active – an ordained minister of CCF who has complied with all periodic ordination membership renewal requirements.
- (b) Inactive – an ordained minister of CCF who has not complied with all periodic ordination membership renewal requirements.
- (c) Terminated – an ordained minister of CCF whose ordination credentials have been revoked for any reason stated in Section 5.3.

SECTION 5.3 Revocation of Ordination Credentials. A member's ordination credentials may be revoked in one of the following ways:

- (a) Voluntary – a member may choose at any time to surrender his or her ordination credentials with CCF upon written notification to the Board of Overseers of GCN, U.S.A. Such request will be presented to the Board of Overseers of CCF for official action concerning that member's status. Revocation serves to terminate the minister's right to participate in any privileges afforded to members of GCN, U.S.A. or hold oneself out to the public as an ordained minister of CCF.
- (b) Involuntary – a member's ordination credentials may be revoked by the Board of Overseers of CCF for the following reasons:
 - Member has remained in inactive status for two (2) consecutive years.
 - Member fails to demonstrate the intent to be involved in consistent, meaningful ministry activity, functioning as one or more of the leadership gifts expressed in Ephesians 4:11 (apostle, prophet, evangelist, pastor, teacher).
 - Member fails to maintain a Godly life, Christian character and conduct, and a scriptural standard in teaching.
 - Member fails to agree with, abide by, and conduct themselves in accordance with CCF's Statement of Faith.

SECTION 5.4 Reinstatement of Ordination Credentials. Any former member of GCN, USA, whose ordination credentials have been revoked pursuant to SECTION 5.3 may have their credentials and membership in GCN, USA reinstated by complying with all reinstatement requirements established from time to time by the Board of Overseers of GCN, USA.

SECTION 5.5 Discipline. If any member of GCN, U.S.A. is overcome in a fault or does not abide by the Bylaws or policies and procedures of GCN, U.S.A., the Board of Overseers of GCN has the right to discipline that member, which may include counseling, the cessation of ministerial activities for a period of time, or recommending the revocation of the member's ordination credentials to the Board of Overseers of CCF.

ARTICLE 6 AFFILIATES

SECTION 6.1 Affiliation with GCN, U.S.A. GCN, U.S.A. may from time to time, as part of its worldwide mission, establish Affiliates in various regions of the world. Each Affiliate shall have a jurisdictional sphere of operation determined by GCN, U.S.A. The mission and vision of each Affiliate shall be consistent with the overall mission and vision of GCN, U.S.A. The determination as to how the overall mission and vision of GCN, U.S.A. is given expression in an Affiliate's jurisdictional sphere of operation is to be determined by GCN, U.S.A.

SECTION 6.2 Name of Affiliate. Each Affiliate's name shall identify its jurisdictional sphere of operation preceded by "Global Change Network". An example of an Affiliate with a geographical sphere of operation would be "Global Change Network, Southern Africa". An example of an Affiliate with a demographic sphere of operation would be "Global Change Network, Native Americans".

SECTION 6.3 Headship and Governmental Structure

SECTION 6.3.1 Headship. Each Affiliate shall be organized and headed by an ordained minister of CCF who is an active member of GCN, U.S.A. Such person shall be identified and approved by GCN, U.S.A to establish the Affiliate and an appropriate organizational structure for the jurisdictional sphere of operation selected, under the direction of GCN, U.S.A. Such person shall serve as the Chief Executive Officer (CEO) of the Affiliate (regardless of what title is used to describe a CEO within the jurisdiction) and be accountable directly to GCN, U.S.A. for the oversight of the Affiliate and the administration of its activities.

SECTION 6.3.2 Governmental Structure. Each Affiliate shall have a governmental structure based on biblical principles and sufficient to meet the goals set for the jurisdictional sphere of operation. At a minimum, each Affiliate shall be governed by a Board of Overseers of no less than three (3) persons appointed by the CEO, from the membership of the Affiliate or the active membership of GCN, U.S.A (as defined in Article 5 of these Bylaws). The term of office for members of the Board of Overseers shall be established at the discretion of the CEO. Such Board of Overseers shall be chaired by the CEO. The Board of Overseers for each Affiliate may establish, from time to time, such other governmental structures - such as officers, committees or employees - under the oversight of the Board of

Overseers for the Affiliate that will effectively implement the mission and vision of the Affiliate. Where necessary, and with the approval of GCN, U.S.A., an Affiliate may seek and obtain recognition by the appropriate governmental authority as a “corporation” or “NGO”. In such event, the Affiliate shall be identified in all official documents as a wholly owned subsidiary and ministry of GCN, U.S.A.

SECTION 6.4 Charter, Bylaws, Constitution. Each Affiliate shall codify its governmental and organizational structure in the form of a written constitution, bylaws or charter, whichever term or other term may be appropriate in the jurisdictional sphere of operation. However, whichever term is used, such document shall clearly describe the organizational and governmental structure established to implement the goals of the Affiliate, and be approved by the Board of Overseers of GCN, U.S.A.

SECTION 6.5 Membership

SECTION 6.5.1 Ordination Credentials. Under the guidance of the Board of Overseers of GCN, U.S.A., each Affiliate shall establish a process for the training and ordination of its prospective members and a process for the periodic renewal of ordination credentials that will serve to provide ongoing accountability for members of the Affiliate.

SECTION 6.5.2 Qualifications. Members of the Affiliate must be ordained by the Board of Overseers of GCN, U.S.A., must comply with all periodic membership renewal requirements established, from time to time, by the Affiliate, and must agree with, and conduct themselves in accordance with CCF’s Statement of Faith. The criteria for ordination and the requirements for periodic recertification of ordination credentials with the Affiliate shall be determined by the Board of Overseers of the Affiliate, under the direction of the Board of Overseers of GCN, U.S.A.

SECTION 6.5.3 Discipline. All disciplinary action required to be taken with respect to members of the Affiliate shall be taken by the Board of Overseers of the Affiliate. Such action may include the mandatory cessation of the member’s ministerial activities for a period of time, the suspension of membership privileges or recommending the revocation of the member’s ordination credentials to the Board of Overseers of GCN, U.S.A.

SECTION 6.5.4 Revocation of Ordination Credentials. A member’s ordination credentials may be revoked in one of the following ways:

- (a) Voluntary – a member may choose at anytime to surrender his or her ordination credentials with GCN, U.S.A. upon written notification to the Board of Overseers of the Affiliate. Such request will be presented to the Board of Overseers of GCN, U.S.A. for official action concerning that member’s status. Revocation serves to terminate the minister’s right to participate in any privileges afforded to members of the Affiliate or hold oneself out to the public as an ordained minister of GCN, U.S.A.
- (b) Involuntary – a member’s ordination credentials may be revoked by the Board of Overseers of GCN, U.S.A. for the following reasons:

- Member has not complied with all periodic ordination recertification requirements.
- Member fails to demonstrate the intent to be involved in consistent, meaningful ministry activity, functioning as one or more of the leadership gifts expressed in Ephesians 4:11 (apostle, prophet, evangelist, pastor, teacher).
- Member fails to maintain a Godly life, Christian character and conduct, and a scriptural standard in teaching.
- Member fails to agree with, abide by, and conduct themselves in accordance with CCF's Statement of Faith.

SECTION 6.5.5 Relation to GCN, U.S.A. Members of the Affiliate may, from time to time, receive certain benefits and privileges from GCN, U.S.A. However, persons ordained by GCN, U.S.A. receive membership status with the Affiliate upon ordination and membership with the Affiliate does not constitute membership with GCN, U.S.A. As such, members of the Affiliate may not hold themselves out to the public as members of GCN, U.S.A., nor may they indicate that their activities are under the supervision of GCN, U.S.A.

SECTION 6.6 Funding. Affiliates may, from time to time, receive funding from GCN, U.S.A. for their activities. However, each Affiliate shall establish as a goal, financial independence from GCN, U.S.A., and, under the direction of GCN, U.S.A., shall devise a plan to reach this goal within a reasonable period of time. GCN, U.S.A. reserves the right to withhold funds from any Affiliate where a meaningful effort to establish financial independence from GCN, U.S.A. has not been pursued.

SECTION 6.7 Termination of Affiliation. Affiliation with GCN, U.S.A. may be terminated, with or without cause, at the discretion of the Board of Overseers of GCN, U.S.A. In such an event, written notice of termination from the Board of Overseers of GCN, U.S.A. will be given to the CEO of the Affiliate. Upon receipt of such notice, all activities conducted in the name of GCN, U.S.A. or any name used by the Affiliate during its affiliation with GCN, U.S.A. must cease and the Affiliate, through its agents or otherwise, may not hold itself out to the public as a ministry of GCN, U.S.A.

ARTICLE 7 APOSTOLIC COUNCIL

SECTION 7.1 Apostolic Council. The heads of each Affiliate, along with the Chairman of the Board of Overseers of GCN, U.S.A., shall constitute an Apostolic Council called "Global Change Network Apostolic Council", which shall convene periodically to:

- (a) provide GCN, U.S.A. with advice and council concerning its mission worldwide.
- (b) provide an opportunity for each Affiliate head to share with other Affiliate heads, effective strategies for the implementation of the vision and mission of GCN, U.S.A.
- (c) provide GCN, U.S.A. the opportunity to provide ongoing training and equipping for the Affiliate heads.

This council shall be convened and chaired by the Chairman of the Board of Overseers of GCN, U.S.A. or his or her designate.

ARTICLE 8 CONFLICT RESOLUTION

SECTION 8.1 Conflict Resolution. If any member, officer, agent, staff or employee of GCN, U.S.A., feels that he or she has been wronged or damaged by any act word or deed, taken by or on behalf of GCN, U.S.A., its Board of Overseers, or anyone or more members of its Board of Overseers, then such person (the "Grieved Party") shall submit such grievance to the Board of Overseers of CCF for resolution of the matter by arbitration by the Board of Overseers of CCF, first. If resolution of the matter is not satisfactorily obtained from the Board of Overseers of CCF, such person shall have the right to request Christian Arbitration of such matter pursuant to I Corinthians 6 and pursuant to these Bylaws. No litigation in any civil (i.e., non-ecclesiastical court or other agency) shall be commenced against GCN, U.S.A., its Board of Overseers, any member of its Board of Overseers, or any member of GCN, U.S.A., until all avenues of Christian Arbitration have been exhausted.

SECTION 8.2 Arbitration by the Board of Overseers of CCF. A Grieved Party shall have the right to arbitrate his claim before the full Board of Overseers of CCF, by submitting a written request for arbitration to any member of the Board within thirty (30) days of the occurrence complained of. The Board shall then set an arbitration hearing date, which shall be within sixty (60) days of the date receipt of the request for arbitration. The Grieved Party shall have the right to attend such arbitration and to present evidence in his behalf. The Board of Overseers of CCF shall rule upon his or her claim, and shall deliver a written ruling on the matter to all parties thereto within thirty (30) days of the hearing.

SECTION 8.3 Arbitration by Christian Legal Society and Peace Makers Ministry. Any party to an arbitration which has been ruled upon by the Board of Overseers of CCF pursuant to Section 8.2 shall have the right to appeal the Board's ruling by submitting his or her appeal to Christian arbitration before the Christian Legal Society and/or Peace Makers Ministry, pursuant to the rules of Christian arbitration adopted by Christian Legal Society and/or Peace Makers Ministry then in effect. Such party appealing the Board's ruling shall submit his or her claim for Christian arbitration in writing to Christian Legal Society and/or Peace Makers Ministry (designated "Arbitration") within thirty (30) days of his or her receipt of the written ruling of the Board of Overseers of CCF issued pursuant to Section 8.2.

ARTICLE 9 CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 9.1 Contracts. The Board of Overseers of GCN may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of GCN, U.S.A., and such authority may be general or limited to specific instances.

SECTION 9.2 Loans. No loans shall be contracted on behalf of GCN, U.S.A. and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Overseers of GCN. Such authority may be general or limited to specific instances.

SECTION 9.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of GCN, U.S.A. shall be signed by such officer or officers, agent or agents of GCN, U.S.A., and in such manner as shall from time to time be determined by resolution of the Board of Overseers of GCN.

SECTION 9.4 Deposits. All funds of GCN, U.S.A. not otherwise employed shall be deposited from time to time in the name of GCN, U.S.A. in such banks, trust companies or other depositories as the Board of Overseers of GCN may select.

SECTION 9.5 Gifts. The Board of Overseers of GCN may accept on behalf of GCN, U.S.A., any contribution, gift, bequest or devise for the general purposes of or for any special purposes of GCN, U.S.A.

ARTICLE 10 NON-DISCRIMINATION

SECTION 10.1 Non-discrimination. The officers, Overseers, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race and national origin.

ARTICLE 11 BOOKS AND RECORDS

SECTION 11.1 Books and Records. GCN, U.S.A shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Overseers of GCN and committees having any of the authority of the Board of Overseers of GCN.

ARTICLE 12 FISCAL YEAR

SECTION 12.1 Fiscal Year. The fiscal year of GCN, U.S.A shall end on the last day of December in each calendar year.

ARTICLE 13 CORPORATE SEAL

SECTION 13.1 Corporate Seal. The Board of Overseers of GCN may provide a corporate seal, which shall have inscribed thereon the name of GCN, U.S.A and the state of incorporation and the words "CORPORATE SEAL".

ARTICLE 14 WAIVER OF NOTICE

SECTION 14.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such

notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE 15 AMENDMENTS

SECTION 15.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Overseers of GCN, U.S.A. with the approval of the Board of Overseers of CCF.


ARTICLE 16 EMERGENCY BYLAWS


SECTION 16.1 Emergency Bylaws. The emergency Bylaws provided in this Article 16 shall be operative during any emergency in the conduct of the business of GCN, U.S.A. resulting from a catastrophic event preventing the formation of a quorum of the Board of Overseers of GCN, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of GCN, U.S.A or in the Colorado Revised Nonprofit Church Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the emergency Bylaws shall cease to be operative.



SECTION 16.1.1 During any such emergency

- (a) Any officer or Overseer of GCN, U.S.A will call a meeting of the Board of Overseers of GCN. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Overseers as it may be feasible to reach by any available means of communication.
- (b) Such notice shall be given at such time in advance of the meeting as circumstance permit in the judgment of the person calling the meeting
- (c) At any such meeting of the Board of Overseers of GCN, a quorum shall consist of the number of Overseers able to attend.
- (d) The Board of Overseers of GCN, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers to do so.
- (e) The Board of Overseers of GCN, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of GCN, U.S.A. shall for any reason be rendered incapable of discharging their duties.
- (f) No officer, Overseer or employee acting in accordance with these emergency Bylaws shall be liable on the ground that the action was not an authorized corporate action.
- (g) These emergency Bylaws shall be subject to repeal or change by further action of the Board of Overseers of GCN, but such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. The Board of Overseers of GCN may make any amendments to these Bylaws that may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

The undersigned hereby certify that the above and foregoing is a complete and accurate copy of the Bylaws of GCN, U.S.A. by the Board of Overseers of GCN on this ____ day of _____, 2016.


Charles W. Wood Jr.


Cheryl A. Stockham




Anthony Wilson

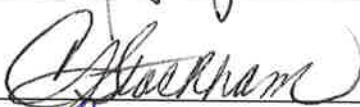
**ACTION OF THE BOARD OF OVERSEERS
OF
GLOBAL CHANGE NETWORK**


The undersigned, constituting all of the members of the Board of Overseers of **Global Change Network**, a Colorado Non-Profit corporation (the "Church"), in accordance with C. R. S §7-23-110, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent to the following resolutions this 22 day of October, 2016.


RESOLVED: The Board of Overseers of Global Change Network hereby approves and adopts the Bylaws of Global Change Network, U.S.A. presented to the Board on this date.


WITNESS, our signatures give effect to the foregoing resolutions as of the 22 of October, 2016, regardless of the dates set forth below.

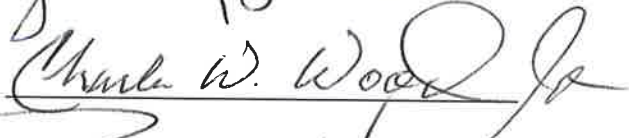


















**ACTION OF THE BOARD OF DIRECTORS (OVERSEERS)
OF
COLORADO CHRISTIAN FELLOWSHIP**

The undersigned, constituting all of the members of the Board of Directors of **Colorado Christian Fellowship**, a Colorado Non-Profit corporation (the "Church"), in accordance with C. R. S §7-23-110, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent to the following resolutions this 2nd day of August, 2016.

RESOLVED: The Board of Directors (Overseers) of Colorado Christian Fellowship hereby approves and adopts the Bylaws of Global Change Network, U.S.A. presented to the Board on this date.

WITNESS, our signatures give effect to the foregoing resolutions as of the 2nd of August, 2016, regardless of the dates set forth below.



