

EXHIBIT B

BYLAWS OF
NAZARENE COMPASSIONATE MINISTRIES, INC.

Effective July 5, 1996

Article I

Section 1.1 Principal Office. The principal office of the Nazarene Compassionate Ministries (the "Corporation") shall be, until changed by the Board of the Directors, at 6401 The Paseo, Kansas City, Missouri 64131. The Corporation may have offices at such other place or places within or without the State of Missouri as from time to time the Board of Directors may determine or the activities of the Corporation may require.

ARTICLE II

Membership Meetings

Section 2.1 Place. All meetings of the Member (as hereinafter defined in Article III) shall be held at such place within or without the State of Missouri as may be determined by resolution of the Board of Directors made not less than thirty (30) days prior to such Membership Meeting (meetings of the Member in these Bylaws refer to the meetings of the Nazarene Compassionate Ministries, Inc., not the meetings of the General Board of the Church of the Nazarene [the "General Board"], but in event the Board of Directors shall fail to designate a place for said meeting to be held, then the meeting shall be held at the principal office of the Corporation.

Section 2.2 Annual Meeting. The annual meeting of this Corporation shall be held in March of each year at such time and place within or without the state of Missouri as may be determined by action of the Board of Directors or by written consent of the Directors.

Section 2.3 Semi-Annual Meetings. The semi-annual meeting of this Corporation shall be held in October of each year at such time and place within or without the state of Missouri as may be determined by action of the Board of Directors or by written consent of the Directors.

Section 2.4 Notice of Membership Meetings, Annual or Special. Written or printed notice stating the place, day and hour of the meeting shall be sent either by first-class mail or personal delivery, and such notice shall be mailed or delivered no fewer than ten (10) nor more than sixty (60) days before the meeting date to the Member.

If a director's conflict of interest transaction, the indemnification of a director or officer, an amendment to the Articles of Incorporation or Bylaws, a plan of merger, a sale or other disposal of substantially all of the Corporation's assets, or the dissolution of the Corporation is to be voted upon at the annual meeting, the notice shall include a description of such matters. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.

Section 2.5 Special Meetings. Special meetings of the Member may be called at any time by the Chairman, the President or the Secretary of the sole Member, or as otherwise provided in the Missouri Nonprofit Corporation Act (the "Act").

Section 2.6 Notice Signed. Notice of the annual and of special meetings of the Member of this Corporation shall be signed by the Chairman, the President or the Secretary under the authority of the persons authorized by these Bylaws to call such meetings.

Section 2.7 Written Waiver of Notice. Any notice required by these Bylaws may be waived by the Member signing a waiver of notice before or after the time of said meeting and notice.

Section 2.8 Waiver by Attendance. Attendance of a representative of the Member at any meeting shall constitute a waiver of notice of such meeting, except where a representative of the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III

Membership and Voting

Section 3.1 Membership. The sole member of the Corporation is the General Board of the Church of the Nazarene (hereinafter the "Member" shall refer to the General Board acting solely in its capacity as the sole member of the Nazarene Compassionate Ministries, Inc.).

Section 3.2 Voting. Upon the approval of the Board of Directors, the election of directors or officers, if elected by the Member, may be conducted by mail, in accordance with the Act.

Section 3.3 Action by Member Without a Meeting. Any action to be taken at a meeting of the sole Member may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the representative of the Member.

ARTICLE IV

Board of Directors

Section 4.1 Management. The property, business and affairs of the Corporation shall be controlled and managed by a Board of Directors which shall consist of two classes of directors. The directors constituting the current Board of Directors shall be those named in the Articles of Incorporation and shall hold office until the next annual election of directors.

Section 4.2 Duties and Powers of Directors. The Board of Directors shall have the powers and duties to: (1) hold meetings at such times and places as it deems proper; (2) appoint committees when necessary as herein provided; (3) audit the bills and disburse the funds of the Corporation; (4) employ agents for the Corporation; (5) carry into execution such other measures as it deems proper and expedient to promote the purposes of the Corporation and to best protect the interests and welfare of the Corporation.

Section 4.3 Number and Election.

- A. There shall be no more than nine (9) Directors, and at no time shall there be fewer than five (5) such directors

- B. The Directors shall be elected by the sole Member at the annual meeting of the Corporation from a slate nominated by the Board of General Superintendents of the Church of the Nazarene and shall serve for a term of one (1) year or until the next annual meeting of the Corporation and until their successors shall be elected and shall qualify.

- C. Directors shall have full voting rights.

- D. Two (2) Directors shall be ex officio (automatically designated by their appointment to these positions in the Nazarene Headquarters' administration): Administrative Director of Nazarene Compassionate Ministries USA/Canada Mission Evangelism Department and Administrative Director of Nazarene Compassionate Ministries World Mission Department. The Corporation shall be deemed to have designated such two (2) directors upon appointing persons to these positions. Such two (2) directors shall hold office as a director so long as they continue to hold the Nazarene Headquarters' administrative position. At such time as an ex officio director no longer holds such administrative position, such person shall no longer be a director of this Corporation.

- E. Two (2) Directors shall be ex officio directors (automatically designated by their election to these positions in the General Board's administration): Director of the World Mission

Department, and Director of the USA/Canada Mission Evangelism Department. The Corporation shall be deemed to have designated such two (2) directors upon appointing persons to these positions. Such two (2) directors shall hold office as a director so long as they continue to hold the General Board's position. At such time as an ex officio director no longer holds such position, such person shall no longer be a director for this Corporation.

- F. The ex officio Directors shall have all the duties and rights as the other directors of this Corporation, unless otherwise provided herein.

Section 4.4 Vacancies. Whenever any vacancy of the Board of Directors shall occur due to death, resignation or otherwise, the remaining directors or a majority of them may fill the vacancy from a slate nominated by the Board of General Superintendents of the Church of the Nazarene, and the director so appointed to fill such vacancy shall serve the unexpired term of his predecessor in office and until his successor shall have been elected and qualified.

Section 4.5 Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of the Member at any special meeting called for that purpose, or as otherwise provided in the Act.

Section 4.6 Quorum. A majority of the whole Board shall constitute a quorum for the transaction of business. The act of the majority of the directors present and entitled to vote at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.7 Notice. Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon two (2) days written notice of each director, such notice to state the date, time, place, and purpose of the meeting. Notice of the meetings shall be effective if communicated in writing by personal delivery, telecopy, telegraph, teletype, other form of wire or wireless communication or by mail or private carrier. The notice shall be correctly addressed if addressed to a director's address, telecopy number or electronic mail address shown in the current list of directors. The notice shall be effective at the earliest of the following:

- a) When received;
- b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed;
- c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

- d) Thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 4.8 Meetings by Conference Telephone. Unless otherwise provided in the Articles of Incorporation of the Corporation or herein, the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4.9 Action by the Board of Directors Without a Meeting. Any action which is required to be or may be taken at a meeting of the directors, or of any executive committee or other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors of the Board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document filed under the Act. The secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

Section 4.10 Waiver. Attendance of a director at any meeting shall constitute a waiver of notice except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V

Order of Business

At all meetings of the Member or of the Directors, the order of business shall be, as far as applicable and practicable, as follows:

- (a) Organization.
- (b) Proof of notice of meeting or of waivers thereof. The certificate of the Secretary of the Corporation, or the affidavit of any other person who delivered or mailed the notice or caused the same to be delivered or mailed, shall be accepted as proof of service of notice.
- (c) Reading of unapproved minutes of the preceding meeting and action thereon unless such reading is waived.
- (d) Reports.
- (e) At an annual meeting of the Member, the election of directors.

- (f) At the semi-annual meeting of Board of Directors, the three to five year Strategic Plan and the one year "Working" Plan will be conditionally approved with final approval by telephonic or mail vote in December of that year.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

Any question as to priority of business shall be decided by the person presiding over the meeting without debate.

This order of business of any meeting may be altered or suspended by a majority vote of those present and entitled to vote.

ARTICLE VI

Committees

Section 6.1 Committees. The Board of Directors shall have authority to establish one or more committees, each of which shall consist of two or more directors, as is necessary or appropriate to promote or carry out the purposes of the Corporation. Such committees shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided by resolution of the Board, except that the Board may not, under any circumstances, grant a committee the authority to:

- (a) Authorize distributions to directors, officers, agents or employees except in exchange for value received;
- (b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or
- (d) Adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Section 6.2 Executive Committee. An Executive Committee consisting of five (5) directors is hereby established. The Executive Committee may exercise all of the Board's authority under Section 6.1, except that the Executive Committee shall not have any authority with respect to the matters set forth in clauses (a) through (d) of Section 6.1. The Executive Committee members shall be the Chairman of the Board, President, Vice President {Administrative Director of Nazarene Compassionate Ministries Church Growth Division), Vice President

{Administrative Director of Nazarene Compassionate Ministries Church Growth Division), Secretary and Treasurer of the Company and shall serve until their respective successors are appointed or elected or until their sooner death, resignation or removal. Vacancies on the Executive Committee shall be filled by the Board. The Executive Committee shall keep a full and fair record of its transactions. All actions shall be reported to the Board at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board; provided that no rights of third persons shall be affected by any such revision or alteration. The Executive Committee shall also forward suggested nominations of directors to the Board of General Superintendents. The initial members of the Executive Committee shall be the following directors:

Dr. Richard Schubert

Dr. Thomas G. Nees

Dr. Steven L. Weber

Mr. Gustavo A. Crocker

Dr. Gary B. Morsch

Section 6.3 The majority of all the members of any committee may fix its rules of procedure, determine its action and fix the time and place in accordance with Sections 4.5 through 4.12 of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board and shall apply to committees of the Board and committee members as well. Actions taken at meetings of any committees shall be reported to the Board at its next meeting. The Board of Directors, by resolution adopted by a majority of the whole Board, shall have the power to fill vacancies, to appoint one or more directors to serve as alternative members of committees, and at any time, to abolish any committee or remove any directors therefrom, either with or without cause. Each committee shall consist of such number of persons as the Board of Directors shall determine.

Section 6.4 Committees Which Do Not Have Authority of the Board of Directors. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by of the directors, each of which shall consist of two or more directors.

ARTICLE VII

Officers

Section 7.1 Executive Officers. The executive officers of the Corporation shall be a Chairman of the Board, a President, two Vice Presidents, a Secretary and a Treasurer and such other subordinate officers as the Board of Directors may elect. Any two or more offices may be held by the same person, except the offices of President and Secretary. An officer may, but need not be, a director.

Section 7.2 Election and Term. The Chairman, President, Vice Presidents, Secretary and Treasurer shall be elected annually for one (1) year terms by the directors at the annual meeting of the Board of Directors and shall hold office until their successors are chosen. At any meeting the Board of Directors may elect other officers for terms not exceeding one (1) year to hold office at the pleasure of the Board of Directors.

Section 7.3 Removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the entire Board entitled to vote.

Section 7.4 Vacancies. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office, although less than a majority of the entire Board, may, by a majority vote of those voting, choose a successor or successors for the unexpired term.

ARTICLE VIII

Duties of Chairman of the Board/Officers

Section 8.1 Chairman of the Board. The Chairman of the Board shall preside at all Nazarene Compassionate Ministries, Inc., meetings of the Member and of the Board of Directors at which he may be present and shall have such other duties, powers, and authority as may be assigned by a majority of the Board of Directors.

Section 8.2 The President. The President shall preside at all Nazarene Compassionate Ministries, Inc., meetings of the Member and of the Board of Directors in the absence of the Chairman of the Board, shall have general supervision of the business and finances of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall advise the officers in the fulfillment of their duties and shall assure that their activities adhere to the stated purposes of the Corporation. The President or any Vice President shall execute all documents requiring the seal of the Corporation.

Section 8.3 Vice President. The Vice Presidents shall I perform such duties as shall be assigned to him by the Board of Directors and shall exercise such powers as may be granted to him by the Board of Directors. In the absence of the President, the Vice Presidents, at the request of the Board of Directors, may perform the duties and exercise the powers of the President with the same force and effect as if performed by the President.

Section 8.4 Secretary. The Secretary shall attend all meetings of the Member and of the Board of Directors and shall record all votes and the minutes of all proceedings in a minute book to be

kept for that purpose. He shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, the Chairman, President or the Vice Presidents, he shall affix the seal to any instrument requiring the seal. He shall maintain a current membership roster and record of attendance and provide the membership with written notification of meetings. The Board of Directors at any meeting may designate any of their number to act as temporary secretary in the absence of the Secretary.

Section 8.5 Treasurer. The Treasurer shall attend all meetings of the Member and of the Board of Directors, shall prepare and issue checks as directed and authorized by the Board of Directors, shall maintain records on contributions, shall present a financial statement of current position at each annual meeting of the Member and each regular meeting of directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors, the Chairman or the President, under whose supervision he shall be.

Section 8.6 Subordinate Officers. The Board of Directors may elect such subordinate officers as it may deem desirable. Each such officer shall hold office for such period not exceeding one (1) year and shall have such authority and perform such duties as the Board of Directors may prescribe.

ARTICLE IX

Instruments for Payment of Money

Section 9.1 Authorized Signers. Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall be signed by the person or persons authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Board of Directors.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI

Seal

The seal of the Corporation shall be in circular form and shall have inscribed thereon the name of the Corporation and the words

"Corporate Seal" and "Missouri." The Board of Directors may, by resolution, change the form of the corporate seal.

ARTICLE XII

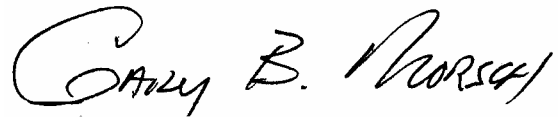
Parliamentary Authority

Robert's Rules of Order, Revised, shall govern the conduct of business in this Corporation except where otherwise specifically provided in the Articles of Incorporation or herein.

CERTIFICATION

The undersigned Secretary of the Corporation does hereby certify that the foregoing Bylaws were duly adopted by the affirmative vote of a majority of the directors and the sole member at a meeting properly called, noticed and convened on July 5, 1996, in accordance with the Articles of Incorporation and applicable law, and that the same remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 8th day of July, 1996.



Secretary