

AMENDED AND RESTATED BYLAWS
OF
CENTRAL COMMUNITY CHURCH FOUNDATION, INC.

ARTICLE I
Purposes

The Foundation, known as Central Community Church Foundation, Inc. (sometimes referred to herein as the "Foundation"), is organized exclusively for charitable, religious, and education purposes described in Section 501(c)(3) of the Internal Revenue Code, not for profit, and the purposes of this Foundation are stated in its Amended and Restated Articles of Incorporation filed with the Kansas Secretary of State on January 31, 2002.

More specifically, the purpose of the Central Community Church Foundation is to support the ministries of Central Community Church by assisting in the raising of funds for special projects and for developing a planned giving program for the purpose of developing funds that will be for various ministries and projects, relating to both the facilities of the Church and special projects relating to the ministries of the Church.

The Central Community Church Foundation will not plan for the use of funds or other general operating purposes that are included in the Annual Budget of Central Community Church. It will be made clear by the Foundation to those who choose to give that providing funds to the Central Community Church Foundation is not to take the place of tithing, or what would otherwise be considered funds to be provided for the regular operations of the Church that are set forth in the Annual budget of the Church.

Gifts may be made to the Central Community Church Foundation and designated for a specific ministry, specific uses, projects, materials, and capital projects. The Foundation may establish endowed funds to provide for specific and/or general purposes.

ARTICLE II
Registered Office and Registered Agent

The Foundation shall have and continuously maintain in the State of Kansas a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Kansas as the Board of Trustees may from time to time determine.

ARTICLE III
Board of Trustees

The Board of Trustees (sometimes referred to herein as the "Board") shall have active control of the management of the affairs of the Foundation in carrying out its purposes as provided in the Articles of Incorporation and resolutions creating said Foundation. The Board of Trustees shall have the power to discharge duties in connection with the affairs of the Foundation and, subject to the Articles of Incorporation, the resolutions creating the Foundation and these Bylaws, shall have full and complete power and authority to do any and all things necessary to effect the purposes of the Foundation. The Board of Trustees shall further have the power to elect all of the officers of the Foundation and shall have the power to remove officers of the Foundation at will. In connection with the administration of the affairs of the Foundation by the Board of Trustees, it is provided as follows:

1. Regular Meetings. The Board of Trustees shall hold at least one meeting annually at such time and place as they may determine, for the purpose of electing Trustees and officers and conducting such other business as may come before it.
2. Called Meetings. Called meetings may be had upon call of the President of the Foundation upon the request of any three (3) members of the Board of Trustees, and the Secretary of the Foundation shall give sufficient notice of the time and place thereof to enable the Trustees to attend.
3. Quorum. A quorum of the Board of Trustees shall consist of a majority of the Trustees, and all matters properly coming before them shall be determined by majority except as hereinafter provided in Article X. If there is less than a quorum present for a meeting, a majority of those present may adjourn the meeting without further notice to any absent director, until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which was so adjourned.
4. Extent of Authority. The Board of Trustees shall have and exercise full authority with reference to the investment, reinvestment, and administration of the principal of all funds and property devised, bequeathed, given or transferred to the Foundation and shall have authority to execute proper transfers, assignments, contracts, deeds, releases, receipts, acquittances and any and all instruments that may be necessary in the administration of the property and assets of the Foundation, and the purchaser or transferee of property, real or personal, notes bonds, or securities, may accept such instrument or instruments so executed by the Board of Trustees. In addition, the Board of Trustees shall have the following powers and duties:
 - a. The Board of Trustees may, from time to time, appoint as advisors, persons whose assistance may be deemed helpful in determining policies and formulating programs for carrying out the Foundation's purposes. Such advisors shall serve at the pleasure of the Board.
 - b. The Board of Trustees may employ such persons, including officers, attorneys, agents and assistants, as it deems appropriate for the administration of the offices of the

Foundation. Such persons shall serve at the pleasure of the Board, or as the Board may agree.

- c. The Board of Trustees may pay reasonable compensation for services and reasonable reimbursement of expenses of all Trustees, officers, attorneys, agents, consultants and assistants of the Foundation, whether or not such officers, attorneys, agents, consultants or assistants are also Trustees of the Foundation.
 - d. The Board of Trustees may exercise all powers of the Foundation and do all acts and things as are not prohibited by law, The Articles of Incorporation or these Bylaws.
5. Voting. At each meeting of the Trustees, every Trustee present shall be entitled to one vote. No Trustee shall be entitled to vote by proxy. Upon request of any Trustee, the vote for Trustees and the vote upon any question before the meeting shall be by written ballot.
 6. Presiding Officer. At all meetings of the Board of Trustees, the President or Vice President, or in their absence a chair chosen by the Trustees present, shall preside.
 7. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if (a) all Trustees are given notice of the proposed action at least three (3) days prior to the action becoming final, (b) a majority of the Trustees consent thereto in writing or by electronic transmission, and (c) the writing(s) or copies of the electronic transmission(s) are filed with the minutes of proceedings of the Board.
 8. Audio/Video Meetings. Trustees may participate in any meeting of the Board of Trustees by any audio or audio/video means that may be available, for example, by telephone or other electronic or battery operated device that has the appropriate technology to hear, be heard, and also see and be seen, if possible. This shall be acceptable as long as all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE IV

Election and Term of Office

1. An election shall be held at the annual meeting of the Foundation for all positions that are open and for which an election is appropriate. If necessary because a position is open, an election may be held at a special meeting held for that purpose. Terms shall be staggered, and for 3-years. The number of Trustees of the Foundation shall be at least five (5) but not more than eight (8), all of whom shall be individuals. Terms shall be staggered as evenly as possible for three (3) year terms. (For example, with 5 Trustees, then 2 for each 3-year term, 2 should have 2-year terms, and one

shall have a 1-year term.). Trustees may be elected for and serve 2 3-year terms before needing to step down as a Trustee. After having been off of the board for one full year, a Trustee may again be considered for election.

2. All Trustees shall hold office until their respective successors are elected. Any Trustee may resign at any time by giving written notice of such resignation to the Board of Trustees. Any Trustee may be removed from office at any time by vote of two-thirds of the Trustees at a duly-called meeting the announced purposes of which includes such removal.

ARTICLE V

Officers

The Board of Trustees shall select a President, a Vice President, a Secretary, and a Treasurer. Any two offices may be held by the same person, with the exception that no person may hold both offices of President and Vice-President. Each officer of the Foundation shall be elected or appointed annually by the Board, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified. Officers may be reelected for successive terms. In case any office of the Foundation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Trustees then in office, although less than a quorum, may elect an officer to fill the unexpired term. Any officer may be removed from office by the Board at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Foundation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE VI

Duties of Officers

1. **President.** The President shall preside over all meetings of the Board of Trustees and shall perform such other duties as ordinarily pertain to the office of President, subject to the direction and instructions of the Board. The President shall also sign all legal instruments necessary to the administration of the affairs of the Foundation. The President shall perform such other duties as may be assigned to him or her by the Board.
2. **Vice President.** It shall be the duty of the Vice President to act in the absence or incapacity of the President, and when so acting the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President

shall have such other powers and perform such other duties as from time to time may be prescribed to him or her by the Board.

3. Secretary. It shall be the duty of the Secretary to keep a record of all minutes of each meeting of the Trustees, and appropriate written records pertaining to the activities of the Board. The Secretary shall perform such other duties as are usually incident to said office, subject to the direction of the Board.
4. Treasurer. The Treasurer shall have custody of the funds, securities and property of the Foundation and shall deposit all funds belonging to the Foundation in such bank or banks or trust as may from time to time be designated by the Board of Trustees. Said funds may be withdrawn only upon a draft or check signed by the Treasurer and countersigned by another officer of the Foundation. The Treasurer shall file with the Board of Trustees a fidelity bond or bonds for the faithful performance of his duties in any amount and with a surety acceptable to the Board of Trustees. In lieu of obtaining a fidelity bond, or in addition thereto, the Board of Trustees may require the Foundation to obtain appropriate Trustees' and officers' liability insurance as well as general liability insurance, as the Board shall determine. The expenses of such bonds and/or insurance shall be paid by the Foundation as an operating expense. The Treasurer shall enter regularly on the books of the Foundation to be kept by him or her for the purpose of making full and accurate account of all monies and obligations received and paid or incurred by him or her for or on account of the Foundation, and he or she shall exhibit such books at all reasonable times to any director on application at the offices of the Foundation. He or she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.

ARTICLE VII

Receipt, investment, and Distribution of Funds

All property and funds received by the Foundation shall be managed, or sold, if necessary, invested and distributed pursuant to the purposes of the Foundation as set forth in its Articles of Incorporation and these Bylaws. The Foundation Board of Trustees may place designate some of the funds as endowed funds, and therefore to be considered as permanent funds from which only the income therefrom may be used for the purposes set out in the Articles of Incorporation and these Bylaws. All funds and investments not so designated may be used for the stated purposes of the Foundation, either as designated for specific projects or purposes, or for the general purposes of the organization.

ARTICLE VIII

Amendments

These Bylaws and the Articles of Incorporation may be amended as follows:

1. Any Trustee of the Foundation shall have the power to present to the Board of Trustees a proposed amendment to the Articles of Incorporation or Bylaws of the Foundation.
2. Notice of any meeting to be called for the purpose of considering the amendment to the Bylaws or Articles of Incorporation as aforesaid must be given at least thirty (30) days in advance of said meeting. In the event said amendment is to be proposed at a regularly called meeting of the Foundation or a special meeting, a copy of the proposed amendment in writing in substantially the form in which it is to be presented and considered must be directed either by mail, electronic transmission or personally to each member of the Foundation not less than thirty (30) days in advance of said meeting.
3. It shall be the obligation of the Secretary of the Foundation to provide for the delivery of the proposed amendment to each of the members of the Foundation, and any Trustee of the Foundation proposing such amendment shall furnish the same in writing to the Secretary in sufficient time to enable the Secretary to meet the requirements hereinabove set forth.
4. In order to be approved, the amendment to the Bylaws or Articles of Incorporation must receive a majority of the Trustees of the Foundation present and voting.

ARTICLES IX

Contracts

The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to a specific instance.

ARTICLE X

Policies and Procedures

The Board of Trustees shall adopt a conflicts of interest policy, a “whistleblower” policy, a gift acceptance policy, a federal compliance policy and such other policies and procedures as the Board shall deem necessary or advisable.

ARTICLE XI

Miscellaneous

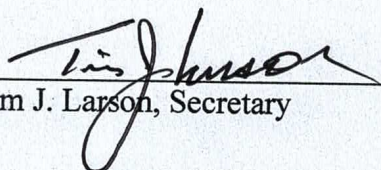
1. **Notice.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the Foundation, or by electronic transmission to an address provided by such person to the Foundation, and such notice shall be deemed to have been given on the day of such mailing or transmission.
2. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the Foundation or these Bylaws, a signed waiver thereof in writing or a waiver submitted to the Foundation by electronic transmission, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to mailing and receipt thereof.

CERTIFICATE OF ADOPTION

I, the undersigned, do hereby certify:

1. I am a duly elected and acting Secretary of Central Community Church Foundation, Inc.; and
2. The foregoing Amended and Restated Bylaws, comprising seven (7) pages, including this Certificate, constitute the original Bylaws of said Foundation, as duly adopted at a meeting of the Trustees of Central Community Church Foundation, Inc., constituting the Board of Trustees of the Foundation thereof duly held on the 7th day of March, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary of the Foundation on the date last above written.



Tim J. Larson, Secretary