

**BYLAWS  
OF  
OMAHA ALL NATIONS CHURCH  
DECEMBER 26, 2008**

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**OF**  
**OMAHA ALL NATIONS CHURCH**

\_\_\_\_\_, 2008

**ARTICLE I**

**Name, Offices, Governing Documents**

1. Name. The name of this Church is "Omaha All Nations Church" (hereinafter the "Church").
2. Offices. The principal office of the Church shall be located in Douglas County, Nebraska. The Church may also have offices at such other places as the Board of Directors may, from time to time, appoint or the purposes of the Church may require.
3. Governing Documents. The Church has Articles of Incorporation and these Bylaws that govern its operations, and it may adopt a Constitution providing for additional rules or principles for those affiliated with the Church. The Constitution, if adopted, shall be subordinate to the Articles of Incorporation and these Bylaws and in the event of a conflict, inconsistency or ambiguity between the Constitution and the Articles of Incorporation or these Bylaws, the Articles of Incorporation and/or Bylaws shall control.

**ARTICLE II**

**Mission and Purpose**

It is the express purpose of God, our Heavenly Father, to call out of the world a saved people who, through their relationship with the Lord Jesus Christ, shall constitute His Church, built and established upon the Church of the apostles and prophets, with Jesus Christ Himself being the Chief Cornerstone. The Church is organized for the following purposes:

- To bring people into a real and dynamic relationship with Jesus Christ through repentance, faith and a wholehearted commitment to His Lordship in every area of life.
- To see each follower of Jesus mature in Him and grow in Godly character; learning to know Him as their very life.
- To enable each member to live out God's unique role for themselves in this world, reflecting the character and glory of God wherever they go, whether it be close to home, or among the nations of the world.

The members of this Church assemble themselves together to carry-out the stated purposes and for worship, fellowship, counsel, instruction in the Word of God, and the work of the ministry through the exercise of those spiritual gifts and offices provided for in the New Testament. Therefore, the members recognize themselves as a body of Christian

believers, according to the scriptural plan for the local church, in order to worship as a united body, exercising all rights and privileges granted to religious bodies.

The purpose of these Bylaws is to govern the Church in an orderly manner consistent with the laws of Nebraska relating to nonprofit corporations and the Christian principles upon which the Church is founded.

### **ARTICLE III**

#### **Board of Directors**

1. **Powers.** The Board of Directors shall have general charge of the affairs, property and assets of the Church. It shall be the duty of the directors to carry out the mission and purposes of the Church and, to this end, to acquire, hold, manage, dispense and control all of its property and assets.

2. **Number.** The number of directors shall be no less than three (3) and no more than nine (9). The number of directors may be increased or decreased by a majority vote of the full Board of Directors at any annual or special meeting called for that purpose. If the number of directors is decreased by the Board of Directors, each director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of directors is increased by the Board of Directors, each new position on the Board of Directors shall be treated as a vacancy. The President of the Church shall serve as an ex-officio member of the Board with a vote; provided, however, the Board may, in its discretion, meet without the President in attendance for purposes of monitoring or evaluating the President's job performance, reviewing compensation, or addressing any other potential conflict of interest.

3. **Qualifications.** Prospective candidates for the Board of Directors must be individuals of the high moral character attributed to elders and deacons as described in First Timothy, Chapter 3, verses 1 through 13.

4. **Nomination of Directors.**

a. **Development of Slate.** Nominations for directors shall be made in writing, not less than four (4) weeks before the Board of Directors' meeting at which directors are to be elected, and may be made by a director or member of the Church. The Board of Directors will cause to be printed in the Church bulletin notification of the date of the Board meeting and the date by which nominations for directors must be submitted with such notifications appearing each week in the bulletin for at least four (4) consecutive weeks before the deadline for the submission of nominations.

b. **Final Slate.** The Board of Directors will examine credentials of candidates, meet with candidates, and make a preliminary selection of the slate of candidates for director. The names of the candidates selected by the Board of Directors shall be listed in the Church bulletin as the slate of nominees for director at least three (3) consecutive weeks prior to the annual meeting of the Board of Directors. During this time, members of the Church shall have the opportunity to address, in writing to the Board of Directors, any reservations they may have with any of the listed candidate(s). The Board of Directors will consider all comments received. At the annual meeting of directors, the incumbent directors shall elect the slate of nominees to serve as new members of the Board of Directors.

5. Term. The terms of the Board of Directors shall be staggered. Accordingly, for the initial term, the number of directors shall be divided into three (3) equal groups, with one group serving an initial term of one (1) year, the second group serving an initial term of two (2) years and the third group serving an initial term of three (3) years. Thereafter, each director shall hold office for a term of three (3) years. Each director shall hold office for his or her designated term and until his or her successor is duly elected and qualified. There shall be no limit to the number of terms a director may serve.

6. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

7. Removal. Any director may be removed from office, with or without cause, by a two-thirds vote of the then-serving directors at any annual or special meeting called for that purpose.

8. Vacancies. Any vacancy in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the then-serving directors. Any director so elected shall hold office until the next annual meeting of the Board of Directors or until the election and qualification of his or her successor. The Board, in its discretion, may allow a vacancy to remain until the next annual meeting of the Board, provided at least three (3) directors remain on the Board. If the vacancy results in the number of directors falling below the required minimum of three (3) directors, then the remaining directors must fill the vacancy as soon as is practicable.

9. Annual Meetings. The annual meetings of the Board of Directors shall be during the last three months prior to the close of the Church's fiscal year at such time and location as to be specified by the Board of Directors in the notice given. At the annual meeting, the incumbent directors shall elect the new directors, appoint the officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of directors) may be conducted.

10. Notices of Annual Meetings. Written notice of the date, time and place of the annual meeting of the directors shall be given to each director by the Secretary or the person or persons calling the annual meeting not more than sixty (60) days nor less than ten (10) days before such meeting by such means as authorized, from time to time, by the Nebraska Nonprofit Corporation Act. Notice of the annual meeting shall also be published in the Church bulletin for the four (4) consecutive weeks prior to the meeting.

11. Regular Meetings. The Board of Directors shall hold regular meetings for the consideration of reports and such other business as may be brought before the Board of Directors. Such regular meetings shall be held at such times and place as shall be determined by the Board of Directors. No notice need be given for regular meetings of the Board of Directors after the initial notice of the schedule, time and place of such meetings. Notice of changes in the meeting schedule shall be given as provided for special meetings.

12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. Notice of special meetings providing the date, time and place of the meeting shall be communicated to each director by such means as authorized, from time to time, by the Nebraska Nonprofit Corporation Act, at least two (2)

days prior to the date of such meeting. The purpose of the special meeting shall be specified in the notice.

13. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

14. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15. Conduct of Meetings. Meetings of the Board of Directors, whether annual or special, may be held by means of conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

16. Quorum. Except as otherwise provided in these Bylaws, at all meetings of the Board of Directors, a majority of the directors in office constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present shall adjourn the meeting from time to time without further notice.

17. Proxies and Voting. Each director shall have one vote. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all matters shall be determined by a majority of the votes cast at a meeting at which a quorum is present. Voting by proxy is not permitted.

18. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent may be executed in counterparts and shall have the same effect as a unanimous vote of the directors at a duly convened meeting.

19. Committees. The Board of Directors may, from time to time, by resolution, create standing committees and advisory committees. Such committees shall have the duties assigned to them in the resolutions creating them. Each committee shall select its own chairperson. The provisions set forth in this Article III governing Board meetings (*i.e.* quorum, manner of acting, notice of meetings and informal action) shall apply to all standing committees. Advisory committees shall adopt rules, policies and procedures for their own operations which are not inconsistent with these Bylaws and which are approved by the Board of Directors.

20. Compensation. Directors shall not receive any compensation for their services, but by resolution of the Board a reasonable sum may be allowed for reimbursement of appropriate and authorized expenses incurred on behalf of the Church while carrying out the duties of the director.

## ARTICLE IV

### Officers

1. Number. The officers of the Church shall be chosen by the Board of Directors and shall include a President, Vice President, Secretary, Treasurer, and such other officers and agents as the Board of Directors may deem appropriate. Any number of offices may be held by the same person.

2. Appointment, Term, and Qualifications – President. The Senior Pastor shall serve as the President for so long as the Senior Pastor is employed in that position.

3. Appointment, Term, and Qualifications – Vice President, Secretary and Treasurer. The Vice President, Secretary and Treasurer shall be chosen from the members of the Board of Directors and shall be elected by the Board of Directors at their annual meeting. The Vice President, Secretary and Treasurer shall each hold his or her respective office for a term of one (1) year, or until his or her successor is duly appointed and qualified.

4. Removal of Vice President, Treasurer or Secretary. Any officer, other than the President, may be removed from office by the Board of Directors, with or without cause, by a two-thirds (2/3) vote.

5. Resignation of Vice President, Treasurer, Secretary, or Other Officer. Any officer, other than the President, may resign their office by providing written notice to the Board of Directors.

6. Vacancies in the Office of Vice President, Treasurer, Secretary or Other Office. In case an office, other than the President, becomes vacant for any reason, the vacancy may be filled by the directors. Any officer so elected shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

7. President. The President shall, subject to the direction of the Board of Directors, be responsible for implementing all policies and programs and for directing the day-to-day affairs of the Church and its personnel. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors.

8. Vice President. In the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

9. Secretary. The Secretary shall have charge of such books, documents, and papers of the Church as the Board of Directors may determine. He or she shall attend and keep the minutes of all the meetings of the Board of Directors. He or she may sign with the President, in the name and on behalf of the Church, any contracts or agreements authorized by the Board of Directors. The Secretary shall see that the membership rolls of the Church are kept in order. He or she shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

10. Treasurer. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Church, shall maintain a full and accurate account of all moneys and obligations received and paid or incurred by or on account of the Church, and shall, in general, perform all other duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the duties, in such sum and with such sureties as the Board of Directors may require.

11. Compensation. The officers may receive, by resolution of the Board of Directors, a reasonable sum for reimbursement of appropriate and authorized expenses incurred on behalf of the Church while carrying out the duties of the officer. The Board of Directors shall have the power in its discretion to adopt salaries for officers and to contract for and to pay to officers rendering services to the Church compensation appropriate to the value of the services. No officer shall be prevented from receiving such compensation by virtue of his or her also serving as a director of the Church.

## **ARTICLE V**

### **Senior Pastor**

1. Removal of the Senior Pastor. The Senior Pastor may be terminated upon a two-thirds (2/3) majority vote of the directors.

2. Resignation of the Senior Pastor. The Senior Pastor may voluntarily resign by submitting his or her resignation, in writing, to the Board of Directors.

3. Vacancy of Senior Pastor. In the event the Senior Pastor shall resign or be removed or otherwise vacate the position, a special committee shall be appointed by the Board of Directors to recruit a Senior Pastor. Approval of a new Senior Pastor shall require a vote of two-thirds (2/3) of the Board of Directors.

## **ARTICLE VI**

### **Contracts, Checks, Deposits and Gifts**

1. Contracts. The Board may authorize one or more officers or agents of the Church to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances; provided, however, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Church or to render it liable for any purpose or amount.

2. Checks. All checks, drafts, or other orders for payment of money by the Church shall be signed by such person or persons as the Board may from time to time designate by resolution. Such designation may be general or confined to specific instances.

3. Contributions and Gifts. The Board of Directors may accept on behalf of the Church any contribution or gift for the general purposes of the Church or for any specific purpose consistent with the purposes of the Church.

4. Deposits. All funds of the Church shall be deposited to its credit in such bank, banks, or other depositories as the Board may designate.

## **ARTICLE VII**

### **Indemnification**

To the extent permitted by law, the 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 action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Church, by reason of the fact that he or she is or was a director, officer, employee or agent of the Church against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the 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 action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Church.

To the extent permitted by law, the Church shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Church against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Church would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the Church from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the Church shall be a calendar year and shall commence on January 1 of each year and end on December 31.

## **ARTICLE IX**

### **Amendment or Repeal of the Bylaws**

These Bylaws may be amended or repealed by a two-thirds (2/3) majority vote of the Board of Directors.

CERTIFICATE OF ADOPTION

The undersigned Secretary does hereby certify that the foregoing Bylaws were adopted by the Board of Directors of Omaha All Nations Church on \_\_\_\_\_, 2008.

By: \_\_\_\_\_  
Daniel W. Warnock, Secretary