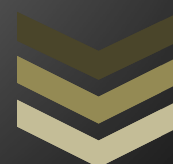




Governance Document



Cofradia Nuestra Senora del Rosario de Chiquinquirá

El presente reglamento tiene por objeto recoger los principios, normas y procedimientos que rigen el funcionamiento de la Junta Directiva de la Cofradía de Nuestra Señora del Rosario de Chiquinquirá, buscando con ello facilitar su gestión y dar una mayor transparencia, eficacia y certeza a sus actuaciones. Este reglamento será aplicable a la Junta Directiva como cuerpo directriz y a los miembros de la misma, así como a todos los voluntarios que participen de la Cofradía de Nuestra Señora del Rosario de Chiquinquirá, en cuanto tuvieren relación con el mencionado órgano directivo. Todos ellos tendrán la obligación de conocer, cumplir y hacer cumplir el presente Reglamento.

**REGLAMENTO
JUNTA DIRECTIVA
D-EX001-11 V.0**



C-EX001-11 V.0 OUR LADY OF CHIQUINQUIRA

GOVERNANCE DOCUMENT

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GOVERNANCE DOCUMENT

OUR LADY OF CHIQUINQUIRA

ARTICLE I OFFICES

Section 1. Principal Office.

The principal office of the Our lady of Chiquinquirá, a Florida nonprofit and catholic corporation, including its extensions (the “parish”), shall be located in the State of Florida or any other location designated by the President and/or Board of Directors.

Section 2. Registered Office.

The registered office of the parish required by law to be maintained in the State of Florida may be, but need not be, identical with the principal office.

Section 3. Other Offices.

The parish may have offices at such other places, either within or without the State of Florida, as the President and/or the Board of Directors may designate or as the affairs of the parish may require from time to time.

ARTICLE II EXECUTIVE COMMITTEE

Section 1. Purpose.

The Executive Committee (the “Committee”) shall act on behalf of the Board of Directors (the “Board”) to determine matters which, in the judgment of the Chairman of the Board, do not warrant convening a special meeting of the Board. The Committee shall advise and support the five dimensions.

Section 2. Organization and Membership.

The Executive Committee shall be appointed by the Board and shall consist of the Chairman and eight members. The Chairman of the Board shall serve as the Chairman of the Committee. Directors will serve on the committee at a pleasure of the Board and for such terms as the Board may determine. Minutes shall be kept of each meeting of the Committee.

Section 3. Authority and Responsibilities.

1. The committee shall have and may exercise all the power and authority of the Board in the management and direction of the parish except for those matters which under applicable law cannot be delegated by the Board.
2. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors and to approve the fees and other retention terms related to any such external counsel, consultants and advisors.
3. The Committee may form and delegate authority to subcommittees where appropriate and should have a designee substitute.
4. The Committee shall annually review its own performance.
5. All actions of the committee shall be reported to the Board at the meeting next succeeding such action, provided however, that such report need not be made to the Board if prior to such meeting

copies of written minutes of the meetings of the Committee at which such action has been taken shall be mailed or delivered to all members of the Board.

6. The Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Section 4. Standing Committees of the Board.

The standing committees of the Board of Directors shall include Spiritual, Liaison, Logistics and Events, Strategic and Planning, Finance and Administrative, Operations, Communications and Design. The Board shall at any time from time to time may dissolve, reconstitute or otherwise modify any standing committee named herein and/or designate additional standing committees. Each standing committee shall be directed by a director nominated by the Chair of the Board, in consultation with the Board of Directors, provided that the Chair of the Board shall not serve as the Director of any standing committee. The Chair of the Board in collaboration of the financial, operative and strategic directors shall nominate and adviser (and may nominate other Directors) to serve on each standing committee. The Board, generally at its January meeting, shall approve the Chair's nominations for standing committee directors. Any standing committee to the extent authorized by law and provided in such resolution that is comprised only of adviser shall have and may exercise all of the authority of the Board of Directors in the management of the parish. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any Director thereof, of any responsibility or liability imposed upon it or him by law. Each committee shall deliver a report of its activities to the Board of Directors annually or with such frequency as requested by the Board.

(a) Chairman. The Chairman shall be responsible for hiring; praying for and with; supporting; encouraging evaluating; in consultation with the Finance and operation committee, compensating; and, as appropriate, dismissing the Director of Dimensions. The committee also shall advise the Director of Dimensions in connection with the hiring, evaluation and dismissal of other staff. The committee shall meet regularly, at least one times per month, or as reasonably requested by the Director of Dimensions or the chair of the committee.

(b) Spiritual Committee. The Spiritual Committee shall be responsible for overseeing the process to nominate Directors to serve the church as adviser and deacons in collaboration with the priest. It is expected that nominations for the offices of adviser and deacon shall be presented as a slate to the Directors for vote. Adviser may be elected to the Board or the Assembly based on their particular leadership and spiritual gifts. The committee shall actively seek the input of the Spiritual Director, other church employees and the Directors in preparing such slate, which slate shall be approved by the Spiritual Director and the Board of Directors before its submission to the Directors for approval. The committee also shall be responsible for nominating sub directors, monitoring and evaluating the performance of adviser and, as appropriate, recommending the dismissal of adviser to the Director of Dimensions. The committee shall meet as necessary.

(c) Finance Committee. The Finance Committee shall develop and recommend to the Board the annual budget of the parish, cash management and investment strategies, long range financial objectives for the parish, capital expenditures, incurrence of debt, and shall develop and implement risk management strategies (including, without limitation, legal compliance, internal controls and insurance). The committee shall meet regularly, at least six times per year. The Treasurer of the church may be the chair of the committee. The committee shall meet as necessary.

(d) Strategic and Planning Committee. The Strategic Planning Committee enables the parish to create and achieve its Vision by developing and implementing a dynamic and responsive planning process. The committee shall meet regularly, at least six times per year

(c) Communications Committee. The aim of the Communications committee is to facilitate communication between the parish and the public thought television, radio and social media. The committee shall meet regularly, at least six times per year

(d) Liaison Committee. The mission of the cofradia Virgen de Chiquinquirá's Liaison Committee is to serve as a mechanism for communication among other churches, public people, the City and the County of Miami-Dade and Broward, community organizations and to proactively engage in discussions and actions to promote positive relations, mutual respect, and improved quality of life for all citizens of the catholic community. The committee shall meet regularly, at least six times per year.

(e) Events and Logistics Committee. The Committee is charged to organize, review and recommend to committee approval of special events. The committee shall meet regularly, at least six times per year.

(f) Design Committee. This committee is in charge of the branding of the cofradia. The committee shall meet regularly, at least six times per year.

(g) Operations Committee. The Operations Committee reviews and makes recommendations to the Board of directors on the IT budget and work program, and on contracts and other green policy and personnel issues.

ARTICLE III

COMMITTEE DIRECTORS

Section 1. Committee Members

The committee of the corporation shall be those active congregants designated by the Board of Directors at any time from time to time as committee directors of the parish (referred to herein individually, as a "Director" and collectively, as the "Directors").

Section 2. Directors Rights.

The Directors of the Committees shall have only those voting and other rights expressly set forth in this Governance Document or required by law.

Section 3. Number, Term and Qualifications.

The number of Directors constituting the Board shall be eight. The directors shall be elected for a two-year term. Each elected director shall be nominated and elected to a second term in accordance with the procedures set forth herein). Any person who is elected to replace a director whose term has expired shall be elected to serve a two-year term. Any person elected to replace a director who dies, resigns or is removed prior to the expiration of his term shall serve for the remainder of such director's unexpired term and also shall be eligible to serve two additional consecutive two-year terms. Each elected director shall meet the qualifications of director as outlined in **1 Timothy 3:1-11** and **Titus 1:5-9**, as determined by the Board of Directors for such purpose by the Board of Directors, and have been an active member of the parish for at least two years prior to election. Directors may not be residents of the State of Florida.

Section 4. Meetings.

(a) Regular Meetings. A regular meeting of the Directors shall be held monthly, the second Monday of the month at the principal office of the parish or at such other place as may be designated by the Board of Directors or the Chairman of the Committee for the purpose of revise, organize and such other business as may properly come before the Committee. Also can be thought any way of digital transmission such as conference by phone or video, local members who are unable to assist should request a videoconference form at least 5 hours before meeting and send it via email confirmation to the chairman. The member

should have a Skype account and any device integrated with Skype app and a video camera (TV's, computers, Iphone 4/5, Ipad 2, phone devices) if the meeting is by video conference, you should sign in and search/ad the Cofradia's skype ID **vdechiquinquirá**, to be able to transmitting by videoconference. In addition, the Board of Directors or 30% of the Directors may provide, by resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings.

(b) Special Meetings. Special meetings of the Directors may be called by or at the request of the Board of Directors or 30% of the Directors. Such a meeting may be held either within or without the State of Florida, as fixed by the persons calling the meeting.

(c) Notice of Meetings. The Directors shall receive notice of any meeting either (i) by announcement made in connection with worship services for two consecutive weekends prior to the meeting, the last announcement being at least one week prior to the meeting or (ii) in writing delivered personally or sent by United States mail, facsimile transmission or electronic mail to each Director at his address as shown by the records of the parish. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received. Such notice need not specify the purpose for which the meeting is called. Notwithstanding the forgoing, the Board of Directors may designate in advance of any meeting of the Directors any other notice period or delivery method that shall be fair and reasonable under the circumstances, and such notice period and delivery method shall be deemed valid pursuant to this Governance Document.

(d) Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(e) Quorum. (45) Forty five percent of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors.

(f) Manner of Acting. Except as otherwise provided in this Governance Document, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

(g) Presumption of Assent. A Director who is present at a meeting of the Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the committee immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

(h) Vote by Ballot. Any action that may be taken at a meeting of the Directors may be taken without a meeting if the parish delivers a written ballot to each Director, which ballot may be delivered by United States mail, facsimile transmission or electronic mail, shall set forth the each proposed action and provide an opportunity to vote for or against each such proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot delivered by United States mail, facsimile transmission or electronic mail equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the parish in order to be counted.

(i) Discipline of Directors; Termination of Directorship. The Board of Directors shall approve and may from time to time modify standards for the discipline of Directors and the termination of Directorship.

(j) Director Report. The Directors of the Committee or his designee shall report to the Chairman of the committee any disciplinary actions involving Directors and changes in the Directorship roll, including the designation and removal of Directors. Such reports shall be delivered quarterly or as requested by the Board.

Section 5. Closed Session.

The Executive Committee shall have the right and power at any meeting or any portion of any meeting to excuse any member or other person, including the Director of Dimensions, with the 45% of the votes, from participation in such meeting or portion of such meeting if the Committee determines that it is in the best interests of the parish for such persons to be excused, in the case of a Director, in accordance with the parish's Conflict of Interest Policy or, in the case of other persons, in the discretion of the Executive Committee. The Executive Committee shall specify the reasons why such person shall be excused and provide adviser with an opportunity to address the Committee before such person is excused from the meeting.

Section 6. Compensation.

Director may not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending regular and special meetings of the Board, provided that such reimbursements shall be approved by the Chairman of de Committee

Section 7. Secretary.

The Secretary shall (a) keep the minutes of the meetings of the Directors, in one or more books/formats provided for that purpose and record votes cast on all resolutions (including the names and votes of individual adviser dissenting in respect of any vote); (b) see that all notices are duly given in accordance with the provisions of this Governance Document or as required by law, (c) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Executive Committee.

ARTICLE IV

BOARD OF DIRECTORS

Section 1- General Powers.

The Board of Directors (The "Board") shall be responsible for the oversight and governance of the parish and its ministry and the articulation and application of parish doctrine, faith and practices.

The duties of the Board of Directors shall include, without limitation:

(a) Confirming, approving and guarding the mission and vision of the parish, including articulating the long-range strategic plan of the parish, in consultation with the directors of the committee; (b) Approving, in advance, the annual budget of the parish and any material variations from such budget; (c) Hiring, supervising, praying for and with, encouraging, supporting and dismissing any Director or the Director of Dimensions and, in consultation with the Strategic and Planning Committee, evaluating and setting the direction to follow for the director or director of dimensions; (d) adopting standards for the ordination of priests, pastoral counselors, adviser and deacons, including determining whether ordination standards from other parish/churches and denominations shall be sufficient; and (e) discerning and articulating the interpretation and application of parish doctrine, faith and practice.

Section 2. Number, Term and Qualifications.

The number of Directors of the Board shall be nine. The Directors shall be elected for a three year term. Each elected director shall be nominated and elected to a second term in accordance with the procedures

set forth herein. Any person elected to replace a director who dies, resigns, or is removed prior to the expiration term shall serve for the remainder of such director's unexpired term and also shall be two additional consecutive three-year terms. Each elected director of the board shall meet the qualifications of director as outlined in 1 Timothy 3:1-11 and Titus 1:5-9.

Each of the Secretary and the Treasurer shall hold office for a two-year term or until his successor shall have been elected and qualified. Neither the Secretary nor the Treasurer shall serve more than six consecutive two-year terms.

Section 3. Election of the committee's directors.

Directors shall be nominated in accordance with Article III, Section 3 herein and elected annually by vote of the Chairman of the Board; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If 30% of the Board of Directors demands, the election of adviser shall be by ballot.

Section 4. Removal.

Any Director may be removed at any time with or without cause by the vote of 51% of the Board or the Chairman present at a meeting at which a quorum exists.

Section 5. Vacancies.

Any vacancy occurring among the Directors may be filled by the affirmative vote of a majority of the remaining adviser even though less than a quorum or by the sole remaining adviser. An adviser elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6. Compensation.

Director may not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending regular and special meetings of the Board, provided that such reimbursements shall be approved by the Chairman of the Board

Section 7. Chair.

The Chair shall preside at all meetings of the Board of Directors and Executive Committee and in general oversee and coordinate the activities of the Board, including, without limitation, in consultation with the Director of Dimensions, committee chairs and other Directors, setting the agenda for all regular and special meetings of the Board.

Section 8. Vice Chairs.

The Vice Chair(s) shall perform such duties as from time to time may be assigned to him or them by the Chair or by the Board of Directors. In the absence of the Chair or in the event of his death, inability or refusal to act, such Vice Chair designated by the Board of Directors shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 9. Secretary.

The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose and, record votes cast on all resolutions (including the names and votes of individual adviser dissenting in respect of any vote); (b) see that all notices are duly given in accordance with the provisions of this Governance Document or as required by law, (c) be custodian of the corporate records and of the seal of the parish, if any, and see that the seal of the church is affixed to all documents the execution of which on behalf of the church under its seal is duly authorized; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

Section 10. Treasurer.

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the parish; receive and give receipts for moneys due and payable to the parish from any source whatsoever,

and deposit all such moneys in the name of the church in such depositories; and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors, or by this Governance Document.

ARTICLE V

MEETINGS OF THE BOARD

Section 1. Regular Meetings.

The Board of Directors shall meet at least six times annually at the principal office of the parish or at such other place as the Board may designate and can be any way of digital transmission such as conference by phone or video, in accordance with a meeting schedule approved each January. For international members is required with a Skype account and any device integrated with Skype app and a video camera (Tv's, computers, Iphone 4/5, Ipad 2, phone devices) if the meeting is by video conference, you should sign in and search/ad the Cofradia's skype ID **vdechiquinquirá**, to be able to transmitting by videoconference. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of Florida or any Country, for the holding of additional regular meetings. Regular meetings of the Board of Directors may be held without notice.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the chairman, or two thirds of the board members. Such a meeting may be held either within or without the State of Florida, as fixed by the person or persons calling the meeting. The person or persons calling a special meeting of the Board of Directors shall, at least twenty-four hours prior to the meeting, give written notice thereof delivered personally or sent by mail, facsimile transmission or electronic mail to each member at his address as shown by the records of the parish. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received. Such notice need not specify the purpose for which the meeting is called

Section 3. Closed Session.

The Board shall have the right and power at any meeting or any portion of any meeting to excuse any member or other person, including Directors of the parish and staff, from participation in such meeting or portion of such meeting if the Board determines that it is in the best interests of the parish for such persons to be excused, in the case of a director, in accordance with the parish's Conflict of Interest Policy or, in the case of other persons, in the discretion of the Board. The Board shall specify the reasons why such person shall be excused and provide adviser with an opportunity to address the Board before such person is excused from the meeting.

Section 4. Waiver of Notice.

Any member may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where an adviser attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum.

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

Section 6. Manner of Acting.

Except as otherwise provided in this Governance Document, the act of two thirds of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Notwithstanding the forgoing, the Board recognizes the Bible's clear teaching on the power of love and unity in the Bible, especially among those called to be God's leaders in the parish. Whenever God's leaders are operating in mutual love and unity, God's Spirit powerfully guides God's people and parish in new directions and visions. Therefore, Directors of the Board will seek unified agreement among themselves and with the executive committee of the parish on all major decisions. If there is ever disunity in respect of a major decision, the Board and staff may enter into a season of prayer and fasting to find God's will for the parish and, to the extent possible, find unity among themselves. The Board will seek the input of the dimension's staff in its deliberations, and such input will be appreciated and valued. Above all, we will love one another, a love clearly described in I Corinthians 13:4-8.

Section 7. Presumption of Assent.

An adviser/director of the committee who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the parish immediately after the adjournment of the meeting. Such right to dissent shall not apply to an adviser who voted in favor of such action.

Section 8. Informal Action by Adviser.

Action taken by the adviser without a meeting nevertheless Board action if written consent to the action in question is approved by all of the adviser, such approval may be evidenced by signature or electronic indicia of assent, and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 9. Recording of Votes.

The name of any adviser dissenting to a resolution of the Board shall be recorded in the minutes of the meeting during which the vote on such resolution was taken.

ARTICLE VI

FIVE DIMENSIONS

Section 1. Directors

The five dimensions (The "Dimensions") of the parish shall consist of a Director of Dimensions, directors, one or more sub directors, and other personal as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no personal may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term.

The Chairman shall elect the Director of Dimensions and Directors and Sub-Directors, Each of the Director and the sub directors shall hold office for a three-year term or until his successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. The Director of Dimensions shall be elected by the Board of Directors, upon the nomination of the Chairman, to serve until his death, resignation or removal. Election of director, including the Chairman, shall be by two thirds vote of the directors present during a meeting at which a quorum exists.

Section 3. Compensation of Directors and Sub-directors.

The compensation of all officers of the parish, if any, shall be fixed by the Board of Directors and no director/sub-director shall serve the parish in any other capacity and receive compensation therefor unless such additional compensation shall be authorized by the Board of Directors; provided, however, that in the case of the Director of Dimensions, his compensation shall be fixed by the Board of Directors in consultation with the Finance and Operations Committee.

Section 4. Removal.

Any Director or sub-director elected or appointed by the Board of Directors may be removed by 75% vote of the director present at a meeting at which a quorum exists whenever in its judgment the best interests of the parish will be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided further that, in the case of the removal of the Director of Dimensions, ten days' notice of the proposed removal shall be given to the Board and to the Chairman (unless in the judgment of the Board such notice shall be contrary to the best interests of the parish), the Director shall have the right to address the Board prior to any vote in respect of his removal.

Section 5. Director of Dimensions.

The Director of Dimensions shall be the principal executive officer for the Dimensions and spiritual leader of the parish and, subject to the control of the Board of Directors, shall in general supervise and be responsible for all of the business and affairs of the parish. The Director of Dimensions shall report on matters of importance related to the parish at each meeting of the Board of Directors and as requested by the Chair of the Board or the Board. He shall sign, with the Secretary or any other proper officer of the parish thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by this Governance Document to some other officer or agent of the parish, or shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of Director of Dimensions and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE VII

ASSEMBLY OF DIRECTORS

All elected directors of the parish shall be invited and encouraged to meet from time to time as an General Assembly (The "Assembly") for the purpose of praying together, participating in Holy Communion and discussing appropriate matters related to the Parish. The Assembly also shall serve the congregation by praying for and anointing the sick, interviewing new parish Directors, ensuring the spiritual discipline of individuals in the parish, and serving communion in worship services, Life Groups and to those who are sick or homebound.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize any director or directors, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the parish, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the parish and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts.

All checks, drafts or other orders for the payment of money, issued in the name of the parish, shall be signed by such director or directors, agent or agents, of the parish and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer.

Section 4. Deposits.

All funds of the parish not otherwise employed shall be deposited from time to time to the credit of the parish in such depositories as the Chairman may select.

Section 5. Gifts.

The Board of Directors may accept or decline, on behalf of the parish, any contribution, gift, bequest or devise for the general purpose or any special purposes of the parish.

Section 6. Insurance.

The Board of Directors shall procure appropriate levels of insurance for the parish, including, without limitation, general liability and directors and officers coverage as provided in Article IX,

ARTICLE IX**GENERAL PROVISIONS****Section 1. Seal.**

The corporate seal of the parish shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the parish.

Section 2. Indemnification.

Any person who at any time serves or has served as an director, sub-director, employee, agent or volunteer of the parish, or in such capacity at the request of the parish for any other church, corporation, partnership, joint venture, trust or other enterprise, shall not have a right to be indemnified by the parish against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the parish, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the person in advance of the final disposition of such action, suit or proceeding.

Any person who at any time after the adoption of this section serves or has served in any of the aforesaid capacities for or on behalf of the parish shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this section.

In addition to the foregoing, the Chairman shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, sub-director, employee, agent or volunteer of the parish, or is or was serving at the request of the parish as director, sub-director, employee, agent or volunteer of another parish, corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the church would have the power to indemnify him against such liability.

Section 3. Fiscal Year.

The fiscal year of the parish shall end June 30th.

Section 4. Amendments.

Except as otherwise provided herein, this Governance Document or the parish's articles of incorporation may be amended or repealed and a new governance document (or amended articles of incorporation) may be adopted by the affirmative vote of 75% of the Board then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten days' written notice is given of intention to alter, amend, repeal or adopt a new governance document (or articles of incorporation) at such meeting.

Section 5. Biannual Review.

The Board of Directors, or the executive committee appointed for such purposes, shall biannually review the articles of incorporation, this Governance Document, and related policies and procedures to determine and recommend whether any amendment is in the best interests of the parish.

Section 6. Books and Records.

The parish shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Directors, the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the parish shall at all times, during reasonable business hours, be subject to inspection by any adviser. The articles of incorporation and this Governance Document shall be available for inspection by any adviser at the principal office of the church.

Section 7. Construction of Terms.

Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender.

Approved by the Board of Directors on July 31st, 2011

Chairman

Secretary

Treasury

I have received an electronic copy of this Governance Document and I have read or had it read to me. If I have any questions regarding this Governance Document, I understand that is my responsibility to ask. I recognize it is my responsibility to review it, and I agree to comply with them during my duties and responsibilities with **Virgen de Chiquinquirá Executive Committee**.

I further understand that I will be responsible for complying with the further changes in this governance document.

Signature_____

Date:_____

Name:_____

Main Phone:_____

Address:_____

Country:_____

e-mail:_____