

Bylaws

Dunnville Christian Church, Inc.

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I. GENERAL PROVISIONS

1.01 Governing Law.

Dunnville Christian Church, Inc. (the “Corporation”) is a nonstock, non-profit corporation governed by the non-elective provisions of the Kentucky Nonprofit Corporation Code as amended in KRS Chapter 273 (the “Code”), and these bylaws are to be construed insofar as possible to be consistent therewith.

1.02 Definitions.

The definitions that appear in Code Section KRS 273.161 to 273.390 as amended are incorporated by reference.

1.03 Registered Office and Agent.

The Corporation must maintain at all times a registered office and agent in the state of Kentucky, as governed by Code Sections KRS .182 as amended.

1.04 Emergency.

If a quorum of the Corporation’s Board of Elders cannot readily be assembled because of some catastrophic event, emergency powers are provided pursuant to Code Section KRS .203 as amended.

1.05 Governing Statements.

(a) Any statement, such as but not limited to a Mission Statement, Vision Statement, or Values Statement, that is passed or amended by action of the Board of Elders is incorporated herein by reference, so long as such statement (1) is passed or amended consistently with requirements for passage or amendment of these Bylaws, (2) references this section, and (3) is included with the records of the Corporation.

(b) Any such statement governs to the extent of any inconsistency with the other terms of these Bylaws.

1.06 Constitution and Interpretation of Internal Rules.

(a) Any Constitution that may be included with the records of the Corporation, as amended by the Board of Elders from time to time (the “Church Constitution”), is incorporated herein by reference, and shall govern to the extent of any inconsistency with the other terms of these Bylaws, subject to the following rules of interpretation.

(b) The Church Constitution may include a statement of faith and other spiritual and theological requirements, guidelines, and qualifications that require for proper interpretation or application of spiritual judgment and interpretation of the Bible and Biblical and spiritual principles. Such constitute “Internal Rules.” A rule is not an Internal Rule merely because it springs from or is motivated by spiritual, theological, or Biblical principles or texts. For example, a requirement of three-fourths majority vote for action of the Board of Elders is not an Internal Rule even if some believe that the Bible requires that a church be governed by such a majority vote of its governing body. On the other hand, a requirement under the Church Constitution that, for consideration for nomination as an Elder, an individual must meet the qualifications for Elders established in I Timothy and Titus, are Internal Rules.

(c) The Corporation does not submit the Internal Rules to interpretation or enforcement by a court of law. Moreover, the Constitution of the United States and the Constitution of the State of Kentucky prohibit a court of law from attempting to interpret or enforce the Internal Rules.

(d) Accordingly, the various persons with church voting and governing authority are identified by vote or appointment of other persons identified within either these Bylaws or the Church Constitution. Any such person's exercise of delegated authority is not ineffective for failure of any person or action to meet or comply with the Internal Rules. Rather, each person with church voting or governing authority must interpret the Internal Rules in his or her discretion, in accordance with his or her conscience, and mindful of his or her commitment to comply with these Bylaws and the Church Constitution. Moreover, the governing body of the Corporation enforces the Internal Rules by appeal to their moral authority as solemn covenants, and by proceeding in accordance with these Bylaws to remove officers or other Elders who fail in the Elders' judgment to comply with them.

1.07 Electronic Transmissions.

An electronically-transmitted statement and/or signature, including but not limited to an e-mail or facsimile, qualifies as a written statement, whether notice or otherwise, required under these bylaws.

II. ELDERS

2.01 Duties of Elders.

(a) The Board of Elders ("The Board") is the body with the ultimate authority over and oversight of the Corporation, in accordance with the terms of the Church Constitution. As such, all corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation are managed under the direction of, the Board of Elders, subject to any limitation in the Articles of Incorporation or these Bylaws that is otherwise lawful. Any corporate officer or employee exercises authority only as delegated by the Board of Elders. Further duties of Elders are defined in the Church Constitution, most of which qualify as Internal Rules, compliance with which is determined by the Board of Elders in its sole and unfettered discretion.

(b) The Board of Elders may determine the compensation of Elders for services in any capacity, subject to the applicable requirements of the Internal Revenue Code.

(c) The Board of Elders may appoint a Chair and any number of Vice-Chairs, whose duties are not as officers of the Corporation but as organizers of and facilitators for the Board of Elders itself. Unless the Board of Elders has delegated the duty to another board member or an officer, the Chair, or in the Chair's absence, a Vice-Chair, will establish the agenda for and moderate all meetings of the Board of Elders.

2.02 Qualifications of Elders.

Elders must be a citizen of the United States, of sound spiritual maturity, and must be a resident of the state of Kentucky as well as a partner of Dunnville Christian Church. In addition to these qualifications, the Church Constitution requires further qualifications that consist of Internal Rules, compliance with which is determined by the Board of Elders in its sole and unfettered discretion.

2.03 Number of Elders.

The number of Elders will be no fewer than five and no more than seven, including the Pastors who serve ex officio as an Elder. If due to vacancy or otherwise, the active Elders number fewer than five, the remaining Elders must use their reasonable efforts to fill enough vacancies to reach five active Elders, but they may continue to govern the Corporation in the interim as long as they are using those reasonable efforts.

2.04 Election of Elders.

Elders are nominated and elected pursuant to a procedure dictated in the Church Constitution.

2.05 Terms of Elders.

- (a) According to the Church Constitution, an Elder is elected to a three-year term.
- (b) A decrease in the number of Elders does not shorten an incumbent Elder's term.
- (c) An Elder elected to fill a vacancy is elected for the unexpired term of his predecessor in office.
- (d) Despite the expiration of an Elder's term, the Elder continues to serve until a successor is elected and qualifies, until there is a decrease in the number of Elders, or until the Elder resigns, is removed, or dies.

2.06 Resignation of Elders.

- (a) An Elder may resign at any time by delivering written notice to any member of the Board, (who must convey the resignation to the full Board of Elders).
- (b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

2.07 Removal of Elders.

- (a) Consistently with the Church Constitution, the Elders may remove one or more Elders with or without cause, but only by a unanimous vote of the Elders, excluding the Elder under consideration.
- (b) An Elder may be removed by the Elders only at a meeting called for the purpose of removing the Elder and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Elder.

2.08 Vacancy on the Board of Elders.

- (a) If a vacancy occurs on the Board of Elders, including a vacancy resulting from a decrease in the number of Elders, the vacancy may be filled by unanimous vote of (1) the remaining members of the Board of Elders, or (2) if the Elders remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by unanimous vote of all the Elders remaining in office, or by the sole remaining Elder, as the case may be.
- (b) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new Elder may not take office until the vacancy occurs.

2.09 Meetings of the Board of Elders.

- (a) The Board of Elders may hold corporate, regular or special meetings in or out of this state.
- (b) Corporate Meetings shall coincide with the corporate year beginning on January 1st, and running through December 31st.

- (c) The President will call the official corporate meeting to discuss the direction and health of the corporation.
- (d) The Secretary will keep an accurate account of the minutes that were discussed at the corporate meeting. The minutes must be submitted at the next Board of Elders meeting for discussion by the Board of Elders and approved by three-fourths vote. The minutes shall be adopted, and all policy and procedure in them will continue to be enforced.
- (e) Members of the Board of Elders or any committee designated by it may participate in a regular or special meeting of such Board or committee, if they so request, or may conduct the meeting through the use of any means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting by this means constitutes presence in person at the meeting.
- (f) Special corporate meetings of the Board of Elders may be called by the President, Vice-President, Chair of the Board of Elders, or any two Elders.
- (g) Leadership Meetings will be scheduled at least annually and as determined necessary by the Board of Elders. While the Board of Elders have final say in any and all matters concerning the overall direction of the organization, this will provide a forum for handling the business of Dunnville Christian Church that require the input of the Stewardship Team and Ministry Team Directors.
- (h) The Board of Elders shall schedule the Corporate Meeting.
- (i) The Board of Elders have the authority to call Leadership Meetings. The Board of Elders will schedule the meeting, publish the agenda at least one week in advance, and will appoint a moderator. All matters discussed in the Leadership Meeting will be taken in to consideration by the Board of Elders for discernment before making a final decision.

2.10 Action without Meeting.

- (a) The Board of Elders may take corporate action without a meeting if at least the number of Elders required for passage of the action but not less than a majority of the entire Board of Elders takes the action.
- (b) This action must be evidenced by one or more written consents describing the action taken signed by the Elders taking the action, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.
- (c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- (d) Such written consents may be delivered by electronic transmission, and the electronic transmission will qualify as the original.

2.11 Notice of Meeting.

- (a) Regular meetings of the Board of Elders may be held without notice of the date, time, place, or purpose of the meeting.
- (b) Special meetings of the Board of Elders must be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting, unless otherwise required under the Code, Articles of Incorporation, or these Bylaws.

2.12 Waiver of Notice.

- (a) An Elder may waive any notice required to be given, before or after the date and time stated in the notice, in writing, signed by the Elder entitled to the notice, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.

(b) Alternatively, an Elder's attendance at or participation in a meeting waives any required notice to the Elder of the meeting unless the Elder at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

2.13 Quorum and Voting.

(a) Three-fourths of the number of Elders then in office constitutes a quorum for the transaction of business.

(b) If a quorum is present when a vote is taken, the affirmative vote of a three-fourths majority of Elders present is the act of the Board of Elders, unless the Code, the Articles of Incorporation, or these Bylaws require or allow the vote of a greater or lesser proportion of Elders.

(c) An Elder who is present at a meeting of the Board of Elders or a committee of the Board of Elders when corporate action is taken is deemed to have assented to the action taken unless: (1) the Elder objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (2) the Elder's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the Elder delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

2.14 Committees of Elders.

(a) The Board of Elders may by resolution adopted by a three-fourths majority of the entire Board of Elders, create one or more committees and appoint members of the Board of Elders to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Elders.

(b) Sections 2.10-2.14, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Elders, apply to committees and their members as well.

(c) To the extent specified in such resolution or in the Articles of Incorporation or the Bylaws, each committee consisting solely of Elders may exercise the authority of the Board of Elders.

(d) The Board of Elders, by resolution adopted in accordance with subsection (a) of this section, may designate one or more Elders as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

(e) Neither the designation of any such committee nor the delegation thereto of authority relieves the Board of Elders, or any member thereof, of any responsibility imposed by law to be exercised by the full Board.

2.15 Advisory Boards.

(a) The Board of Elders may establish one or more advisory boards and may appoint individuals to and remove individuals from such advisory boards at the pleasure of the Board of Elders.

(b) Advisory board members are limited to providing advice and recommendations to the Board of Elders. Neither a board of advisors nor any individual advisor shall have any power or authority to act on behalf of or bind the Corporation in such capacity.

2.16 Standards of Conduct for Elders.

The standards of conduct for Elders are prescribed by the Code and other applicable law.

2.17 Ecclesiastical Authority

(a) This organization is theocratic in government. In any growing congregation, there will be people at all stages of spiritual growth and maturity. For that reason, it is not proper to submit the affairs of the church to a democratic vote as the same is not God's way, for the purpose of the church is not to do the will of the majority, but the will of God.

(b) Any disputes that arise over the interpretation of these Bylaws shall be deferred to the highest authority of this church. In this case it would be the Board of Elders.

III. OFFICERS

3.01 Required Officers.

(a) The Corporation must have a president, secretary, and treasurer, and may have additional officers appointed by the Board of Elders.

(b) The same individual may simultaneously hold more than one office in the Corporation.

(c) Without explicit authorization from the Board of Elders, an officer may not appoint other officers or assistant officers and may not assign compensation for any officer or assistant officer.

3.02 Duties of Officers.

(a) While the Board of Elders retains the ultimate authority over the Corporation, it delegates day-to-day operation of the Corporation to the officers, subject to certain specific limitations established by the Board of Elders, including but not limited to operational, financial, and positional limitations, among others.

(b) The president is the chief executive officer unless the Board provides otherwise, and otherwise must act as chief executive officer during that person's inability to act. The president is ex officio a voting member of all committees if he is a member of the Board of Elders, unless the Board provides that he is a nonvoting member. He must attend all meetings of the Board of Elders, unless the Board excuses him for part of a meeting if he has not been elected as an Elder. The president has authority to institute or defend legal proceedings when the Elders are deadlocked, and may call meetings of the Board.

(c) The secretary has responsibility for preparing minutes of the Elders' meetings and for authenticating records of the Corporation, unless the Board of Elders delegates such responsibility to another officer. The secretary keeps or causes to be kept the minutes of meetings of Elders and the other corporate records, and acts as treasurer during that person's inability to act. The secretary must attend all meetings of the Board of Elders, unless another individual has agreed to keep the minutes of a particular meeting, and may call meetings of the Board.

(d) The treasurer keeps or causes to be kept the assets and financial records of the Corporation, in the name of the Corporation, and gives written reports thereon to each meeting of the Board and to the president when requested. The treasurer must cause the Corporation to pay or make provision for its liabilities, and acts as secretary during that person's inability to act.

(e) The treasurer and or other Board of Elders appointed persons shall complete an internal audit. This audit of all financial records shall be made after the close of the calendar year; prior to the end of February.

(f) The foregoing officers and other officers must perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the Board of Elders.

(g) The president, executive vice president (if any), or secretary each are authorized to enter into transactions and execute appurtenant documents on behalf of the Corporation without need of

further execution or attestation, if such actions are within the purview of the then-applicable budget previously contemplated and approved by the Board of Elders, or otherwise previously explicitly authorized by the Board of Elders.

3.03 Standards of Conduct for Officers.

The standards of conduct for officers are as provided by the Code and other applicable law.

3.04 Appointment and Removal of Officers.

(a) In the absence of an employment contract otherwise limiting the Board of Elders, officers serve at the pleasure of the Board of Elders. As such, officers may be appointed or removed by the Board of Elders from time to time, whenever in its judgment the best interest of the Corporation will be served thereby.

(b) Any vacancy in any office occurring for whatever reason may be filled by the Board of Elders.

3.05 Resignation of Officers.

An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.06 Contract Rights of Officers.

(a) The appointment of an officer does not itself create contract rights.

(b) The removal of an officer does not affect the officer's contract rights (if any) with the Corporation.

(c) An officer's resignation does not affect the Corporation's contract rights (if any) with the officer.

IV. MEMBERS

4.01 No Corporation Members.

The Corporation has no Members as that term is defined in the Code. In other words, no corporate Members exist with the authority to appoint or remove the Board of Elders of the Corporation. Nevertheless, the Corporation may establish a category of individuals named "Partners" who, though without power to appoint or remove Elders, do have certain Partnership rights as determined by meeting Partnership qualifications established by the Corporation's Board of Elders.

V. INDEMNIFICATION AND LIMITATION OF LIABILITY

5.01 Indemnification of Elders.

Upon an Elder's compliance with any prerequisites required by the Code, the Corporation must indemnify an individual who is a party to a proceeding because the individual is or was an Elder, to the greatest extent allowed under the Code, against reasonable expenses incurred by the Elder in connection with the proceeding, whether advanced before final disposition of a proceeding or after such disposition, and against liability incurred in the proceeding.

5.02 Indemnification of Officers, Employees, and Agents.

The Corporation must indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee or agent by Board of Elders resolution, to the extent that the Corporation indemnifies and advances expenses to Elders pursuant to Section 2.01 above.

5.03 Insurance.

The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more Elders, officers, employees, or agents against liability, whether or not the Corporation would have power to indemnify them against the same liability.

5.04 Conflicting Interest Transactions.

The validity and ramifications of conflicting interest transactions are governed by the Code and the Internal Revenue Code.

5.05 Limitation of Liability of Elders.

(a) The liability of an Elder to the Corporation for monetary damages for any action taken, or any failure to take any action, as an Elder is hereby eliminated, except liability (1) For any appropriation, in violation of his duties, of any business opportunity of the Corporation; (2) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (3) For the types of liability stated by the Kentucky Nonprofit Corporation Code; or (4) For any transaction from which the Elder received an improper personal benefit.

(b) The foregoing provision does not eliminate or limit the liability of an Elder for any act or omission occurring prior to the date of adoption of these Bylaws when such provision becomes effective.

(c) Any repeal or modification of the provisions of this Section 5.05 will be prospective only, and will not adversely affect any limitation on the personal liability of an Elder of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the Elders present at a duly noticed meeting with a quorum present.

(d) In the event of any amendment of the Code to authorize the further elimination or limitation of liability of Elders, then the liability of an Elder of the Corporation will be limited to the fullest extent permitted by the amended Code, in addition to the limitation on personal liability provided herein.

(e) In the event that any provision of this Section 5.05 (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and will remain enforceable to the fullest extent permitted by law.

5.06 Other Consideration

Anything that has not been discussed in the Constitution and Bylaws shall be discussed and decided upon at an official Board of Elders meeting.

VI. AMENDMENT

6.01 Amendment by Elders.

Bylaw amendments or adoption of new Bylaws, require a unanimous vote by the Board of Elders before they can be presented at a Leadership Meeting. The Board of Elders will recommend the amendment(s) at a Leadership Meeting for discussion before making a final decision.

VII. MISCELLANEOUS

7.01 Merger, Sale of Assets., Dissolution, Foreign Corporation, Records and Reports.

These matters are governed by Kentucky Nonprofit Corporation Code.

7.02 Gender and Certain References.

Whenever from the context it appears appropriate, each term stated in either the singular or the plural shall include both the singular and the plural, and pronouns stated in the masculine, the neuter, or the feminine gender shall include the masculine, the feminine, and the neuter gender. The terms “hereof,” “herein” or “hereunder” shall refer to this Agreement as a whole and not to any particular Article or paragraph hereof.

7.03 Mutual Interest.

The behavior of anyone in fellowship with this church is of common interest to the Board of Elders and partnership. (Gal. 6:1) This church requires every Board of Elders member and congregational attendee or partner to adhere to a life style that is consistent with the doctrines and Internal Rules of this church. Therefore, this church reserves the right to refuse service to any individual, whether partner or not, that is not submitting their life style to this Scriptural mode of conduct. This refusal would include services, benefits and any use of church assets.

7.04 Privacy

(a) This church shall diligently watch to keep private all records concerning polity, doctrine, counseling and information on individuals in fellowship with this church. This church must not disclose any records that may compromise information about a partner’s attendance, partnership status, giving and counseling records.

(b) In order to keep the records of the church confidential, records shall not be released to any outside agency, person or entity unless due process has been served and a certified subpoena has been personally delivered. This includes the IRS, except under the provisions of Section 7611 which shall be limited only to information deemed to be relevant to the inquiry being made. At all times the IRS will be expected to comply with all of the provisions of Section 7611.

7.05 Requests.

(a) To ensure the trust of the partnership and to also ensure that a public interest is being served, all church records, financial information and all kinds of financial transactions must always be available for partnership inspection and review. At no time may information be supplied that would violate the privacy of church records. Any questions by any partner shall be addressed to the treasurer either in writing or by scheduled appointment.

(b) The request must state the name of the partner, the reason for the request and that the information shall in no way be made public or shared with any other partner in a way that will jeopardize the church. (This corporation may require a reasonable per page fee for any copies that are required in order to accommodate approved records requests.)

(c) The Board of Elders reserves the right to deny such a request for any of the following reasons:

1. the request is considered by the Board of Elders and deemed to be frivolous;
2. the person making the request has a history of being divisive;
3. the person does not adequately provide the required information on the request as stated in this Article;

4. the person making a request is not a partner or a person whose partnership was terminated.
5. individual has not signed Partnership Form

7.06 Prohibited Activities.

This church is prohibited from engaging in activities which violate its written doctrines. This church is also prohibited from condoning, promoting or allowing any of its assets to be used for activities that violate its written doctrines.

The foregoing is attested by the Board of Elders as the current Bylaws of the Corporation, effective as of the 9th day of May, 2016.

Amended 2/6/2018