

**BYLAWS
OF
CEDARCREEK COMMUNITY CHURCH, INC.**

Cedarcreek Community Church, Inc., a Wisconsin Religious Corporation (the "Church"), a member of the Great Commission Association of Churches, is a local expression of the body of Christ, which is the universal assembly of all believers. As such, it is more an organism than an organization, although the functioning of the local group of believers at times is assisted by formal organization. Organization is never an end in itself, and these bylaws, like the Articles of Incorporation of the Church, have no value apart from the degree to which they provide assistance to the local assembly in fulfilling God's will on earth. But in order to avoid confusion and to provide for the orderly conduct of the mission of the church, these bylaws are as a framework for the leadership and direction within the assembly. It is intended that they will assist the carrying out of the will of the Lord Jesus Christ through the Holy Spirit.

**ARTICLE 1.
BOARD OF TRUSTEES**

SECTION 1.1: Appointment of Trustees. All Trustees shall be appointed by the Pastors to a two year term. In the event a Trustee does not complete his or her term, the Pastors shall appoint a new Trustee to complete the unfilled term.

SECTION 1.2: Qualification of Trustees. A Trustee must have a good working knowledge of the church; therefore, a Trustee must be a regular attender of Cedarcreek Community Church.

SECTION 1.3: Number of Trustees. The Board shall consist of no less than five (5) Trustees.

SECTION 1.4. Authority. The Board shall be responsible for the administration of all of the financial business of the Church. This authority shall be limited to matters involving the income received and expenses incurred by the Church, including, but not limited to, salaries, capital expenditures, purchase and sale of real and personal assets. All other matters, whether spiritual, personnel, programming or others, are reserved to the Pastors.

SECTION 1.5. Meetings of the Board. The Board shall meet regularly from time to time and in such locations as determined by the Board. Special Meetings of the Board may be called by any one (1) Trustee.

SECTION 1.6. Notice. Notice of any Annual or Special Meeting of the Board shall be given to each Trustee before the meeting by oral or written notice delivered in such manner as reasonably calculated to provide actual notice of the meeting. Any Trustee may waive notice of any meeting by written statement signed before or after the holding of a meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 1.7. Quorum. Sixty-seven percent (67%) of the Board shall constitute a quorum for the transaction of business.

SECTION 1.8. Manner of Acting: . The Board of Trustees may act on behalf of the Church by majority vote of all a quorum present at a properly called meeting of the Board. Any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed severally or collectively by a majority of the Trustees entitled to vote with respect to the subject-matter thereof; provided that said action shall not exceed the expenditure of more than \$1,000.00.

SECTION 1.9. Attendance at Meetings. For any meeting of the Board, the presence of any or all Trustees in such meeting may be effected by actual physical attendance at such meeting, or by means of telephone or other telecommunication device which allows all Trustees to hear, and be heard by, all other Trustees in attendance at such meeting.

SECTION 1.10. Committees. The Board may, from time to time, appoint certain members to act in the intervals between meetings of the Board as a committee and may delegate to such committee powers and/or duties to be exercised and performed under the control and direction of the Board. Committees may include people outside of the Board, but shall include at least one Trustee.

SECTION 1.11. Indemnification. Each Trustee (and his heirs, executors and administrators) shall be indemnified by the Church against expenses reasonably incurred by him in connection with any claim made against him or any action, suit or proceeding to which he may be made party by reason of his being or having been a Trustee of the Church (whether or not he continues to be a Trustee of the Church at the time of incurring such expenses), except in cases which he shall be adjudged in such action, suit or proceeding to be derelict on the performance of his duty as such Trustee. Such right of indemnification shall not be exclusive of other rights to which he may be entitled to as a matter of law.

SECTION 1.12. Resignation. Any Trustee may resign by delivering notice of such resignation to the Pastors. Such notice need not be approved by the Board and is effective upon delivery.

SECTION 1.13. Procedure for Removal. Grounds for removal of a Trustee may be presented to the Pastors. A Trustee may be removed from the Board by the affirmative vote of a quorum at a special meeting called specifically for that purpose

ARTICLE 2.
OFFICERS AND EMPLOYEES

SECTION 2.1 Election. For purposes of the law of associations it is necessary and/or convenient to designate officers of the church. Accordingly, the Board may elect a Treasurer, a Secretary, and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers, agents and employees as the Board may deem proper. Such officers shall be elected by the Board. Each officer shall hold his Office for a term of one year.

SECTION 2.2 Removal. Any officer elected or appointed by the Board may be replaced by the Board whenever in the Judgment of the Board the interest of the Church would be served thereby.

SECTION 2.3 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired term.

SECTION 2.4 Powers and Duties of Officers. The Secretary and Treasurer shall have the powers and authority as granted by the Board in writing from time to time.

ARTICLE 3:
MEMBERSHIP IN THE CONGREGATION

SECTION 3.1. Membership. Membership requirements shall be determined in writing by the Pastors.

SECTION 3.2. Member Duties. All governing authority of the Church is vested in the Pastors and its Board of Trustees, pursuant to Scripture, the Church's Articles and these bylaws.

SECTION 3.3. Revocation of Membership. Membership may be revoked pursuant to the procedures outlined in Matthew 18:15-17 and 1 Corinthians 5:11.

ARTICLE 4.
CONFESSIONS OF FAITH

SECTION 4.1. Confessions of Faith. This church stands in the historic continuity of the Christian faith. Its teaching and doctrine shall be and remain thoroughly Biblical, conservative and fundamental. On specific points of doctrine, as is necessary, the Church Pastors will make explicit their understanding of the Scriptures by publishing a Biblically supported position paper dealing with the Scriptures on individual issues. Such position papers are intended to equip the members to better understand God's Word.

ARTICLE 5.
CHURCH GOVERNMENT

SECTION 5.1. This Church is self-governing, yet subject to Christ, its Head. The Church receives the Holy Scriptures as its sole standard in matters of church government, and these bylaws are merely an attempt to implement Biblical procedures and practices. All property of the church is irrevocably devoted to religious and charitable purposes and upon Liquidation or dissolution, will be distributed to a fund or organization organized and operated solely for religious or charitable purposes. The assets of the church are to be applied to religious or charitable purposes, not to the benefit of any private person.

ARTICLE 6
AMENDMENTS

SECTION 6.1. Amendment. These By-Laws may be amended or changed, consistent with the applicable laws and the Articles of the Church, by the affirmative vote of the Board of Trustees of the Church. The undersigned, Secretary of the Church, hereby certifies that the above and foregoing is a complete and accurate copy of the Bylaws of the Church by the Board of Trustees on the date set forth.