**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**SOUTHEAST CHRISTIAN CHURCH**

**OF JEFFERSON COUNTY, KENTUCKY, INC.**

1. PURPOSE
   1. Purpose. The purposes for which **SOUTHEAST CHRISTIAN CHURCH OF JEFFERSON COUNTY, KENTUCKY, INC.**, a Kentucky nonstock, nonprofit corporation (“Church”), is formed are set forth in the Articles of Incorporation and as further stated in this Article I.
   2. General Purpose. The purpose of the Church shall be to carry out the program of Christ, as expressed in the New Testament of the Bible, i.e., the winning of souls to Christ throughout the world, and providing a local church home for the spiritual development of those in the vicinity of Louisville, Kentucky.
   3. Specific Purpose. The purpose of the Church is as follows:
      1. Evangelism – to lead others to a commitment to Jesus Christ as Lord and Savior.
      2. Edify the Saved – We do this through strong education in the Scriptures, initiate fellowship with other believers, and use God-given gifts for the upbuilding of others.
      3. Minister to those in need.
      4. Be a conscience in the community, speaking out for the truth in a secular society.
2. OFFICES
   1. Offices. The Church's principal office shall be in Louisville, Jefferson County, Commonwealth of Kentucky. The Church may conduct its affairs, carry on its operations, have other offices and exercise its powers within or without the Commonwealth of Kentucky, as the Board of Elders may, from time to time, determine or the business of the Church may require.
3. REGISTERED OFFICE AND AGENT

FOR SERVICE OF PROCESS

* 1. Registered Office and Agent. The registered office in Kentucky and the registered agent at such office upon whom any process, notice or demand required or permitted by law to be served upon the Church shall be as determined by resolution of the Board of Elders.
  2. Registered Office. The registered office may be, but need not be, the same as the Church's principal office in the Commonwealth of Kentucky.

1. POWERS
   1. Powers. The Church shall have and exercise all powers necessary or convenient to effect its purposes and in particular all powers as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.
2. MEMBERS
   1. Individual Membership. The members of the Church shall consist of all those, regardless of age, who have complied with the New Testament terms of salvation, and have presented themselves to the Church for membership and those who subscribe to the purpose and policies of the Church. All individual members agree to abide by all of the rules, regulations and Bylaws of the Church, or as may hereafter be determined by amendment or by resolution of the Board of Elders.
   2. Meetings.
      1. Annual Meetings. Annual or special meetings shall be held at such place and at such day and hour as shall be set forth in the notice thereof. The annual meeting of members shall be held in each calendar year in January, or at any other time during the year as determined by the Board of Elders, at which time there shall be elected a Board of Elders and Deacons and be transacted such other business as may properly be brought before the meeting.
      2. Special Meetings. Special meetings of the members, unless otherwise prescribed by law, may be called for any purpose or purposes by the Chairman of the Board at the request in writing of a majority of the Board of Elders, or at the request in writing of one-tenth of the members. No business other than that specified in the notice of the meeting shall be transacted at any special meeting.
   3. Notice of Meetings. By or at the direction of the Chairman of the Board, written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either personally, or by mail, or electronic communication, to each member at such address as appears in the books of Church, not less than 10 nor more than 35 days before the date of the meeting.

5.4 Quorum and Voting. The number of members attending a meeting shall constitute a quorum. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof, provided, however, 66 2/3% of the votes entitled to be cast on the election of elders and deacons shall be necessary for such election. At all meetings of the members, each member who is at least 18 years of age shall be entitled to one vote, and may vote in person, or by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact.

1. ELDERS
   1. Number, Term of Office. The number of Elders shall be fixed by resolution of the Board of Elders but shall not be less than three. The Elders shall be nominated by the Elders and elected by the members of the Church at the annual meeting. Each Elder shall hold office for a three (3) year term until the annual meeting of the members of the Church or until a successor is elected and qualified, or until death, or until such Elder resigns or has been removed from office in the manner permitted by law or these bylaws; provided, however, an Elder shall hold office for no more than two (2) consecutive three (3) year terms. Following a second consecutive three (3) year term, an Elder shall not serve on the Board of Elders for a period of at least one (1) year. An Elder need not be a resident of Kentucky.
   2. Duties. Duties of the Elders shall be prescribed in the New Testament to “oversee” spiritually the entire Church. Each Elder shall be responsible for the particular work assigned to him and insofar as is consistent with the New Testament should work under the leadership of the Board of Elders.
   3. Vacancies. Whenever there is a vacancy among the Elders by reason of death, resignation, or increase in the number of Elders or otherwise, it shall be filled, if at all, by the affirmative vote of a majority of the remaining Elders though less than a quorum of the Elders. The Elders so appointed shall hold office until the next succeeding meeting of the members of the Church and until a successor shall have been elected and qualified.
   4. Removal of Elders. At a meeting of the Board of Elders, any Elder may be removed, with or without cause, by 66 2/3% of votes cast at a meeting at which a quorum is present.
   5. Quorum. A majority of Elders shall constitute a quorum for the transaction of business of the Elders. Except as otherwise required by law, the act of a majority of the Elders present at a meeting at which a quorum is present shall be the act of the Elders.
   6. Meetings. The Elders may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may from time to time determine, or they may meet at such place and time as shall be fixed by the consent in writing of all of the Elders. Regular meetings may be held without notice at such time and place as shall, from time to time, be determined by the Elders. Special meetings may be called by the Senior Minister or Chairman of the Elders on one day’s notice to each Elder, either personally, by mail, by electronic communication, or by facsimile. Notice of any special meeting need not be given to any Elder, if waived by him, before, at, or after such special meeting, in writing or by facsimile. Any meeting of the Elders shall be a duly constituted meeting without any notice or waiver of notice thereof having been given if all of the Elders are present.
   7. Action without Meeting. Whenever any action by the Elders at a meeting is required or permitted to be taken, such action may be taken without a meeting if the consent in writing, which sets forth the action so taken, is signed by all of the Elders. Such action shall have the same effect as a unanimous vote.
   8. Compensation. Elders shall receive no pay for their services; but nothing herein contained shall be construed to preclude any Elder from serving the Church in any other capacity and receiving compensation therefor, e.g., the Senior Minister.
2. DEACONS
   1. Number, Term of Office. The number of Deacons shall vary as needed for the work of the Church. The number of Deacons shall be fixed by resolution of the Board of Elders. The Deacons shall be nominated by the Elders and elected by the members of the Church at the annual meeting. Each Deacon shall hold office for one (1) year term until the annual meeting of the members of the Church or until a successor is elected and qualified, or until death, or until such Deacon resigns or has been removed from office in the manner permitted by law or these bylaws; provided, however, a Deacon shall hold office for no more than six (6) consecutive one (1) year terms. Following a sixth consecutive one (1) year term, a Deacon shall not serve as a Deacon for a period of at least one (1) year. A Deacon need not be a resident of Kentucky.
   2. Duties. Duties of the Deacons shall be assigned from time to time by the Board of Elders. Deacons shall meet with the Elders when requested. The word “Deacon” means servant and such is the intent of the position.
   3. Vacancies. Whenever there is a vacancy among the Deacons by reason of death, resignation, or increase in the number of Elders or otherwise, it shall be filled, if at all, by the affirmative vote of a majority of the Board of Elders. The Deacons so appointed shall hold office until the next succeeding meeting of the members of the Church and until a successor shall have been elected and qualified.
   4. Removal of Deacons. At a meeting of the Board of Elders, any Deacon may be removed, with or without cause, by 66 2/3% of votes cast at a meeting at which a quorum is present.
3. OFFICERS
   1. Number, Term of Office. The officers of the Church shall be elected annually by the Board of Elders and shall consist of a Chairman of the Board, Vice-Chairman of the Board, Senior Administrator, Secretary and Director of Finance, each of whom shall hold office until a successor is elected and qualified or until death or until such other resigns or shall have been removed as herein provided.
   2. Annual Election, Qualification. The Board of Elders, at its first meeting after the annual meeting of members, shall annually elect a Chairman of the Board, Vice Chairman of the Board, Senior Administrator, a Secretary and a Director of Finance, each of whom must be at least eighteen years of age. The Chairman of the Board, Vice Chairman of the Board and Secretary shall be chosen from among the Elders. Neither the Senior Administrator nor Director of Finance may be an Elder.
   3. Subordinate Officers. The Board of Elders may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Elders determine. The Board of Elders may delegate to any officer the power to appoint any such subordinate officers or agents and to prescribe their respective authorities and duties.
   4. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the members and of the Board of Elders at which he is present. The Chairman of the Board may sign all certificates, contracts, obligations, and other instruments of the Church and shall do and perform such other duties and exercise such other powers as from time to time may be assigned by these Bylaws or by the Board of Elders. The Chairman of the Board shall serve as the presiding officer at membership meetings, meetings of the Board of Elders, as an ex officio member of all committees (except the nominating committee) and as appointer of all committees with the approval of the Board of Elders.
   5. Vice Chairman of the Board. The Vice Chairman of the Board shall perform all duties incumbent upon the Chairman of the Board during any absence or disability of the Chairman of the Board, and perform such other duties as required by these Bylaws or as the Board of Elders may prescribe. A vacancy in the office of Chairman of the Board shall be filled by the Vice Chairman. The Vice Chairman of the Board shall oversee the Deacons and conduct and oversee the meetings of Deacons.
   6. Senior Minister. The Senior Minister shall be an Elder, selected by the Board of Elders. The Senior Minister is exempt from all Elder elections and limitations set forth in Section 6.1. The Senior Minister shall be the chief executive officer of the Church. All work of the Senior Minister shall be done in cooperation with the Board of Elders and for the forwarding of the purposes of the Church and the New Testament program. The Senior Minister shall serve as an ex officio member of all committees.
   7. The Senior Administrator. The Senior Administrator shall be the chief operating officer of the Church, and shall control the business, affairs and property of the Church. The Senior Administrator shall report to the Board of Elders. The Senior Administrator may sign all certificates, contracts, obligations and other instruments of the Church and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned by these Bylaws or by the Board of Elders. The Senior Administrator shall develop and plan organizational activities and administer the operations of the Church.
   8. The Secretary. The Secretary shall:
      * 1. Keep the minutes of the meetings of the members and the Board of Elders, and cause such minutes to be recorded in the books provided for that purpose;
        2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
        3. Be custodian of the records of the Board of Elders;
        4. In general, perform all duties and have all powers incident to the office of the Secretary and do and perform such other duties and may exercise such other powers as from time to time may be assigned to him by these Bylaws and by the Chairman of the Board.
   9. The Director of Finance. The Director of Finance shall:
      * 1. Have supervision over the funds, securities, receipts and disbursements of the Church;
        2. Cause to be kept correct books of account of all the business and transactions of the Church;
        3. Render to the Board of Elders, Chairman of the Board, and the Senior Administrator, whenever requested, an account of the financial condition of the Church and of any financial transactions entered into as Director of Finance;
        4. See that all books, reports, statements, certificates and the other documents and records required by law to be kept or filed are properly kept or filed; and
        5. In general, perform all duties and have all powers incident to the office of the Director of Finance and do and perform such other duties and may exercise such other powers as from time to time may be assigned to the Director of Finance by these Bylaws, by the Board of Elders, and by the Chairman of the Board.
   10. Removal of Officers. Any officer or agent may be removed by the vote of a majority of the Board of Elders whenever in the Board's judgment the best interest of the Church will be served by such removal.
4. COMMITTEES
   1. Committees. The Board of Elders may at any time appoint standing committees to consist of as many members as seems advisable. The members of the Committee shall hold office until the appointment of their successors.
   2. Committee Quorum. A majority of any committee of the Church shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.
   3. Committee Vacancies. The Board of Elders shall have the power to fill vacancies in the committees.
5. RESIGNATIONS
   1. Elders, Deacons, Officers, Committee Members. Any elder, deacon, officer or committee member may resign his office at any time, such resignation to be made in writing and to take effect from the time of its acceptance by the Church. The acceptance of a resignation shall not be required to make it effective.
6. BOOKS AND RECORDS AND ADMINISTRATIVE REGULATIONS
   1. Books and Records. The Church shall keep correct and complete books and records of account and minutes of the meetings of the members and Board of Elders.
   2. Membership List. The Church shall keep at its registered office or principal place of business, a record of its members, giving the names and addresses of all members.
   3. Right to Examine Books and Records. Members shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, Church's relevant books and records of account, minutes, and record of members and to make extracts therefrom all as permitted and subject to the limitations of Kentucky Revised Statutes Section 273.233 as now stated and as hereafter amended.
   4. Administrative Regulations. The Church shall develop and carry out administrative regulations, informal policies and procedures for operating the day to day business of the Church. The administrative regulations may include policies for such things as Church discipline, personnel, ministry definitions, Adult Bible Fellowship, Women’s Ministries, counseling, etc. These administrative regulations shall be revised and updated as necessary or desirable by the officers of the Church and the Board of Elders, or their designees.
7. FISCAL YEAR
   1. Fiscal Year. The fiscal year shall begin the 1st day of January of each year.
8. LOANS TO ELDERS OR OFFICERS
   1. Prohibition of Loans. In accordance with Kentucky Revised Statutes section 273.241, as now stated and as hereafter amended, the Church shall not lend money to or use its credit to assist its elders or officers.
9. PROTECTION FROM LIABILITY
   1. Indemnification. The Church agrees to indemnify any elder, officer or employee, or former elder, officer or employee of the Church against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such elder, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Church.
10. AMENDMENT
    1. Amending Bylaws. These Bylaws may contain any provision for the regulation and management of the affairs of the Church not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner, not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, at any meeting of the Board of Elders, provided that notice of the proposed change is given in the notice of the meeting.

Amended October 9, 2001