



Miamisburg

Christian Church

Bylaws as approved at the
June 24, 2007
Congregational Meeting

Miamisburg Christian Church

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ARTICLE I - NAME

A. Church Name

The name of this church shall be Miamisburg Christian Church.

B. Affiliation

This church is a free, autonomous, independent body, with authority to determine for itself in the manner set forth in this document, the use of its property and all church policies, free of any outside control, authority or power.

C. History

This church was started as the Miamisburg Church of Christ in 1954 by a group of families living in and around Miamisburg, Ohio, and a number of ministers of the Churches of Christ, in the surrounding communities of the Miami Valley. This church continues to be committed to spreading the good news of Jesus Christ.

ARTICLE II – PURPOSE

A. Vision

We, the Miamisburg Christian Church members worshipping in Miamisburg, Ohio commit as a body of believers to the vision of helping people begin and build a relationship with God.

B. Mission

Our mission consists of the five church purposes: worship, fellowship, discipleship, service and outreach.

ARTICLE III – MEMBERSHIP

A. Qualifications

Our requirements for membership are identical to those of the original Church described in the New Testament: confession of faith in Jesus Christ as God's Son and man's Savior and Lord; repentance from sin; immersion in water for the remission of sin and the gift of the Holy Spirit.

B. Membership Transfer

Immersed believers desiring to transfer membership to Miamisburg Christian Church may do so through an acknowledgement of previous commitment and reaffirmation of faith.

C. Member Expectations

Members are expected to attend regularly and to participate in the mission and ministry of the church, except for incapacity.

D. Removal

The privileges of membership and of fellowship with the congregation shall be withdrawn only as a last resort by disciplinary action. The exercise of disciplinary action shall rest in the hands of the Elders in accordance with the New Testament using Matthew 18:15-17.

ARTICLE IV - LEADERSHIP

SECTION 1 - ELDERS

A. Qualifications

An Elder must meet the qualifications set forth in the New Testament (I Timothy 3:2-7, Titus 1:6-9 and I Peter 5:2-3).

He must be a member of Miamisburg Christian Church for a minimum of 1 year. (Article III).

B. Minimum Number

While there is no established biblical mandate for a minimum number of Elders, those Elders currently serving will determine the appropriate number of Elders to serve the church, however, it shall be no less than three at any time. To meet this minimum number, the remaining Elders may appoint additional Elders on an interim basis until a permanent selection (Article IV, Section 1-C) is completed. Within 90 days of an interim-Elder appointment a business meeting of the church members shall be called to confirm a permanent Elder.

C. Selection

The process of selecting Elders is as follows:

- The Elders compile a list of potential candidates from members of the church. These men must meet the

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requirements as stated in Article IV, Section 1-A: Qualifications.

- The Elders prayerfully review the list of potential candidates and select the men to invite as candidates to serve as an Elder.
- The Elders conduct in-depth interviews with the candidates.
- After the interview process the Elders shall vote on whom to present as Elder-Candidates to the membership.
- The current Elders shall communicate the names of Elder-Candidates to the membership two-weeks prior to an affirmation vote. During this two-week time period any concerns about an Elder-Candidate should be expressed in writing with signature to any current Elder.
- Elder affirmation requires a 75% approval of voting-eligible members (Article VII Section C) present and voting during the affirmation process.
- An Elder officially begins his new ministry with a time of prayer and dedication in a public worship service.

D. Responsibilities and Authorities

The authority to guide and direct the ministries of the church is delegated from the Elders through the Senior Minister to the church staff allowing the Elders to focus on four primary areas:

- 1. Prayer** - Elders are actively involved in prayer for the church, its members and those needing to be reached for Christ.
- 2. Protection** - Elders protect the congregation and guard the doctrinal purity of the church.
- 3. Pastoral Care** - Elders are responsible for shepherding the congregation including but not limited to, caring for the spiritual, emotional, physical and relational needs of people.
- 4. Policy** - The Elders are responsible for establishing all policies for Miamisburg Christian Church. Implementation of church policy is delegated to the church staff through the Senior Minister.

The Elders recommend to the church members, for approval voting, matters related to expenditures exceeding 10% of the current annual church budget, including the purchase or sale of real property, construction projects and other capital acquisitions.

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The Elders shall annually select three men to serve as the Trustees of Miamisburg Christian Church. The Trustees shall have authority to execute and deliver any document required by law.

If a Trustee cannot fulfill his role then the Elders shall select another person to fill the open Trustee position.

The Elders shall choose their officers.

Fifty percent of the Elders in office shall constitute a quorum, which is required to conduct an official Elders' meeting. The other Elders not in attendance must be cognizant of the meeting and agree to it being held.

E. Resignation

An Elder may resign from serving by providing a written notice to the remaining Elders.

F. Removal

An Elder may be removed from office for reason of lack of function, Christian faith or character by a 75% vote of the remaining Elders.

SECTION 2 - DEACONS

A. Qualifications

A Deacon must meet the qualifications set forth in the New Testament (I Timothy 3:8-13).

He must be a member of Miamisburg Christian Church for a minimum of 1 year. (Article III).

B. Number of Deacons

The number of Deacons serving shall be at the discretion of the Elders.

C. Selection

The process of selecting Deacon is as follows:

- The Elders compile a list of potential candidates from members of the church. These men must meet the requirements as stated in Article IV, Section 2-A: Qualifications.

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- The Elders prayerfully review the list of potential candidates and select the men to invite as candidates to serve as a Deacon.
- The Elders conduct in-depth interviews with the candidates.
- After the interview process the Elders shall vote on whom to present as Deacon-Candidates to the membership.
- The current Elders shall communicate the names of Deacon-Candidates to the membership two-weeks prior to an affirmation vote. During this two-week time period any concerns about a Deacon-Candidate should be expressed in writing with signature to any current Elder.
- Deacon affirmation requires a 75% approval of voting-eligible members (Article VII Section C) present and voting during the affirmation process.
- A Deacon officially begins his new ministry with a time of prayer and dedication in a public worship service.

D. Role

Deacons shall assist the Elders in the areas of prayer and pastoral care of the congregation and community.

E. Resignation

A Deacon may resign from serving by providing a written notice to the Elders.

F. Removal

A Deacon may be removed from office, by a 75% vote of the Elders, for reason of lack of function, Christian faith or character.

SECTION 3 – MINISTRY LEADERS

A. Philosophy of Ministry

We believe that God endows every Christian with certain spiritual gifts or abilities to be used in the service of His Church as stated in Ephesians 4:11-13. We believe that the members of the church are its ministers. The work of our leaders—the Elders and staff ministers—is to train, deploy and encourage our members in the various ministries of the church.

B. Qualifications

A Ministry Leader must be a follower of Christ, a person of good character who is devoted to the mission of the Kingdom of God and

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the mission of this church. A Ministry Leader must be a baptized believer and a member of this church family (Article III). A Ministry Leader is a person willing to meet a church ministry need serving as a leader in an area matching their giftedness and passion.

C. Selection

A Ministry Leader is selected by a church staff minister to provide leadership for a specific ministry. The Executive Administrator shall provide the name of the selected person to the Elders for affirmation.

D. Role

Ministry Leaders are accountable to assigned church staff ministers. Church staff ministers are responsible for providing guidance, direction and oversight to each Ministry Leader.

E. Term of Service

Term of service is determined by the ministry area and by the Ministry Leader job description for each specific area.

F. Resignation

A Ministry Leader may resign from serving by providing a written notice to their assigned church staff minister. The Executive Administrator shall notify the Elders of all voluntary resignations.

G. Removal

A Ministry Leader may be removed from their role by their assigned church staff minister for reason of lack of function, Christian faith or character. The Executive Administrator shall notify the Elders prior to a Ministry Leader being removed from their position.

ARTICLE V – STAFF MINISTERS

A. Senior Minister

The Senior Minister shall be a salaried staff minister. He has overall responsibility for church staff and implementation of ministries and policies. He is accountable to the Elders for the performance of his ministry, the quality of his character and the doctrine of his teaching.

B. Senior Minister Selection Process

To be called as the Senior Minister a candidate must be nominated by a unanimous affirmative vote of the Elders and confirmed by a 75% approval of voting-eligible members (Article VII Section C) present and voting in the affirmation process.

C. Executive Administrator

The Executive Administrator is responsible for the business functions of the church. He is accountable to the Senior Minister for the performance of his ministry.

The Executive Administrator has the fiduciary duty to implement, execute and oversee the Elder approved financial policies of the church.

The Executive Administrator is responsible for church administrative duties, facilities oversight and daily direction of staff.

D. Other Ministers and Staff

The hiring of all other ministers and professional staff requires a unanimous affirmative vote of the Elders.

E. Removal

The Elders, voting unanimously, have the authority to ask for the immediate resignation of any minister or staff personnel in the interest of the welfare of the congregation.

Termination agreements as stated in an individual staff minister's contract apply.

Termination procedures stated in the Miamisburg Christian Church employee handbook apply to non-contract staff and employees.

ARTICLE VI MISSIONS

A. Commitment

Miamisburg Christian Church commits to supporting missions of the church and the work of the Great Commission.

B. Support

A minimum of 10% of all general fund offerings shall be given to missions.

ARTICLE VII– MEETINGS

A. Regular Gatherings

This church shall hold regular gatherings for worship, teaching, and fellowship.

B. Business Meetings

The Elders shall call business meetings of the church membership by providing at least a one-week meeting notice to the members of the church. The nature of the business shall be stated in the notice. Only the business agenda stated in the announced purpose of the meeting shall be transacted at the meeting.

A quorum shall consist of the members present in person. No proxies will be accepted.

The Elders will designate a person to preside at church business meetings.

The Elders will designate a person to keep minutes of each congregational business meeting. The minutes will record the approximate number of members present and the actions taken.

Special meetings of the church membership can be called by the Elders or by written request presented to the Elders by at least 25% of the voting-eligible members (Article VII Section C). Special meetings follow the same protocol as other business meetings.

C. Voting Requirements

Any member, at least 18 years old, of Miamisburg Christian Church is entitled to one vote. No proxies will be accepted. Any absentee voting will be at the discretion of the Elders. A blank space on any ballot will be counted as neutral.

Church members shall vote on

- Affirmation of Elders and Deacons
- The hiring of the Senior Minister
- Expenditures exceeding 10% of the current annual church budget, including the purchase or sale of real property, construction projects and other capital acquisitions. (Article IV, Section 1-D)

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- Amendments to the bylaws (Article IX, Section B)
- Other matters referred to the members by the Elders
- Other matters referred by the members to the Elders, by written request of at least 25% of the voting-eligible members.

D. Procedure

All meetings, including congregational, Elders and ministry, shall be conducted in a manner consistent with the spirit and meaning of the Scriptures of the Holy Bible.

ARTICLE VIII- INDEMNIFICATION

The Corporation (Miamisburg Christian Church) shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or

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completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he is or was a director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any of the following:

(a) Any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper;

(b) Any action or suit in which liability is asserted against a director and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code.

To the extent that a trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred in this Article, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection with that action, suit, or proceeding.

Unless ordered by a court and subject to the above provision, any indemnification under this Article shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, agent, or volunteer is proper in the circumstances because he has met the

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applicable standard of conduct set forth in this Article. Such determination shall be made in any of the following manners:

- (a) By a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in this Article.
- (b) Whether or not a quorum as described above is obtainable, and if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five years;
- (c) By the members of the Corporation;
- (d) By the court of common pleas or the court in which the action, suit, or proceeding referred to in this Article was brought.

If an action or suit by or in the right of the Corporation is involved, any determination made by the disinterested directors under this Article or by independent legal counsel under this Article shall be communicated promptly to the person who threatened or brought such action or suit and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Expenses, including attorney's fees, incurred by a trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, agent, or volunteer in defending any action, suit, or proceeding referred to in this Article may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Directors in the specific case, upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, agent, or volunteer to repay the amount if it ultimately is determined that he is not entitled to be indemnified by the Corporation.

The indemnification authorized by this Article is not exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles of Incorporation, these Regulations, any agreement, a vote of members or

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disinterested directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, elder, deacon, ministry leader, executive administrator, minister, agent, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Any indemnification authorized herein shall be permitted only to the extent that it does not constitute an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code

ARTICLE IX – AMENDMENTS

A. Approval

These bylaws become effective when approved by the church members and all previous constitutions and bylaws of Miamisburg Christian Church, previously named Miamisburg Church of Christ, shall be null and void.

B. Amendment

An amendment can originate from any of the following.

- An amendment proposal by the Elders.
- A written amendment proposal submitted to and approved by the Elders.
- A written amendment proposal submitted to the Elders by at least 25% of the voting-eligible members.

Approved amendment proposals shall be made available to the church members by written notice at least 30 days prior to being voted on.

A 75% affirmative vote of the voting-eligible membership (Article VII Section C) present and voting in the amendment process is required to amend these bylaws.