

AMENDED AND RESTATED BYLAWS

NATIONAL ASSOCIATION OF CHURCH BUSINESS ADMINISTRATION

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Article 1 - Offices

- 1.1 The location of the principal office of National Association of Church Business Administration (the "Association") shall be Richardson, State of Texas, and the Association may have offices at such other places as the Board of Directors shall from time to time determine or the business of the Association requires.

Article 2 - Membership

- 2.1 Membership Classes. The Association shall have the following classes of members with voting rights: Active, Associate, and Emeritus (collectively the "voting members"). The Association shall have the following classes of members without voting rights: Affiliate, Honorary, Business, and Student (collectively the "nonvoting members").
- 2.2 Active. Active membership shall be granted by the Association to all persons who apply for Active membership, are accepted as Active members, pay the appropriate dues, and who upon application:
- 2.2A. Are employed full-time or part-time on the staff of a Christian church in an administrative leadership capacity. This may include denominational members with like responsibilities who serve at other levels of their denomination such as Presbyteries, Synods, Conferences, Dioceses, et cetera; and active duty members of the U.S. Armed Forces, who are assigned duties as Chapel Manager, Chaplain's Assistant, or other Christian administrative duties in their military service;
 - 2.2B. Shall agree to share in the support and program of the Association and to be governed by its Bylaws and Governance Policies; the NACBA Code of Ethics; and
 - 2.2C. Are professing and practicing members of the Christian faith.
 - 2.2D. Active members shall be entitled to vote.
 - 2.2E. Active members employed full-time may hold office at the National Level.
- 2.3 Associate. Associate membership shall be granted by the Association to all persons who apply for Associate membership, are accepted as Associate members, pay the appropriate dues, and who upon application:
- 2.3A. Are engaged in an activity closely related (as determined in the sole discretion of the Board of Directors of the Association) to Christian administration in a Christian institution or not-for-profit organization;
 - 2.3B. Shall agree to share in the support and program of the Association and to be governed by its Bylaws and Governance Policies; the NACBA Code of Ethics; and
 - 2.3C. Are professing and practicing members of the Christian faith.

- 2.3D. Associate members shall be ineligible to hold office at the National level, but may vote at the National level, and may vote, hold office and chair committees at the Chapter level.
- 2.4 Affiliate. Affiliate membership shall be granted by the Association to all persons who apply for Affiliate membership, are accepted as Affiliate members, and pay the appropriate dues.
- 2.4A. Affiliate membership is available to individuals who do not meet the requirements for Active, Associate, or Business membership.
- 2.4B. Affiliate members shall have no vote at the National or Chapter level, and they shall be ineligible to hold office or chair standing committees. Affiliate members shall have the privileges granted to them by the Association from time to time.
- 2.5 Emeritus. An Active or Associate member, in good standing, upon retirement, may be granted Emeritus membership upon written application to and approval by the Board of Directors of the Association. Emeritus membership shall be granted at the discretion of the Board of Directors. The Board of Directors will determine the benefits of Emeritus membership.
- 2.5A. The Board of Directors will use the following guidelines for granting the Emeritus status: Those applying for Emeritus status should have been an Active or Associate member for at least ten years, attended the Annual Conference a minimum of five times, attained age 62, and entered into a retirement recognized by the local congregation or institution for whom the applicant last worked. It is further understood that retirement means that the applicant is not engaged in any full-time Christian administration employment.
- 2.5B. Emeritus members shall not be eligible to hold office, but shall be eligible to vote at the National level. Emeritus members shall have the privileges granted to them by the Association from time to time.
- 2.6 Honorary Members. Honorary memberships may be conferred upon persons not eligible for other classes of membership, and who have made a significant contribution to the field of church administration. Recommendations of persons to be considered for Honorary membership may be made by any voting or non-voting member in writing to the Board of Directors. Honorary members shall not be eligible to hold office and shall not be granted voting privileges. The Board of Directors will determine the benefits of Honorary membership.
- 2.7 Business. Business membership shall be granted by the Association to all individuals who apply for Business membership, are accepted as Business members, pay the appropriate dues and who upon application:
- 2.7A. Represent organizations that provide consulting or other services to churches;
- 2.7B. Wish to join the Association for commercial purposes; and
- 2.7C. Desire to support the Association, its purposes, and its programs.

- 2.7D. Business members shall have no vote at the National or Chapter level, and shall be ineligible to hold office or chair standing committees. Business members shall have the privileges granted to them by the Association from time to time.
- 2.8 Student. Student membership shall be granted by the Association to all individuals who apply for Student membership, are accepted as Student members, pay the appropriate dues and who upon application:
- 2.8A. Are registered as full-time students in a secondary or post-secondary educational institution.
- 2.8D. Student membership shall not be awarded to any individual for more than five years, except by the express approval of the Board of Directors of the Association on a year-by-year basis.
- 2.8E. Student members shall have no vote at the National or Chapter level, and shall be ineligible to hold office or chair standing committees. Student members shall have the privileges granted to them by the Association from time to time.
- 2.9 Resignation. Any member may resign his or her membership at any time by giving written notice to the President. Such resignation shall be effective without acceptance on the date of the receipt of such notice unless a later effective date is specified in the notice. Any member who resigns his or her membership shall not be entitled to a refund of any dues or other payments made to the Association.
- 2.10 Termination. If the Board of Directors deems it to be in the best interests of the Association, any membership may be terminated by the Board of Directors by providing the member with not less than 15 days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination, by a person authorized to decide whether the termination shall take place.

Article 3 - Meeting of Voting Members

- 3.1 Annual Meeting. The annual meeting of the voting members of the Association (the "Annual Conference") for the election of directors and officers, the presentation of reports on the activities and financial condition of the Association, and the transaction of such other business as may properly come before the meeting, shall be held each year at such time and place as may be designated by the Board of Directors. Nonvoting members of the Association in good standing have a right to attend the Annual Conference.
- 3.2 Special Meetings. Special meetings of the voting members of the Association may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least fifty voting members or ten percent of the voting members of the Association, whichever is less. Anyone entitled to call a special meeting of the voting members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and

place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the voting members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting. Nonvoting members of the Association in good standing have a right to attend special meetings of the voting members.

- 3.3 Notice of Meetings. Except as otherwise provided in the Articles of Incorporation or these Bylaws, written notice of each meeting of the voting members, stating the time and place thereof, shall be given not less than fourteen days before the meeting, excluding the day of the meeting, (a) by deposit in the U.S. Mail, postage prepaid, to each voting member of the Association at his or her last known address; (b) by facsimile communication, directed to a telephone number at which the voting member has consented to receive notice; (c) by electronic mail, directed to an electronic mail address at which the voting member has consented to receive notice; (d) by posting to an electronic network on which the voting member has consented to receive notice, together with separate notice to the voting member of the specific posting; and (e) by any other form of electronic communication by which the voting member has consented to receive notice, when directed to the voting member. Consent by a voting member to notice given by electronic communication shall be governed by the provisions of Minnesota Statutes, section 317A.450, subd. 5. Any voting member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the voting member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the voting member does not participate in the consideration of the item at that meeting. When any meeting of the voting members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. The Association is not required to provide notice to nonvoting members.
- 3.4 Members List For Meeting. The Board of Directors shall fix a record date not more than sixty days but not less than 15 days before the date of a meeting of the voting members as the date for determination of the voting members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall verify that a list of the names (in alphabetical order) and addresses of each voting member entitled to vote at the meeting has been prepared. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of the Association for inspection and copying on written demand by any voting member (or the agent or attorney of any voting member), at the voting member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.
- 3.5 Voting: Quorum. At all meetings of the voting members (Active, Associate, and Emeritus), each voting member shall be entitled to cast one vote on any question coming before the meeting. Voting members may not vote by proxy or absentee ballot. The presence of ten percent (10%) of the voting members of the association shall constitute a quorum. If a quorum has been present at a meeting and voting members have withdrawn from the meeting so that less than a quorum remains, the voting members still present may continue to transact business until adjournment. A majority vote of the voting

members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business except as otherwise provided in the Articles of Incorporation of the Association or these Bylaws.

Article 4 - Dues

- 4.1 Dues. To maintain membership in the Association all members except Emeritus and Honorary shall pay annual dues. The amount of these dues shall be adopted by the Board of Directors. As an association of churches and individuals, the membership belongs to the entity which pays the dues. When a church or organization pays the dues and the person at such organization to whom the membership is assigned is no longer employed by that organization, the assignment of the membership will be controlled by the paying organization and may be assigned to another employee within that organization or may be gifted to the currently assigned person. When an individual pays the dues the membership will remain with that individual even if such individual changes his or her employer or becomes unemployed.

Article 5 - Board of Directors

- 5.1 Membership. The Board of Directors shall consist of the following individuals: the President, Vice President, the Secretary, and six directors at large (the "Elected Directors"). The board receives no compensation other than reasonable expenses.
- 5.2 Terms. The terms of the Officer Directors shall be as described in Article 8 of these Bylaws. The Elected Directors shall be elected for a term of one year and shall take office immediately following installation. Elected Directors may be elected for four consecutive one-year terms. Thereafter, an individual shall be ineligible to serve as an Elected Director until at least one year has elapsed.

Article 6 - Meetings of Board of Directors

- 6.1 Annual Meeting. The annual meeting of the Board of Directors for the purpose of transacting such business as may properly come before the meeting shall be held immediately prior to the Annual Conference of the voting members of the Association at the time and place designated from time to time by the Board of Directors.
- 6.2 Other Meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of three or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.
- 6.3 Notice of Meetings. Except as otherwise provided in the Articles of Incorporation of the Association or these Bylaws, notice of each meeting of the Board of Directors for which notice is required, and of each annual meeting, stating the time and place thereof, shall be

given to all directors by electronic communication or in person at least two days before the meeting, or shall be mailed to each director at least five days before the meeting. All such notices not given in person shall be sent to the director at his or her postal or electronic address according to the latest available records of the Association. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

- 6.4 Quorum. A majority of the Board of Directors shall constitute a quorum for transaction of business; provided, however, that in the case of any vacancies existing by reason of death or resignation, a majority of the remaining members of the Board of Directors shall constitute a quorum for filling such vacancies.
- 6.5 Voting. Except as otherwise required by the Articles of Incorporation of the Association, these Bylaws, or by law, all acts of the Board of Directors shall be taken by a majority vote of the directors present and voting at a meeting at which a quorum is present.
- 6.6 Action Without Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing and signed by all of the members of the Board of Directors.
- 6.7 Meetings Held Using Remote Communication. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by remote communication constitutes presence at the meeting. "Remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.
- 6.8 Minutes. The Board of Directors shall each ensure that minutes are taken at all its proceedings and meetings, including telephone conferences, electronic and written communications. Copies of the minutes shall be duly filed at the registered office and maintained under the care of the Chief Executive Officer; provided, however, that portions of minutes covering confidential personnel matters pertaining to employed staff, including the Chief Executive Officer and other paid staff members, shall be maintained by the Secretary of the Association. The minutes shall be available to any voting member in good standing on demand for purposes reasonably related to the person's interest as a voting member.

Article 7 – Committees

- 7.1 Committees. The Board of Directors may, in resolutions adopted by a majority of the members of the Board of Directors, establish committees having the authority of the Board of Directors to the extent provided in such resolutions. Each such committee shall at all times be subject to the control and direction of the Board of Directors.
- 7.2 Meetings and voting. Meetings of each committee shall be called and held in accordance with the provisions of Sections 6.2 to 6.8 of these Bylaws as they apply to meetings of the Board of Directors.

Article 8 – Officers

- 8.1 Officers. The officers of the Association shall be the President, the Vice President, the Secretary, the Chief Executive Officer and such others that the Board of Directors shall find necessary from time to time. The same person may not hold more than one office at a time.
- 8.2 Prerequisites. All officers other than the Chief Executive Officer must be Active members in good standing in the Association, certified or in the process of completing the requirements for certification as a Certified Church Administrator (CCA), and employed full-time by a Christian church in an administrative capacity. All Elected Directors must be Active members in good standing in the Association, certified or in the process of completing the requirements for certification as a Certified Church Administrator (CCA), and employed full-time by a Christian church in an administrative capacity. To be eligible to be nominated to the office of President, a candidate must have served at least one year as an officer of the Association.
- 8.3 Terms. Officers other than the Chief Executive Officer shall be elected for a term of one year and shall take office immediately following installation. The Chief Executive Officer shall serve at the pleasure of the Board of Directors and may be removed with or without cause by the affirmative vote of a majority of the members of the Board of Directors. The President and Vice President may be elected for two consecutive one year terms in either office, and shall take office immediately following installation. Thereafter, he or she shall be ineligible to serve in that office until at least one year has elapsed. The Secretary may be elected for two consecutive one year terms and shall take office immediately following installation. Thereafter, he or she shall be ineligible to serve in that office until at least one year has elapsed. Terms of elected directors are outlined in Section 5.2 of these bylaws.
- 8.4 Resignation, Vacancies. Any officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. In the event of a vacancy in the office of President due to death, resignation, or removal, the Vice President shall immediately assume the office of President for the remainder of the term of office. In the event of a vacancy in any other officer's position, other than Chief Executive Officer, the President shall appoint an Active member in good standing to fill the vacancy so occurring for the remainder of the term of office; provided, however, that such appointment shall not be effective without the approval of the Board of Directors. The unexpired term shall not count as a year of elected service. An Elected Director may resign at any time by giving written notice to

the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. In the event of a vacancy in a director's position, the President shall recommend to the Board of Directors for approval an Active member in good standing to fill the vacancy for the remainder of the term of office.

- 8.5 President. The President shall preside at all general meetings of the voting members and the Board of Directors of the Association. It shall be the duty of the President to appoint committees not otherwise provided for; to act at his or her option as a member ex officio, without vote, of all committees; and to enforce the Bylaws of the Association. The President shall make the Board of Director's report of the proceedings of the last year at the Annual Conference.
- 8.6 Vice President. It shall be the duty of the Vice President to act on behalf of the President in the absence or at the request of the President. When acting on behalf of or in lieu of the President, the Vice President shall have all the authority and perform all of the duties of the President. The Vice President shall serve as Treasurer for the Association, and shall perform all duties incident to the office of Treasurer.
- 8.7 Secretary. The Secretary shall be responsible for the minutes of all proceedings of every meeting of the voting members and Board of Directors, and their safekeeping. He or she shall oversee the timely notice of all meetings of the voting members and Board of Directors, and shall attend to such correspondence as directed by the President. The Secretary shall verify that the National Office keeps the roll of all voting members attending an Annual Conference and shall certify to the body whether or not a quorum exists.
- 8.8 Chief Executive Officer. The Chief Executive Officer is responsible for the day-to-day affairs of the Association, shall have general active management of the business of this corporation, shall sign and deliver in the name of the Association deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, the Bylaws or the Board of Directors to another person, and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer shall have such other duties as shall be described in the Governance Policies of the Association or determined by the Board of Directors.

Article 9 - Election of Officers and Elected Directors

- 9.1 Governance Committee. Each year, the newly elected and installed President shall appoint a Governance Committee of a minimum of five Active members in good standing, as defined in the Association's Policy Governance document. The names of the Governance Committee members shall be published in the first issue of the national publication of the association issued after the Annual Conference, or sent by mail to the voting members in good standing. In no case shall more than 90 days elapse after the close of the Annual Conference before the voting membership is informed as to who has been appointed to the Governance Committee.
- 9.2 Slate. No later than fourteen days prior to the start of the first regular business session of the Annual Conference, the Governance Committee shall present a slate of candidates, in

writing, for the officer and Elected Director positions that must be filled. In preparing the slate of candidates, the Governance Committee shall solicit the recommendations of the membership of the Association.

- 9.3 Other Nominations. Other nominations may be made in writing to the President no later than twenty-four hours prior to the start of the first regular business session of the Annual Conference. Such nominations must state that the nominated individual has agreed in writing to serve in the position, and must be signed by at least five Active members in good standing. Nominations thus received shall be placed on the ballot for the election of officers and Elected Directors.
- 9.4 Ballots. Officers and Elected Directors shall be elected by the voting members. Election shall be by secret ballot if there is more than one candidate for any office or director position. A candidate must receive a majority of the votes cast. If more than two candidates are nominated for a single office, and no candidate receives a majority vote, the two candidates receiving the most votes shall participate in a runoff election by secret ballot. The candidate who receives a majority of the votes cast in the runoff shall be elected. When there is a single candidate for an officer or director position, the voting members may dispense with the written ballot by a unanimous vote of those present.
- 9.5 Election and Installation. Elections shall be held during a regular business session of the Annual Conference. Installation of persons elected as officers and Elected Directors shall be held not later than the last day of such Annual Conference.

Article 10 - Removal From Office

- 10.1 Procedure. Any officer, Elected Director or chair of a standing committee may be removed from office by the Board of Directors, following an investigation as described in Section 10.2, for failure to execute the duties and responsibilities of his or her position. The removal process may be started only upon receipt by the Board of Directors of a written complaint signed by five Active members in good standing.
- 10.2 Investigation. The Board of Directors shall, within fourteen days after receipt of a written complaint, cause an investigation of the charges to be made. The investigation shall be the responsibility of a special committee consisting of three members of the Board of Directors appointed by the President or, in the case of complaints concerning the President, the Vice President, and approved by the disinterested members of the Board of Directors, acting in Executive Session. The committee shall be appointed within fourteen days after the Board of Directors receives the complaint. The investigating committee shall have fourteen days to complete its initial investigation. Upon the completion of the initial investigation, the investigating committee shall either present its findings and recommendations to the members of the Board of Directors or request additional time for investigation. The Board of Directors may grant the investigating committee additional time to conduct further investigation if, in the sole discretion of the Board of Directors, such additional investigation is required to obtain the relevant facts. Following such investigation, the investigating committee shall present its findings and recommendations to the members of the Board of Directors.
- 10.3 Action. Within a reasonable time following receipt of the investigating committee's findings and recommendations, the Board of Directors shall vote whether or not to remove the affected officer, Elected Director or committee chair; provided, however, that

the affected individual shall be given no fewer than fifteen days prior notice of the planned action and shall be entitled to appear in person or to respond in writing to the charges. Thereafter, the disinterested members of the Board of Directors shall determine, by secret ballot, whether the individual should be removed. The Board of Directors shall be the sole judge of what constitutes failure to execute duties and responsibilities, and shall be the sole judge of the sufficiency of the evidence by which this is determined. The affirmative vote of two-thirds of the members of the Board of Directors shall be necessary to remove an officer, Elected Director, or committee chair.

Article 11 - Indemnification

- 11.1 Indemnification of Directors and Officers. The Association shall indemnify its directors and officers against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that no indemnification shall be made with respect to any claim, issue or matter as to which the person shall be adjudged to be liable to the Association. The Association shall advance expenses in such manner, under such circumstances, and to such extent, as required by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that the Association shall not advance expenses incurred in defense of a claim brought by or in the right of the Association. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by the Association. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by such a person in or arising from such capacity, whether or not the Association would otherwise be required to indemnify the person against the liability.

Article 12 - Fiscal Year

- 12.1 The fiscal year of the Association shall be determined by the Board of Directors.

Article 13 - Amendment of Bylaws

- 13.1 These Bylaws may be amended by the affirmative majority of the voting members present and voting at a regularly scheduled meeting of the voting members at which a quorum is present; provided that written notice of any amendment shall be submitted to the members by mail at least fourteen days before the meeting; and, further, provided that such amendment has been submitted to the Board of Directors for its review and recommendations, pro or con, prior to presenting it to the voting membership.