

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**CENTRAL CHRISTIAN CHURCH**

The following Bylaws were adopted by the Administrative Board of Central Christian Church at its regular meeting January 30, 2010 pursuant to Article VIII of the Church's Constitution.

**ARTICLE I**  
**LAY OFFICERS OF THE CONGREGATION**

1.1 Qualifications.

1.1.1 Officers must be members of the Congregation.

1.1.2 Officers must be active in the Congregation's life and give evidence of seeking to grow in their own understanding and practice of the Christian life. Such evidence would include the following:

- A. Conduct of one's life in the teachings of Jesus Christ.
- B. Promotion of good will and Christian fellowship in the Congregation and community.
- C. Attendance at worship services and scheduled meetings of the Congregation.
- D. Regular financial contributions to the support of the Church and its outreach program.
- E. Willingness to fulfill assignments on behalf of the Church.
- F. Demonstrated skills or evident potential in carrying out responsibilities of the particular office.

1.2 Term of Office. The Administrative Board shall elect from their membership a Chair, Vice Chair, Secretary and Treasurer. Beginning in July, 1999 the Chair shall serve a one year term and the Vice Chair shall serve a one year term as Vice Chair and a one year term as Chair. The Secretary and Treasurer shall be elected to a one year term. The aforesaid officers may be elected to one additional one year term following their initial year of service.

1.3 Service on the Administrative Board.

1.3.1 In July, 1999 the Board of Elders shall select three (3) members from each of the three classes who shall serve as members of the Administrative Board during their term as Elder. Thereafter in July of each year, the Board of Elders shall select three

(3) members from the first year class of Elders who shall serve a three (3) year term as a member of the Administrative Board.

1.3.2 In July, 1999 the Deacons shall elect seven (7) members from each of the three classes to serve as members of the Administrative Board. Thereafter in July of each year, the Deacons shall select seven (7) members from those Deacons just installed as Deacons to serve a three (3) year term as members of the Administrative Board.

1.3.3 The Elders and Deacons initially elected to the Administrative Board in July of 1999 shall serve as members of the Board until their respective terms as Elder and Deacon expires.

## **ARTICLE II VACANCIES ON THE ADMINISTRATIVE BOARD**

2.1 Officer Vacancies. If the Chair of the Administrative Board is unable to complete the term of office for which he or she was elected, the Vice-Chair shall assume the office of Chair for the remainder of the term. In the event the Vice-Chair is unwilling or unable to assume the office of Chair, a special meeting of the Nominating Committee shall be convened within two (2) weeks to nominate a candidate to complete the term.

If a vacancy occurs in the office of Vice-Chair, Secretary or Treasurer, a special meeting of the Nominating Committee shall be convened within two (2) weeks to nominate a candidate to complete the term. Upon the Nominating Committee selecting a candidate to fill a vacancy, a meeting of the Administrative Board shall be held within thirty (30) days to elect the officer to complete the term.

2.2 Board Vacancies. Should the Chairman of the Board of Trustees or the Elder or Deacon representatives to the Administrative Board be unable to complete their term of office, then the Board which they represent shall within two (2) weeks nominate one of their members to complete the term.

## **ARTICLE III MODERATOR OF THE CONGREGATION VACANCY**

If the Moderator of the Congregation is unable to complete the office to which he or she was elected, a special meeting of the Nominating Committee shall be convened within two (2) weeks of the vacancy to nominate a candidate to complete the term of office.

The Chair of the Administrative Board shall act as interim moderator while the vacancy exists.

Upon a candidate being selected by the Nominating Committee, a meeting of the Congregation shall be called by the Chair of the Administrative Board within thirty (3) days of the nomination to elect a new moderator.

## **ARTICLE IV COMMITTEES**

- 4.1 Personnel Committee. The Personnel Committee shall have the following responsibilities:
- a. Review the job descriptions of the ministers and administrative staff and relate them to missions and goals of the Church.
  - b. Review and recommend revisions in the staffing and/or job responsibilities as changes in the Church's activities occur.
  - c. Review and recommend levels of compensation for the various staff positions in keeping with the responsibilities and expectations of the positions.
  - d. Make recommendations to the Council of Ministries for the appropriate level of compensation for the coming year.
  - e. Review recommendations from the personnel policy and tax subcommittee for the fringe benefits provided by the church, recognizing that all such costs are part of the total compensation package. Changes in tax laws that effect tax exempt compensation are to be considered.
  - g. Review proposals for sabbatical leave and recommend acceptance, considering the time and proposed activity in relationship to the Church's mission and goals. Receive and review the written report of such sabbatical projects, and publish for the congregation, if appropriate.
  - h. Establish and review criteria for coordination of requests for time away from the Church, including vacation time, conference time, continuing education time, extended sick leave, etc. These requests should be coordinated so the Church is assured that there is adequate coverage of the needs of the congregation during absences.
  - i. Review and consider any modifications of the Church's policy considering honorariums and other intellectual properties.
  - j. Such other business related to personnel matters, including updating and monitoring the employee manual.
  - k. Make annual reports to the Administrative Board at least annually.
  - l. The Chair of the Personnel Committee shall be a voting member of the Council of Ministries and attend Administrative Board meetings to provide input on personnel matters.
  - m. The Personnel Committee shall meet at least quarterly each year.
- 4.2 Membership on the Personnel Committee. The Personnel Committee shall consist of six (6) members of which one (1) shall be appointed by the Moderator of the Congregation at large, one (1) appointed by the Chair of the Administrative Board from the Board, one (1)

appointed by the Chair of the Board of Elders from the Board of Elders, one (1) appointed by the Chair of the Board of Deacons from the Board of Deacons, one appointed by the Stewardship and Finance Committee Chair from the Stewardship and Finance Committee and one (1) non-staff minister in the congregation appointed by the Senior Minister. Members of the Committee shall be elected to three (3) year staggered terms beginning in July, 1999. For the initial terms, the Elder and Administrative Board appointees shall serve a three (3) term, the Deacon and Congregation appointees shall serve a two (2) year term and the non-staff minister shall serve a one (1) year term. Beginning in July 2004, the Stewardship and Finance Committee member shall be on the same staggered term with the non-staff minister. The Chair of the Administrative Board shall appoint one of the members of the Personnel Committee as chair and another member as Vice Chair. Beginning in July 2003, the Vice Chair will subsequently become chair in the following year.

#### 4.3 Ministerial Search Committee.

4.3.1 General Duties. The Search Committee shall recommend a new professional staff member to the Administrative Board. The Search Committee shall define the duties of any interim required and recommend the interim to the Executive Committee. They shall recommend the salary and employment specifications of both the interim and subsequent full-time minister.

4.3.2 Senior Minister. The Search Committee for the Senior Minister shall be appointed by the Chair of the Administrative Board in consultation with the Moderator of the Congregation. The Chair and Vice Chair of the Administrative Board and the Moderator of the Congregation shall serve on the Search Committee as *ex officio* members.

4.3.3 Associate Ministers and Other Professional Staff. The Search Committee for associates including other professional staff shall be appointed by the Chair of the Administrative Board in consultation with the Moderator of the Congregation and the Senior Minister. The Chair of the ministry served by the associate shall serve as *ex officio* members of the Committee.

### **ARTICLE V ELECTION OF REPRESENTATIVES TO ASSEMBLIES**

5.1 General Assembly. The Outreach Ministry shall recommend a list of proposed delegates to the Administrative Board for election. The Moderator of the Congregation, Chair of the Administrative Board, Vice Chair of the Administrative Board, Secretary of the Administrative Board, Treasurer of the Administrative Board and other Executive Committee members shall be selected in the above order for the lay voting representatives from Central Christian Church. If an insufficient number cannot attend, the Administrative Board shall elect other representatives from the nominees appointed by the Outreach Ministry.

- 5.2 Regional Assembly. The Outreach Ministry shall recommend a list of proposed delegates to the Administrative Board for election. The Moderator of the Congregation, Chair of the Administrative Board, Vice Chair of the Administrative Board, Secretary of the Administrative Board, Treasurer of the Administrative Board and other Executive Committee members shall be selected in the above order for the lay voting representatives from Central Christian Church. If an insufficient number of the above cannot attend or if additional representatives are required, the Administrative Board shall elect other representatives from the nominees presented by the Outreach Ministry.

## **ARTICLE VI MINISTRY AREAS**

- 6.1 Ministries. The Administrative Board shall establish such ministries as it shall determine from time to time. Each ministry shall be headed by a Chair and a Vice Chair selected as set forth herein. Further, each ministry will include at least one member of the Board of Elders as a functioning member. [approved October 30, 2013] Each ministry Chair shall serve as a member of the Council of Ministries.
- 6.2 Chairs and Vice Chairs. Each ministry shall nominate one (1) of its members as Chair and one (1) as Vice Chair in consultation with the Minister(s) who work with that area. The Chair and Vice Chair shall be submitted to the Administrative Board for approval. The Treasurer of the Administrative Board shall be the Chair of the Stewardship and Finance Committee.
- 6.3 Terms for Chair and Vice Chair. In order to provide continuity and flexibility in Ministry Leadership roles, the Chair shall serve a one (1) year term and renewable for one (1) additional year; and the Vice Chair shall serve one (1) year as Vice Chair also renewable for one (1) additional year pursuant to approvals as set forth in paragraph 6.2. At the completion of the term of the Chair, whether that be for one (1) year or for one additional year, the Vice Chair shall assume the role of the Chair for one (1) year with one (1) additional optional year as set forth above. The Ministry shall, at the completion of the Chair's term, nominate a new Vice Chair with terms as set forth above. Should a vacancy occur in the office of the Chair, the Vice Chair shall become the Chair. Should a vacancy occur in the office of the Vice Chair, the members of the ministry shall nominate a successor who shall be approved by the Administrative Board. [approved November 20, 2013]
- 6.4 Council of Ministries. The Council of Ministries is for permanent planning and services at Central Christian Church. The Council shall consist of the Chair, Vice-Chair, Secretary and Treasurer of the Administrative Board, Moderator of the Congregation, Chairs of all Ministries, Chair of the Board of Elders, Chair of the Board of Deacons, Chair of the Personnel Committee and President of the CWF. The Senior Minister shall serve as the staff liaison.

The Council of Ministries shall report to the Administrative Board in executing church-wide planning functions. The Council shall be responsible for the following:

- A. Evaluating all programs of the Church, existing and new, with the objective of prioritizing the programs that are needed to fulfill the mission of the Church.
- B. Preparing recommendations regarding programs of the Church that are thoughtfully formulated and thoroughly and clearly presented to the Administrative Board for action.
- C. Reviewing the needs, time and resources of the Church regarding personnel and financial abilities.
  - i. Personnel proposals regarding staffing must be presented by the Chair of the Personnel Committee first to the Council of Ministries and then the Administrative Board for approval.
  - ii. Budgetary impacts will be submitted to the Stewardship and Finance Ministry to determine the proposal's financial feasibility within budgetary limits.
  - iii. The Council of Ministries is authorized to adjust items by line item within the ministry budget. All over expenditures must be approved by the Administrative Board.

The Council of Ministries shall meet monthly except during the months of an Administrative Board meeting.

## **ARTICLE VII OVERSIGHT OF AFFILIATED ORGANIZATIONS**

The Church's outreach efforts have resulted in the establishment of independent organizations which are responsible for the conduct of specific business activities; namely, Central Christian Church Foundation, The Foundation for Affordable Housing, Central Christian Child Care Center, Central Christian Church Apartments, etc. These organizations may encounter business difficulties for which the Church may ultimately be legally and morally responsible.

Each affiliated organization must report to the Executive Committee of the Board, the goal of which is to communicate significant organizational issues and to permit the Executive Committee to perform diligent review of the organization on behalf of the Church. The reporting frequency and process shall be established by the Executive Committee with the advice and assistance of the Ministry Support ministry area and in coordination with the boards of the affiliated organizations.

## **ARTICLE VIII AMENDMENTS**

These Bylaws may be amended, upon a majority vote of the Administrative Board provided the proposed amendment has been circulated to the members of the Administrative Board two (2) weeks prior to the meeting at which the amendment(s) is to be considered.

## **ARTICLE IX DEPARTURE OF THE SENIOR MINISTER, ASSOCIATE MINISTERS AND PROGRAM DIRECTORS**

### 9.1 Senior Minister: Voluntary Resignation or Retirement.

When the Senior Minister voluntarily determines it is appropriate to resign or retire, the Senior Minister shall inform both the Chair of the Administrative Board and the Moderator of the Congregation of that decision by letter. The Chair of the Administrative Board and the Moderator of the Congregation, in consultation with the Chair of the Personnel Committee will determine when and how the congregation will be informed.

### 9.2 Senior Minister: Termination

The Personnel Committee is responsible for evaluating the performance of the Senior Minister. When a two-thirds majority (four of six votes) of the Personnel Committee determines that it is best for the Church to terminate the Senior Minister, the Chairman of the Board shall convene the Executive Committee within seven calendar days, to receive the written report of the Personnel Committee including reasons for their determination. The Senior Minister shall be given written notice of the scheduled Executive Committee meeting, a copy of the report and the opportunity to address the Executive Committee. A vote of the Executive Committee will be taken at that meeting to decide if the church will terminate the Senior Minister. A simple majority (at least six of eleven possible votes) of the voting members of the Executive Committee will decide the matter for the church. If the Senior Minister is not terminated by the voting of the Executive Committee, the matter cannot be voted on again by the Personnel Committee until 30 days have passed since their previous vote.

If terminated the Senior Minister will be notified in writing by the Moderator of the Congregation and shall continue to draw salary for two months unless some shorter time period is mutually agreed upon between the Personnel Committee and the Senior Minister. Actual work performed for the Church by the Senior Minister will end immediately following the vote unless some other mutually agreed upon work schedule is established by the Personnel Committee and the terminated Senior Minister. The Moderator of the Congregation shall immediately announce the termination of the Senior Minister to the congregation by letter.

### 9.3 Associate Ministers or Program Directors: Voluntary Resignation or Retirement.

When an Associate Minister or Program Director voluntarily determines it is appropriate to resign or retire, the Associate Minister or Program Director shall inform the Senior Minister of the decision by letter. The Senior Minister shall then immediately inform both the Chair of the Administrative Board and the Moderator of the Congregation. The Chair of the Administrative Board and the Moderator of the Congregation, in consultation with the Senior Minister and the Chair of the Personnel Committee, will determine when and how the congregation will be informed.

### 9.4 Associate Ministers and Program Directors: Termination.

The Senior Minister, as chief administrative officer of the church, is responsible for evaluating the performance of the Associate Ministers and Program Directors. The Senior Minister is to report the performance evaluations of the Associate Ministers and Program Directors to the Personnel Committee at least annually and as directed by the Personnel Committee. When a two-thirds majority (four of six votes) of the Personnel Committee determines that it is best for the Church to terminate an Associate Minister or a Program Director, it will direct the Senior Minister to do so in writing within a specified time frame.

If terminated, the Associate Minister or Program Director shall continue to draw salary for two months unless some shorter time period is mutually agreed upon between Senior Minister and the Associate Minister or Program Director. Actual work performed for the Church by the Associate Minister or Program Director will end immediately following the termination unless some other mutually agreed upon work schedule is established by the Senior Minister and the terminated Associate Minister or Program Director. The Moderator of the Congregation shall immediately announce the termination to the congregation by letter.

### 9.5 Employee at Will.

Nothing contained in these bylaws shall act to alter in any way the relationship between any employee and the Church, as employer, from being one of “employee at will”.

### 9.6 Notification of the Christian Church in Kentucky.

The Moderator of the congregation shall forward, upon acquisition, a copy of the letter stating retirement, resignation or termination to the Christian Church in Kentucky.