

**BYLAWS
OF
MILL CREEK COMMUNITY CHURCH**

These Bylaws (referred to as the “Bylaws”) govern the affairs of **MILL CREEK COMMUNITY CHURCH**, a not for profit corporation (referred to as the “Corporation” or “Church”) organized under the Kansas Statutes Annotated, Chapter 17 (referred to as the “Act”).

**ARTICLE 1
OFFICES**

1.01. Principal Office. The principal office of the Corporation in the State of Kansas shall be located at 7825 Gleason Road, Shawnee, KS 66227. The Corporation may have such other offices, either in Kansas or elsewhere, as the Board of Elders may determine. The Board of Elders may change the location of any office of the Corporation.

1.02. Registered Office and Registered Agent. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Kansas. The registered office may, but need not, be identical with the Corporation's principal office in Kansas. The Board of Elders may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
NONPROFIT PURPOSES**

2.01. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The primary purpose is to be a church.

2.02. Statement of Faith.

A. We believe in the Scriptures of the Old and New Testaments as verbally inspired of God and inerrant in the original writing and that they are the supreme and final authority in faith and life. (Matt. 4:4, 7, 10; 2 Timothy 3:16-17; 2 Pet. 1:19-20)

B. We believe in one God, eternally existing in three persons; Father, Son, and Holy Spirit. (Matt. 28:19; Jn. 1:1; Jn. 6:27; Acts 5:3-4; Titus 2:12)

C. We believe that Jesus was begotten by the Holy Spirit, and born of Mary, a virgin, and is true God and true man. (Lk. 1:34-38, 2:52; Jn. 1:1, 18, 4:6, 10:30-33, 14:9, 19:28)

D. We believe man was created in the image of God, that he sinned and so incurred not only physical death, but also spiritual death (which is separation from God), and all human beings are born with a sinful nature, and in case of those who reach an age of moral responsibility, are sinners in thought, word, and deed. (Gen. 1:27; Rom. 5:10-19; 2 Thess. 1:8)

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E. We believe the Lord Jesus Christ died for our sins according to the Scriptures as a representative and substitutionary sacrifice, and that all who believe in Him are justified on the grounds of His shed blood. (Rom. 3:21-25; 1 John 2:1-2)

F. We believe in the eternal security of the believer; that it is impossible for one genuinely born into the family of God ever to be lost. (Jn. 3:36, 5:24, 10:28-29; Rom. 8:35-38; Eph. 1:13-14, 4:30)

G. We believe in the resurrection of the crucified body of our Lord, in His ascension into heaven, and His present life there as High Priest and Advocate. (Acts 1:9-10; 1 Tim. 2:5; Heb. 7:25, 9:24)

H. We believe all who receive, by faith, the Lord Jesus Christ, are born again by the Holy Spirit and thereby become children of God. (John 1:12-14, 3:1-16)

I. We believe in the bodily resurrection of believers; the eternal heavenly inheritance of the saved, and the eternal punishment of the lost. (Rev. 20:11-15)

J. We believe in the scriptural ordinances of the church; baptism and the Lord's Supper; that believers should be baptized as a symbol of their death, burial and resurrection with Him and that believers should celebrate the Lord's Supper (or "communion") to proclaim His death until His return. (Matt. 28:18-20; Acts 8:36-39, 10:43-48; 1 Cor. 11:23-33)

2.03. Recognition of Ministers. The Church may license, commission or ordain ministers under the standards, policies and procedures adopted by the Board of Elders.

**ARTICLE 3
MEMBERS AND ELDERS**

3.01. Members. The Corporation shall have voting members.

A. Qualifications: Anyone professing faith in Christ Jesus as Savior, having been baptized after confession of faith, giving evidence of a desire to live a Spirit-controlled life, and expressing unity with the principles, practices, and positions of this church is invited to become a candidate for church membership. The candidate shall read and sign the application form which shall include an agreement to be bound by these bylaws and binding Christian arbitration, to be considered for membership.

B. Reception of Members: Those desiring to unite with this church shall be interviewed by a Staff Member, Elder or Ministry Leader as designated by the Board of Elders. If the former finds that the applicant meets the above requirements, they will be accepted as members and will be publicly received into membership at a church service or business meeting.

C: Termination of Membership.

1. When a member knowingly ignores the direct commands and prohibitions of

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Scripture, he shall be dealt with according to the principles of restoration and discipline found in such passages as Matthew 18, Galatians 6, II Thess. 3, I Cor. 5, Matt. 7:1-5, etc. Members may not resign after charges of misconduct have been filed with the Board of Elders. Members in the early churches were subject to discipline for reasons such as an unwillingness to become reconciled to an offended brother (Matt. 18:15-17), an unwillingness to engage in work (II Thess. 3:6-15), creating division in the church (Romans 16:17,18; Titus 3:9,10), sexual immorality (I Cor. 5:1-13), false teaching (I Tim. 1:20; II Tim. 2:17,18) and general sinful conduct (Gal. 6:1). When such action leads to the regrettable obligation of disciplining a member, this action will be based on the three-fourths vote of the Board of Elders. Discipline may take any form that serves the situation, including termination of membership. The Elder decision is final.

2. Members who unite with other churches shall inform Mill Creek Community Church so that their names may be dropped from the membership roll.

3. When a member has been absent from the services of the church for three months the person may be moved to inactive status and voting rights may be terminated.

D. Voting. Voting privileges are granted to members who are 18 years of age and older.

E. Quorum. The voting members present at a meeting shall be a quorum for all business. In counting voting members, the members who are in full time Christian service outside the Church shall not be counted as a voting member for the purpose of computing the quorum.

G. Meetings. Members shall meet annually on a date selected by the Board of Elders, no later than three months after the close of the fiscal year. The Board of Elders may call special member meetings at any time. The Chairman of the Board of Elders, or his designee, shall preside over all member meetings. Notice for member meetings shall be in accordance with Article 10 Notices. At least 10 days before any member meeting, the Board of Elders shall establish a membership record for the purpose of determining who is authorized to vote in the meeting.

H. Required Member Votes. The members must vote on the following items:

1. The annual budget presented by the Elders.
2. All acquisitions or sale of real property.
3. All debt encumbering the Corporation's real property.
4. Changes to the Articles of Incorporation.
5. Changes to the Bylaws.
6. Any other item the Board of Elders places before the members for a vote.
7. Selection of the Pastoral Staff and affirmation of the Elders.
8. Any other matter expressly reserved to the members by the Kansas Statutes Annotated, Chapter 17.

I. Actions by Members. The vote of a majority of members present at a meeting at which a quorum is present shall be sufficient to constitute the act of the members unless the

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action requires a greater percentage under this section of the Bylaws or if any statute requires a higher percentage approval. When hiring on a new Senior Pastor, creating a lien on real estate, or acquiring real estate, seventy-five percent (75%) of the members present and voting at a properly noticed meeting must approve the proposed action. In addition to these items requiring approval by a greater than simple majority, the Board of Elders may establish a higher percentage of member votes needed to approve certain resolutions. The Board of Elders may impose the higher approval percentage only after it determines that it is in the best interest of the Church to require the higher percentage. In actions other than those listed above, if Chapter 17, Kansas Statutes Annotated, requires a higher percentage than a simple majority to approve a proposed action, the Church will follow the statutory requirements.

3.02. Management. The Board of Elders shall manage the affairs of the Church. The powers of the Church shall be exercised by or under the authority of, and the property, business and affairs of the Church shall be managed under the direction of a Board of Elders.

3.03. Number, Qualifications, and Tenure of Elders. The number of Elders shall be set by the Board of Elders from time to time, provided that the number of Elders shall not be decreased to less than three (3). A majority of Elders serving on the board shall be comprised of non-staff Elders. Each Elder shall serve indefinite terms, although any Elder may request time away or to resign from Board of Elders. Upon termination of any Elder from a paid staff position, their position on the Board of Elders will be terminated.

A. Qualification. Elders shall be composed of men who meet the scriptural qualifications contained in I Timothy 3:1-7 and Titus 1:1-9 and shall have been members of the Church for at least one year prior to their consideration as Elder except for paid staff positions who are nominated to serve on the Board of Elders.

B. Nature and Function. The nature and function of the office of Elder shall include, but not be limited to, the following: ability and authority to discharge all ecclesiastical functions pertaining to the Church.

3.04. Nomination of Elders. The Elders may nominate and elect the successor Elders. At any meeting at which the election of an Elder occurs, any Elder may nominate a person with the second of any other Elder. The Board of Elders will be a combination of men who are paid staff and men who are members of the Church who meet the qualifications and agree to serve.

3.05. Election of Elders. A person who meets any qualification requirements to be an Elder and who has been duly nominated may be elected as an Elder. Elders shall be nominated by the majority vote of the Board of Elders and affirmed by the members. Each Elder shall hold office until a qualified successor is elected.

3.06. Vacancies. Vacancies on the Board of Elders shall exist upon: (a) the death, resignation, or removal of any Elder; (b) an increase in the authorized number of Elders; or (c) the failure of the Elders to elect the full authorized number of Elders to be voted for at any annual, regular, or special meeting of the Board of Elders at which any Elder is to be elected.

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The Board of Elders may declare the office of an Elder vacant if a court adjudges the Elder incompetent, is convicted of a crime involving moral turpitude, or does not accept the office of Elder, in writing or by attending a meeting of the Board of Elders, within thirty (30) days notice of election. Any vacancy occurring in the members of the Board of Elders, and Elder position to be filled due to an increase in the number of Elders, shall be filled by the Board of Elders (subject, however, to the limitations set forth in the Act). A vacancy is filled by the affirmative vote of a majority of the remaining Elders, even if it is less than a quorum of the Board of Elders, or if it is a sole remaining Elder. Vacancies reducing the number of Elders to less than three (3) shall be filled before the transaction of any other business.

3.07. Regular Meeting. The Board of Elders may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Kansas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Elders stating the time meetings or conference calls.

3.08. Special Meetings. Special meetings of the Board of Elders may be called by or at the request of the Chairman or any two Elders. A person or persons authorized to call special meetings of the Board of Elders may fix any place within Kansas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the corporation of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Elders as required in the Bylaws. During any emergency existing from of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Elders or a standing committee thereof cannot readily be convened for action, a meeting maybe called by any Elder. The emergency meeting agenda shall include only those items needed at that time to deal with the emergency.

3.09. Action by Consent of Board Without Meeting. Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, and with the same force and effect as a unanimous vote of Elders, if all members of the Board consent in writing or by E Mail to the action. Such consent may be given individually or collectively.

3.10. Notice. Written or printed notice of any special meeting of the Board of Elders shall be delivered to each Elder not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

3.11. Quorum. A majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elders required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice.

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3.12. Conduct of Meetings. The Board of Elders shall elect a Chairman and Vice Chairman annually from the non-staff Elders. At every meeting of the Board of Elders, the Chairman of the Board of Elders shall preside, and if not, the Vice Chairman. The Secretary of the Church shall act as Secretary of the Board of Elders. When the Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting.

3.13. Powers of Board of Elders. Except for the powers reserved for members and in addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Church and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

3.14. Duties of Elders. Elders shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Elders, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or attorneys. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

3.15. Duty to Avoid Improper Distributions. Elders who vote for or assent to improper distributions, are jointly and severally liable to the Church for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Church are not thereafter paid and discharged. Any distribution made when the Church is insolvent, other than in payment of corporate debts, or any distribution that would render the Church insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Elders participating in a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or E-Mail immediately after adjournment.

An Elder is not liable if, in voting for or assenting to a distribution, the Elder (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Church; legal counsel, public accountants, or other persons as to matters the Elder reasonably believes are within the person's professional or expert competence; or a committee of the Board of Elders of which the Elder is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Church to be at least that of their book

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value; or (3) in determining whether the Church made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Elders are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Church.

Elders who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.16. Delegation of Duties. Elders are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Elders have no liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

3.17. Actions of Board of Elders. The Board of Elders shall try to act by consensus. However, the vote of a majority of Elders present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or the Bylaws. An Elder who is present at a meeting and abstains from a vote does not reduce the number of votes necessary to achieve a majority decision.

3.18. Compensation. Only staff Elders/Pastors may receive salaries for their services as a Pastor/Elder.

3.19. Removal of Elders. The Board of Elders may vote to remove an Elder at any time if found to no longer meet scriptural qualifications contained in I Timothy 3:1-7 and Titus 1:1-9 or deemed unworthy to serve as Elder. Principles according to Matthew 18 and I Timothy 5:19 would be applied prior to any further decision for removal. A meeting to consider the removal of an Elder may be called and with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Elder will be on the agenda. An affirmative vote of three-fourths of the disinterested Board of Elders is required for removal of an Elder.

3.20. Elders in Training. The Board of Elders may choose individuals as Elders in Training who are being considered for election. This group of men shall not have a vote, but may attend all Board of Elders meetings and participate in the discussion like the Board of Elders.

**ARTICLE 4
OFFICERS**

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4.01. Officer Positions. The officers of the Church shall be a President, a Secretary, a Treasurer and one Vice President. The Board of Elders may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President and Secretary, may hold any two or more offices.

4.02. General Duties. All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Board of Elders not inconsistent with these Bylaws.

4.03. Election and Term of Office. The Board of Elders shall elect the officers of the Church at the annual January Elder meeting. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

4.04. Removal. The Board of Elders, with or without good cause, may remove any officer elected or appointed by the Board of Elders. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

4.05. Resignation. Any officer may resign at any time by giving written notice to the Board of Elders, the President or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

4.06. Vacancies. The Board of Elders may fill the vacancy in any office for the unexpired portion of that officer's term.

4.07. President. The President, who shall also be the Chairman of the Board of Elders, shall be the chief executive officer of the Church. The President shall supervise and control all of the business and affairs of the Church. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Elders has authorized to be executed. However, the President may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Board of Elders, the Bylaws, or statute. The President shall perform other duties prescribed by the Board of Elders and all duties incident to the office of President.

4.08. Vice President. When the President is absent, is unable to act, or refuses to act, a Vice President may perform the duties of the President. When a Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform other duties as assigned by the President or Board of Elders.

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4.09. Treasurer. The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Church.
- B. Receive and give receipts for moneys due and payable to the Church from any source.
- C. Deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders.
- D. Write checks and disburse funds to discharge obligations of the Church.
- E. Maintain the financial books and records of the Church.
- F. Prepare financial reports at least annually.
- G. Perform other duties as assigned by the President or by the Board of Elders.
- H. If required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders.
- I. Perform all the duties incident to the office of Treasurer.

4.10. Secretary. The Secretary shall:

- A. Give all notices as provided in the Bylaws or as required by law.
- B. Take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records.
- C. Maintain custody of the corporate records and of the seal of the Church.
- D. Affix the seal of the Church to all documents as authorized.
- E. Keep a register of the mailing address of each Elder, officer, and employee of the Church.
- F. Perform duties as assigned by the President or by the Board of Elders.
- G. Perform all duties incident to the office of Secretary.

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4.11. Assistant Officers. The Board of Elders may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Elders may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Church, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Elders shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Church in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

4.12. Salaries. The salaries of all employees shall be fixed by, or in accordance with the directions of, the disinterested non-paid members of the Board of Elders. All salaries shall be in an amount that is reasonable for services rendered or to be rendered to the Church.

4.13. Disallowed Payments. Any payments made to an officer of the Church such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Elders, as a Board, to enforce payment of each such amount disallowed.

**ARTICLE 5
COMMITTEES**

5.01. Establishment of Committees. The Board of Elders may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. If the Board of Elders delegates any of its authority to a committee, the majority of the committee shall consist of Elders. The Board of Elders may establish qualifications for membership on a committee. The Board of Elders may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Elders. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Elders, or any individual Elder, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Elders to:

- 1) Amend the Articles of Incorporation.
- 2) Adopt a plan of merger or a plan of consolidation with another Church.
- 3) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church.

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- 4) Authorize the voluntary dissolution of the Church.
- 5) Revoke proceedings for the voluntary dissolution of the Church.
- 6) Adopt a plan for the distribution of the assets of the Church.
- 7) Amend, alter, or repeal the Bylaws.
- 8) Elect, appoint, or remove a member of a committee or an Elder or officer of the Church.
- 9) Approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in paragraph 6.05, below.
- 10) Take any action outside the scope of authority delegated to it by the Board of Elders.

5.02. Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

5.03. Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the President of the Church. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

5.04. Notice of Meetings. Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

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5.05. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

5.06. Actions of Committees. Committees shall make every effort to take action by consensus. However, the vote of a majority of committee members present at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote does not reduce the number of votes necessary to achieve a majority decision.

5.07. Compensation. Committee members may not receive salaries for their services.

5.08. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Elders.

5.09. Pulpit Committee. A Pulpit Committee shall be formed for the purpose of calling members of the pastoral staff. The Pulpit Committee shall consist of the following members:

- A. Two or more of the Board of Elders
- B. Two members of the congregation appointed by the Board of Elders.

The Pulpit Committee shall seek candidates to fill a vacant pastoral position. They shall present a candidate to the members, having first secured approval from the Board of Elders. Once a pastoral staff member has been called by the members, the committee is terminated.

**ARTICLE 6
TRANSACTIONS OF THE CHURCH**

6.01. Contracts. The Board of Elders may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

6.02. Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Elders selects.

6.03. Gifts. The Board of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

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6.04. Loans and Related Parties. The Church shall not make any loan to an Elder or officer of the Church.

6.05. Affiliated Transactions. No contract or transaction between the Church and one or more of its Elders or officers, or between the Church and any other Church, partnership or association or other organization in which one or more of its Elders or officers are Elders or officers, or have a financial interest, shall be void or voidable solely for this reason, so long as:

- A. The material facts concerning the financial interests are disclosed to the Board of Elders or committee and the Board of Elders or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Elders or committee members; and
- B. The contract or transaction is fair to the Church at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- C. The interested Elder or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Elder or committee member may participate in the discussion of the matter, but may not vote.

6.06. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Board of Elders no Elder, officer, or committee member of the Church shall:

- A. Do any act in violation of the Bylaws or a binding obligation of the Church.
- B. Do any act with the intention of harming the Church or any of its operations.
- C. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
- D. Receive an improper personal benefit from the operation of the Church.
- E. Use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church.
- F. Wrongfully transfer or dispose of Church property, including intangible property such as good will.
- G. Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.

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- H. Disclose any of the Church business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**ARTICLE 7
BOOKS AND RECORDS**

7.01. Required Books and Records. The Church shall keep correct and complete books and records of account. The Church's books and records shall include:

- A. A file-endorsed copy of all documents filed with the Kansas Secretary of State relating to the Church, including, but not limited to, the Articles of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- B. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- C. Minutes of the proceedings of the Board of Elders, and committees having any of the authority of the Board of Elders.
- D. A list of the names and addresses of the Elders, officers, and any committee members of the Church.
- E. A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years.
- F. A financial statement showing the income and expenses of the Church for the three most recent fiscal years.
- G. All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- H. The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.

7.02. Inspection and Copying. Any Elder or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Any person entitled to inspect and copy the Church's books and records may do so. A person entitled to inspect the Church's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Church's receipt of a proper written request. The Board of Elders may establish reasonable fees for copying the Church's books and records by members. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies are to be

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made available to the legitimate, requesting public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

**ARTICLE 8
FISCAL YEAR**

8.01. Fiscal Year. The Board of Elders shall determine the fiscal year of the Church.

**ARTICLE 9
INDEMNIFICATION**

9.01. When Indemnification is Required, Permitted, and Prohibited.

A. The Church shall indemnify an Elder, officer, committee member, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as an Elder, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

B. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Church.

C. The Church shall pay or reimburse expenses incurred by an Elder, officer, committee member, employee, or agent of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.

D. In addition to the situations otherwise described in this paragraph, the Church may indemnify an Elder, officer, committee member, employee, or agent of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 9.01(a), above.

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E. Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Church or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

F. If the Church may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

9.02. Procedures Relating to Indemnification Payments.

A. Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 9.02(c), below. The Church may make these determinations and decisions by any one of the following procedures:

- (i) Majority vote of a quorum consisting of Elders who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Elders, designated to act in the matter by a majority vote of all Elders, consisting solely of two or more Elders who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board of Elders by vote as provided in paragraph 9.02(a)(i) or 9.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Elders.

B. The Church shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is Permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 9.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Formation, the Bylaws, or a resolution of members or the Board of Elders that requires the indemnification permitted by paragraph 9.01, above, constitutes sufficient authorization of indemnification even though the

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provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

C. The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 9.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

**ARTICLE 10
NOTICES**

10.01. Notices. Any notice required or permitted by the Bylaws to be given to an Elder, officer, or member of a committee of the Church may be given in any manner allowed by the Act. For a member meeting, oral notice from the pulpit during a regularly scheduled service shall be given at least ten days prior to the date the meeting is to be held or by mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Church. Without a preference designation, the person serving the notice shall give notice by mail.

10.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

10.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

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**ARTICLE 11
SPECIAL PROCEDURES CONCERNING MEETINGS**

11.01. Meeting by Electronic Means. The Board of Elders, and any committee of the Church, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can communicate with each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

**ARTICLE 12
AMENDMENTS TO BYLAWS**

The members present at a properly noticed meeting may alter, amend, or repeal, or enact new Bylaws by the affirmative vote of two-thirds vote of those members. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

**ARTICLE 13
MISCELLANEOUS PROVISIONS**

13.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Kansas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

13.04. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, with the exception of references to Pastors and Elders. Pastors and Elders will be male according to the scriptures. All singular words shall include the plural, and all plural words shall include the singular.

13.05. Seal. The Board of Elders may provide for a corporate seal. Such a seal would consist of one circle containing the words "MILL CREEK COMMUNITY CHURCH."

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13.06. Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

13.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Elders, officers, committee members, members, volunteers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

13.08. Meeting Authority. The Board of Elders may adopt any parliamentary rules that they deem appropriate for any meeting.

**ARTICLE 14
MANDATORY ARBITRATION**

14.01 Mandatory Arbitration. The Elders and members are Christians and believe that the Bible commands them to make every effort to live at peace and to resolve disputes with each other in private or within the Christian church (see Matthew 18:15-20; I Corinthians 6:1-8). Therefore, they agree that any claim or dispute arising from or related to these Bylaws shall be settled by biblically-based mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries (complete text of the Rules is available at www.Peacemaker.net). Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The Elders and members understand that these methods shall be the sole remedy for any controversy or claim arising out of these bylaws and expressly waive their right to file a lawsuit in any civil court against one another or the Corporation for such disputes, except to enforce an arbitration decision.

14.02. Christian Conflict Resolution. The Corporation commits to resolving all disputes in the manner described in Section 14.01. The officers shall attempt to include similar provisions in all contracts with the Corporation. The officers shall include similar provisions in all employment agreements and employee manuals.

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CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said Church and that the foregoing Bylaws, comprised of twenty (20) pages, constitute the Bylaws of said Church as duly adopted by the members at a meeting held on _____.

DATED: _____

_____ [Signature]

_____ [Typed Name]

Secretary of the Church