



## Bylaws 2023

Amendment Approval Date: June 4th, 2023

# Miamisburg Christian Church

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# Miamisburg Christian Church

## ARTICLE I - NAME

### A. Church Name

The name of this church shall be Miamisburg Christian Church (MCC).

### B. Affiliation

This church is a free, autonomous and 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 several 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. Purpose

This Church was organized and incorporated in the State of Ohio and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

### B. Mission

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

## ARTICLE III – STATEMENT OF FAITH

1. We believe God is the Creator of the universe. He exists in three Persons, God the Father, God the Son Jesus, and God the Holy Spirit. God is all-knowing, all-powerful, compassionate, loving, and wise. He has always existed, and always will. He hears and answers prayer and offers the only hope for the world.

***Genesis 1: 1,27, Romans 1:20, 2 Corinthians 13:14***

2. We believe that Jesus of Nazareth is the Messiah, the Son of the Living God, God in human form. We believe that the virgin-born Son of God died for our sins, was buried, rose from the dead and is coming again. We believe He is both fully God and fully man.

***Philippians 2:5-7, John 14:9, John 8:58, John 1:1, 14, Colossians 2:9***

3. We believe the Holy Spirit, the Counselor sent from heaven, indwells all Christians. He works in the lives of unbelievers to convict them of sin and draw them back to God. He marks believers as the possession of God; He equips them to live godly lives; and He provides spiritual gifts, empowering them to carry out the work of ministry.

***John 14:26, John 16:8, Galatians 5:22-23, 1 Corinthians 12:11b, 2 Corinthians 1:21-22***

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4. We believe that the Bible is the inspired Word of God, the written record of His supernatural revelation of Himself to man, absolute in its authority, complete in its revelation, final in its content and without any error in its teaching.  
**2 Timothy 3:16-17, 2 Peter 1:20-21**
5. We believe in the historical creation of man.  
**Genesis 1:27**
6. We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged and every other stage or condition from conception through natural death. We are therefore called to defend, protect and value all human life.  
**Psalms 139:13-16**
7. We believe that all people are born with a sin nature.  
**Jeremiah 17:9, Romans 3:23**
8. We believe in the sanctity of marriage between one biological male and one biological female. Anything beyond that is outside of God's plan for His people. Therefore, all marriages performed by the church or its pastors, regardless of ceremony location, will be between one man and one woman.  
**Genesis 2:24, Jeremiah 29:6, Isaiah 62:5, Hebrews 13:4, Leviticus 20:13**
9. We believe that Christ died on the cross to atone for the sins of mankind- past, present, and future.  
**Isaiah 53:3-6, 2 Corinthians 5:21, Romans 5:8**
10. We believe in the literal, bodily resurrection of Christ from the dead as prophesied.  
**1 Corinthians 15:1-4**
11. We believe in the literal return of Christ as promised.  
**John 14:1-6, 1 Thessalonians 4:16-18, 2 Peter 3:3-4, 10, 13**
12. We believe in the assignment of all people to heaven or to hell at their time of death or at the time of Christ's return.  
**Hebrews 9:27, 2 Thessalonians 1:8-9, Revelation 20:15, 2 Corinthians 5:6-10**
13. We believe that the forgiveness of sins and the gift of eternal life are promised to those who trust Jesus Christ as their Lord and Savior.  
**John 3:16-17, Ephesians 2:8-9**
14. We believe that those putting their trust in Christ should repent of their sins, confess their faith, and be baptized into Him.
  - a. We do not administer baptism to infants or to children who have not confessed faith in Christ, nor do we baptize by any mode other than immersion.
  - b. We would ask any believer who has not been baptized by immersion to submit to that New Testament form before becoming a member of Miamisburg Christian Church.**Romans 10:9, Acts 2:38-39, Romans 6:3-4**

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15. We believe that those who receive Christ also receive the indwelling presence of the Holy Spirit: He marks them as the possession of God, manifests the fruit of righteousness in their character, and endows them with spiritual gifts for ministry.

***2 Corinthians 1:21-22, Galatians 5:22-23, 1 Corinthians 12:4-6***

16. We believe that a spiritual gift is a special ability, given by the Holy Spirit to every believer, to be used to minister to others and thereby build up the Body of Christ.

***1 Peter 4:10, Romans 12:6-8, 1 Corinthians 12:7-11***

- a. We believe that in New Testament churches which were led by Apostles or by those specially empowered by the laying on of the Apostles' hands, miraculous gifts were manifested. ***Acts 2:43, 2 Timothy 1:6***
- b. We believe that in New Testament churches which lacked direct apostolic leadership, non-miraculous gifts prevailed: The miraculous gifts were not present. ***Acts 8:5-8, 14-17***
- c. While we believe that God continues to answer prayer and work miracles, today, we do not expect to see the miraculous spiritual gifts manifested in the church because of the lack of apostolic leadership.
- d. We ask that those who seek the miraculous gifts (e.g. speaking in tongues) to not practice those gifts within our worship services or promote the exercise of those gifts among our members.

17. We believe that the pattern of the New Testament was to observe the Lord's Supper each week.

***Acts 20:7***

18. We believe that each believer should give a generous, intentional, regular, proportional gift of his or her income to God, through the local church, as a spiritual discipline. We believe that the tithe (one-tenth) is the standard by which Christians determine if they are giving generously.

***Malachi 3:10, 1 Corinthians 16:2, 2 Corinthians 9:6-7***

19. We believe that God answers prayer, occasionally in miraculous ways. We believe prayer is a spiritual discipline that should be taught and learned within the Body of Christ.

***Acts 1:14, Colossians 4:2, 1 John 5:14-15***

20. We believe the Church is a body of Christ-followers who should live in community and enjoy the connection possible in the fellowship of small groups.

***Acts 2:44-47***

21. We believe the "Will of God" is discerned through the direct teaching of the Scriptures as well as through prayer, wise counsel, and a careful consideration of circumstances.

***Proverbs 16:3, Proverbs 19:21, James 1:5, James 4:13-15, Romans 12:1-2***

22. We believe the Church should seek unity with all believers in matters essential to the universal Christian faith, and contend for liberty in all matters wherein the Lord has not spoken through His Word.

***Ephesians 4:2-6***

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23. We believe the local church is an autonomous body which cooperates with many Christian agencies but is regulated or dominated by none.

***Ephesians 5:23b***

24. We believe love is to be shown to all people as the central trait of the Christian faith.

***John 13:35, 1 Peter 4:8***

25. We believe the mission of the church is to reach the spiritually lost for Christ, to teach with the goal of “forming Christ in them,” and then to mobilize believers to accomplish God’s purposes in the world by making disciples who make disciples.

***Matthew 28:18-20***

26. We believe that God wonderfully and immutably creates each person as a biological male or biological female, and that these two distinct, complementary genders together reflect the image and nature of God. We believe that gender is assigned by God at birth and the Holy Scripture does not permit an individual to alter their sexual identity physically or otherwise.

***Genesis 1:27***

## ARTICLE IV – MEMBERSHIP

### A. Qualifications

Our requirements for membership are derived from those outlined for the original Church described in the New Testament (John 3:16; Acts 2:38-39, Acts 3:19, Romans 10:9-10 ): Belief in Jesus as Lord, 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

Immersed believers attending MCC prior to 2021 and abiding by the Member Expectations (Article IV, Section C) are considered “active” members.

Membership to the church is achieved by the following methods.

- Immersed believers: immersed believers desiring to place membership to Miamisburg Christian Church may do so through completion of the Church's membership class and to abide by the church’s membership covenant.
- New believers: new believers must acknowledge a personal commitment of faith in Jesus Christ for salvation and be baptized by immersion as a testimony of salvation, and complete the Church's membership class.

### C. Member Expectations

Members are expected to attend (on site at campus) regularly (averaging at least four times per quarter) and to participate in the mission and ministry of the church, except for incapacity.

### D. Member Status: Active / Inactive

**Active status:** An active member has placed membership and has participated in one of the following activities beyond Sunday morning services within the last 12 months; Giving, Serving on a Ministry Team, Participating in a Bible Study or Small Group Study. Following a 12 month lapse, a member would become inactive and lose voting privileges.

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**Inactive status:** An individual is moved from active to inactive status if they do not meet the requirements for “active status” except for incapacity, or publicly acknowledging regular attendance at another church. Inactive members do not have voting rights in any church business activities as outlined in Article IX, Section C.

## **E. 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 V – 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 (Article IV) of Miamisburg Christian Church for a minimum of 1 year. Only one member from each immediate family may serve as an Elder at any one time.

#### **B. Minimum Number**

While there is no established biblical mandate for a minimum number of Elders, the duly elected 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 (not including ex-officio Elder). To meet this minimum number, the remaining Elders may appoint additional Elders on an interim basis until a permanent selection (Article V, 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 requirements as stated in Article V, 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 a background check and in-depth interviews with the candidates.
- After the Interview process the Elders shall determine whom to present to the membership as Elder-Candidates. Elder-Candidate Affirmation requires a unanimous affirmative vote of the current Elders.
- The Elders shall communicate the names of the Elder-Candidates to the membership who will be given twenty-one (21) days to review the list of Elder-Candidates and to ask questions or voice objections. All objections or concerns shall be in written form (email acceptable) and addressed to the Lead Pastor and current Elders. Concerns must be Biblical in nature, with complete contact information for the individual(s) raising the concern.



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- At the end of the 21-day membership review and after any objections have been addressed by the Elders, those candidates nominated for the office of Elder and who are willing to accept the responsibilities of being an Elder at MCC will be voted on by the membership.
- Elder affirmation requires a 75% approval of voting-eligible members (Article IX Section C) present (on site at campus) and voting during the affirmation process.
- An Elder officially begins his new ministry with a time of prayer and dedication as part of a regularly scheduled time of public, corporate worship.

## D. Responsibilities and Authorities

The authority to guide and direct the ministries of the church is delegated from the Elders through the Lead Pastor 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 Lead Pastor.

## E. Terms of Service

While each duly elected Elder shall be asked for a one-year commitment, subject to review by their peers, the terms of service shall be for an indefinite period of time, assuming the Elder continues in his desire to serve and exhibits the character and qualifications of an Elder.

## F. Organization of the Elders

- **MEETINGS:** The Elders will meet as a collective group as often as they deem necessary, and minutes shall be recorded of each meeting. A majority percentage of the duly elected Elders in office shall constitute a quorum, which is required to conduct an official Elders' or Executive Leadership Team meeting. The other duly elected Elders not in attendance must be cognizant of the meeting and agree to its being held.
- **STRUCTURE:** The duly elected Elders will serve in one of three primary areas according to their giftedness and calling: teaching, shepherding and administration.
- **OFFICERS:** The Elders will appoint annually from their own number men who will serve in the following roles: Chairman, Vice-Chairman, and Recording Secretary / Treasurer. These individuals will also serve as the corporate officers (directors) of the Church and as such shall have authority to execute and deliver any document required by law.

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## **G. Sabbatical**

A sabbatical leave for Elders will begin following their sixth year of leadership and will last for a minimum of 12 months (September to August). During this time our Elders are encouraged to continue to serve at MCC but at a level that allows rest from the stresses of oversight of the church. This is time for rest, renewal, and refreshment. It is to be a time to receive spiritual nourishment, a change of perspective, to deepen the Elder's relationship with God, themselves, and their family. It is to be a time of rest and cessation of his regular pastoral duties and activities. Sabbaticals will also be granted, and encouraged, when Elders experience stresses and other life circumstances that would hinder their effective service as an Elder.

## **H. Resignation**

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

## **I. Removal**

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

## **SECTION 2 – EXECUTIVE LEADERSHIP TEAM**

MCC is governed by Elders who have been duly elected and affirmed by the congregation (see Section 1 for qualifications and selection). The Elders have the ultimate authority and responsibility to oversee, protect, guard, and shepherd the members of this church body. The staff is hired by the Elders to implement the vision cast by the ELT, lead ministries, and perform the day-to-day operational matters having the accompanying authority as delegated by the Elders to staff. This leadership structure is referred to as an "Elder Protected, Staff Led" governance model.

The Lead Pastor shall be an ex-officio (by virtue of holding the Lead Pastor position) Elder provided he meets the qualifications of Section 1. He cannot serve as an officer of the corporation or vote on any compensation recommendations affecting employees of the Church.

All duly elected Elders, along with the Lead Pastor, shall comprise the Executive Leadership Team and shall meet regularly for the oversight and protection of the church along with conducting the transactions of business pertaining to the welfare of the congregation. The duly elected Elders shall serve as the corporate officers for MCC.

The Executive Leadership Team (ELT) has been entrusted to oversee and lead the church. If the ELT is to lead, then on any given issue the Elders must speak with one voice. The strength of this single voice arises from the diversity of viewpoints that all Elders bring to the group. This one-voice principle does not mean that there should be unanimity or lack of diversity among the Elders, differences among individual Elders are not only to be respected, but also encouraged. The authority of Elders, therefore, is not as individuals, but as the ELT as a whole, a corporate entity entrusted to oversee and lead the church.

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The ELT, by unanimous vote, can invite members of the congregation or staff to participate in discussions or present reports at the ELT Meetings, however these participants may not make motions or vote.

The ELT will recommend to the church members the following for approval voting (see Article IX for Meeting and Voting requirements) as required:

- Expenditures exceeding 10% of the current year’s annual budget, including the purchase or sale of real property, construction projects, and other capital acquisitions, by a 75% approval of voting-eligible members (Article IX Section C) present (on site at campus) and voting in the affirmation process.
- Confirmation of selection of Lead Pastor by a 75% approval of voting-eligible members (Article IX Section C) present (on site at campus) and voting in the affirmation process.
- Confirmation of selection of Elder-Candidates by a 75% approval of voting-eligible members (Article IX Section C) present (on site at campus) and voting in the affirmation process.

## **SECTION 3 – MINISTRY LEADERS**

### **A. Philosophy of Ministry**

Ministry Leaders are considered “Leaders of Leaders” at MCC. 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 pastors—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 the mission of this church (2 Timothy 2:15 and 2 Peter 1:5~8). A Ministry Leader must be a baptized believer and a member of this church family (Article IV). 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 pastor to provide leadership for a specific ministry. The Executive Pastor shall provide the name of the selected person to the ELT for affirmation. Ministry leaders must sign and agree with the statement of faith as well as team assumptions.

### **D. Role**

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

### **E. Term of Service**

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

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## **F. Resignation**

A Ministry Leader may resign from serving by notifying their assigned church staff pastor. The Executive Pastor shall notify the ELT of all voluntary resignations.

## **G. Removal**

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

## **ARTICLE VI – PASTORS AND STAFF**

### **A. Lead Pastor**

The Lead Pastor shall be a salaried staff Pastor and is an employee of the congregation but is also a member of the congregation and an ex-officio Elder; the Lead Pastor contributes their time, talents, and treasures and shall be accorded all the privileges of membership in the congregation.

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.

Additional duties are detailed in the “Lead Pastor” job description.

#### **1. Lead Pastor Selection Process**

To be called as the Lead Pastor a candidate must be nominated by a unanimous affirmative vote of the duly elected Elders and confirmed by a 75% approval of voting-eligible members (Article IX Section C) present (on site at campus) and voting in the affirmation process.

### **B. Executive Pastor**

The Executive Pastor shall be a salaried staff Pastor and is an employee of the congregation but is also a member of the congregation. The Executive Pastor is responsible for the business functions of the church and is accountable to the Lead Pastor for the performance of their ministry. The Executive Pastor has the fiduciary duty to implement, execute and oversee the ELT approved financial policies of the church. The Executive Pastor is responsible for church administrative duties, facilities oversight, and daily direction of staff.

Additional duties are detailed in the “Executive Pastor” job description.

### **C. Other Pastors and Staff**

Hiring of any salaried pastoral staff (part-time or full-time), or creation of a new position (pastoral or staff) requires a unanimous affirmative vote of the ELT. Salaried pastoral staff are employees of the congregation but also members of the congregation. Hiring of any support staff (part-time or full-time) is at the discretion of the Executive Pastor within budgetary guidelines, but will notify the ELT of their intentions to do so.

Additional duties for pastoral and support staff positions are detailed in the respective job description.

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## D. Sabbatical

The Biblical precedent and Christian tradition is for pastors to go on Sabbatical once every seven years. As a pastor's sabbatical, this is time for rest, renewal, and refreshment. It is to be a time to receive spiritual nourishment, a change of perspective, to deepen their relationship with God, themselves, and their family. It is to be a time of rest and cessation of their regular pastoral duties and activities.

Additional details of pastoral staff sabbatical are detailed in the "MCC Pastoral Staff Sabbatical Policies." All policies are available for review by contacting the Executive Pastor.

## E. Removal

The duly elected Elders, voting unanimously, have the authority to ask for the immediate resignation of any pastor or staff personnel in the interest of the welfare of the congregation. Termination agreements as stated in an individual staff pastor's contract apply. Termination procedures stated in the Miamisburg Christian Church employee handbook apply to non-contract staff and employees.

## ARTICLE VII – FINANCE

### A. Budget

The Executive Pastor and/or Business Administrator shall annually prepare and submit to the Executive Leadership Team (ELT) an inclusive budget, indicating by item the amount needed for all General Fund and other expenses. The ELT approved Annual Budget will be made available via the MCC website, with hard copies available upon request to the Executive Pastor.

### B. Handling of Funds

1. All funds needed for the maintenance of the church shall be provided by voluntary contributions, tithes and offerings. Every member shall decide before God what he or she can cheerfully give to the support of the Lord's work at home and in the foreign field (Malachi 3:10, I Corinthians 16:1-2; Romans 12:8).
2. All cash contributions shall be counted by at least two members.
3. Cash deposits must be made promptly in a local bank.
4. Separate accounts will be established as needed and segregated for specific purposes i.e.: General Fund, Building Fund, Missions, etc.
5. Financial records, without exception, are to be kept by the Executive Pastor.
6. Financial Reporting shall be furnished to the ELT and made available to the membership no less than quarterly via the MCC website. Hard copies available upon request to the Executive Pastor.
7. Financial information is available to members, on request, except for:
  - a) Individual staff salary and benefit amounts will not be shared - only aggregate salary and benefit amounts will be provided, and
  - b) Individual giving records will not be shared except for the specific individual requesting their own information.
8. The Executive Pastor shall act as overseer of all financial activities. If the Executive Pastor position is vacant, the ELT will select an overseer for all financial activities.
9. Expenditures exceeding 1.5% of the current year's annual budget, including the purchase or sale of real property, construction projects, and other capital acquisitions, must have documented approval by the ELT.
10. The church fiscal year shall begin on January 1<sup>st</sup> and end December 31<sup>st</sup> of each year.

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## C. Debt

The leadership of MCC desires to be the best steward of all that God has entrusted to us, and to be accountable to each donor who supports our ministry with their gifts. As a result, we believe that the best position is limited long-term debt when required for ministry growth. Since scripture does not prohibit debt, we do not believe this is a right or wrong issue, but simply the best and most prudent posture for us to take. In taking this position, we also acknowledge our total and complete dependence on God for what He chooses to do in and through our ministry.

## ARTICLE VIII MISSIONS

### A. Commitment

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

### B. Support

MCC Missions (not including MCC Missions Trips) will be funded by an amount not less than 10% of annual general fund offerings.

## ARTICLE IX MEETINGS

### A. Regular Gatherings

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

### B. Business Meetings

The ELT can call business meetings of the church membership by providing at least a two week notice prior to the meeting to members of the church. The notice shall be announced during normal Sunday service times and the purpose of the business meeting described at that time. Additional notifications via email and social media will follow after the first notification. Only the stated announced purpose of the meeting shall be transacted at the meeting. A quorum shall consist of the members present in person (on site at campus) at the time of the meeting. No proxies will be accepted. The ELT will designate a person to preside at church business meetings and 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 business meetings of the church membership can be called by the ELT by written request presented to the ELT by at least 25% of the voting-eligible members (Article IX Section C). Special Business meetings follow the same protocol as other Business meetings.

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## C. Voting Requirements

Any active member of Miamisburg Christian Church who is at least 18 years old is entitled to one ballot vote (on site at campus) during the Business Meeting. Members will provide their name and contact information on the ballot. Missing contact information or a blank space on any ballot will be counted as neutral. No proxies will be accepted. Any absentee voting will be at the discretion of the ELT. Active members shall vote on:

- Affirmation of Elders
- The hiring or succession of the Lead Pastor
- Expenditures exceeding 10% of the current annual church budget, including the purchase or sale of real property, construction projects and other capital acquisitions.
- Amendments to the bylaws (Article XIV, Section B)
- Other matters referred to the members by the ELT
- Other matters referred by the members to the ELT, by written request of at least 25% of the voting-eligible members.

## D. Procedure

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

## ARTICLE X- 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 Pastor, Lead Pastor, 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 Pastor, Lead Pastor, 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 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 Pastor, Lead Pastor, or agent of or a

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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 Pastor, Lead Pastor, 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 Pastor, Lead Pastor, 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 Pastor, Lead Pastor, agent, or volunteer is proper in the circumstances because he has met the 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



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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 Pastor, Lead Pastor, 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 Pastor, Lead Pastor, 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 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 Pastor, Lead Pastor, 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 XI – NONPROFIT STATUS**

MCC is a nonprofit corporation under the laws of the state of Ohio and is organized under the Ohio Business Organization Code, as amended (the "Code"). Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

As a 501(c)(3) organization, MCC will not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office."

## **ARTICLE XII – ADDITIONAL PROVISIONS**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.
2. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

## ARTICLE XIII – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The officers (directors) have the authority after paying all creditors to give the assets to another church or a charity exempt under 501(c)(3).

## ARTICLE XIV – 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 Executive Leadership Team.
- A written amendment proposal submitted to and approved by the Executive Leadership Team.
- A written amendment proposal approved by at least 25% of the voting-eligible members submitted to the Executive Leadership Team for a 75% affirmation vote.

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 IX Section C) present (on-site at campus) and voting in the amendment process is required to amend these bylaws.

Last amendment: June 24, 2007