

Crossroads Community Church of the Fox Valley, Inc.
An Illinois Not-For-Profit Corporation

Bylaws

ARTICLE I

GENERAL

Section 1 - Name

The name of the Church as incorporated under the Illinois General Not for Profit Corporation Act of 1986, as amended ("Act"), is **Crossroads Community Church of the Fox Valley, Incorporated** (herein referred to as the "Church").

Section 2 - Purpose and Powers

The Church will have the exclusively religious purposes as stated in its Articles of Incorporation.

More specifically, the Church is organized and operates as follows, and as stated in its Articles of Incorporation:

1. The purpose of this church shall be to glorify God through public worship services, preaching and teaching the Word of God, administering the Holy Sacraments of Communion and Baptism, and providing and promoting Christian education and community. Through corporate and personal relational evangelism, this church will reach out to its community and to the world with the Gospel message of Jesus Christ.

Section 3 - Confessional Standard

The Church accepts all the Canonical Books of the Old and New Testaments as the revealed, inerrant Word of God, verbally inspired; and it accepts the three ecumenical Creeds (Apostles, Nicene and Athanasian) as true expositions of the Word of God. This congregation confesses the Triune God (Father, Son, and Holy Spirit), Jesus Christ as Lord and Savior and the only way to eternal life. Jesus is the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.

A greater detailed explanation is contained within our Statement of Faith, Relational Matters, and Doctrine portions of the church website (www.crossroadsconnect.net).

Section 4 - Governance

These Bylaws constitute the defined governance of all matters of the Church. The Bylaws shall be posted on the Church website to ensure transparency and availability to all members.

ARTICLE II

OFFICES

The Church shall have, and continuously maintain in the State of Illinois, a registered office and a registered agent whose office is identical with such registered office. The Church may have other offices within or outside the State of Illinois as the Board of Elders may from time to time determine.

ARTICLE III

MEMBERSHIP

Those who have become members of the Church will have rights and responsibilities according to the provisions of this Article of the Bylaws.

Section 1 - Requirements

Those seeking to become members of the Church shall meet the following criteria, and as the Board of Elders may determine from time to time:

1. Have been baptized through water and the Word of God.
2. Devotes themselves to Christ through a lifestyle characterized by prayer, worship, partaking of Holy Communion, and Bible study.
3. Seek growing relationships with other Christians through corporate worship and community group discipleship, while also seeking relationships with non-Christians through a lifestyle of personal evangelism.
4. Strive to serve to the best of their ability in the Body of Christ, through the employment of spiritual gifts, talents, and personal interests.
5. Follow Biblical standards of supporting the Church financially.
6. Complete the doctrinal instruction classes established by the Church and commit to abide by the Covenant of Membership by signing the document, which will be retained in the Church Office.
7. Understands and accepts the Confessional Standard of the Church and have made a public affirmation thereof.
8. As prime agents in faith formation, parents shall bring children to the Lord through the Sacrament of Holy Baptism, rear them in the nurture and admonition of the Lord, teach them the Word of God in the home, and in general make use of educational opportunities provided by the Church.
9. Must be at least 18 years of age.
10. Submit to the authority of the Church as defined by these Bylaws.

Section 2 - Rights of a Member

All members of the Church are afforded the following non-voting rights of membership:

1. Eligible to participate and provide input at all Membership Meetings. Members are expected to attend all meetings to the best of their ability.
2. Opportunity to participate on a Task Force or Committee.
3. Opportunity to nominate the Elder Board candidates in accordance with these Bylaws.

4. Opportunity to give input on Pastoral candidates proposed by the Board of Elders in the event of a vacancy or new hire.
5. Eligible to participate in formal positions of leadership including Board of Elders (male members only) and Church Staff.

Section 3 - Resignation of Members

Any member may resign by filing a written resignation with the Secretary of the Church, via personal delivery, email, or U.S. mail.

Section 4 - Transfer of Membership

Membership in the Church is neither transferable nor assignable.

Section 5 – Discipline, Suspension, and Termination of Membership

The Board of Elders may discipline, suspend, or terminate a member of the Church for a justified cause, in its considered and prayerful discretion, after due process in accordance with the Church's statement of Relational Matters.

In addition, the Board of Elders shall, at least once every twelve months, review the Church's roll of Members to evaluate active or associate membership status. Any Member who has not participated in Church services or other activities of the Congregation for any reason may be recommended for removal to the Board of Elders. Prior to such recommendation, the Church shall make reasonable efforts to contact the non-participating member to encourage renewed participation and to determine the reason for non-participation. Members may be removed for nonparticipation by a majority vote of the Board of Elders. Members who cannot attend due to health reasons will not be removed for non-attendance. Members who are out of area Missionaries shall also be granted an exception.

ARTICLE IV

MEETINGS

Section 1 - Annual Meetings

An Annual Meeting will be held for the purpose of hearing the "State of the Church" address, where the Lead Pastor casts the vision for the future direction of the church and report the progress and condition of the congregation. This will include, but not be limited to updates related to staff and ministry, worship, community and mission.

Section 2 - Special Meetings

Special meetings may be called by or at the request of the Lead Pastor, Executive Pastor or Board of Elders.

Section 3 – Meeting Notification

All meetings will be conducted in the State of Illinois. Meeting times and locations will be determined on a per-meeting basis, and will be disclosed in Church publications including bulletins and social media at least 14 days in advance of the meeting.

Section 1 – Purpose & Definition

The primary purpose of the Board of Elders (BOE) is to steward “The Big Picture” in overseeing the affairs of the Church. Not only to keep the Church on course in regards to its Mission and Vision, but with prayerful guidance provide the resources to see them accomplished.

Members of the BOE are not to be involved in the day-to-day operation of the church or to “lord over” the church in an authoritative manner. They shall strive to be empowering people – the lead servants of the church. As the governing board of the church, they are to demonstrate dynamic “servant” leadership, working with the Lead Pastor and Executive Pastor to provide advice, guidance, and encouragement.

The Church’s BOE shall serve as the governing Board, as defined under the Act.

Section 2 - Elder Qualifications

The qualifications for becoming an Elder are biblically defined via the attributes outlined in 1 Timothy 3:2-11 and Titus 1:5-9. In addition, each Elder must personally affirm the Church’s Confessional Standards, qualify as members of the Church, abide in all respects with the corporate policies set forth in these Bylaws, and otherwise characterize personal commitment to the Church’s values.

Due to the gravity of their leadership, an Elder must be a humble servant, soft in spirit seeking the face of Jesus alone in every word they speak.

All nominees for the Board of Elders shall be male members of the Church for at least two (2) years prior to assuming a position on the Board of Elders. They shall not be Ministry Staff members, employees of the Church or spouses thereof. Provided, however, that the Lead Pastor and Executive Pastor shall serve as *ex officio* Elders, and other Pastors may serve as Elders as may be approved by the BOE, and each shall serve as a voting member of the BOE

Section 3 - Elder Preparation & Selection

The following process shall be followed in both the preparation and final selection of all new Elders:

1. The Lead Pastor, Executive Pastor, BOE and Staff members will prayerfully seek God’s guidance, with nominations sought from members of the Church, in order to develop a list of Elder candidates.
2. The final Elder candidates will be discussed and evaluated in accordance with the Elder Qualifications, including input sought from the Church members.
3. All Elder candidates must successfully complete the Elder Candidacy Process (6-9 months) under the guidance of the Lead Pastor and Executive Pastor.

4. In the event of a vacancy, the BOE will enter into a time of prayer to determine which of the Elder Candidates shall be chosen to fill the vacancy. If peace prevails in the souls of the BOE, and a unanimous vote is cast, the appointed candidate is invited to join the BOE. The Congregation will be properly notified of those being considered in advance of a final decision.

Section 4 - General Powers

The Board of Elders shall oversee all of the affairs of the Church and shall be the final authority within the Church.

The “affairs of the Church” shall include, but not be limited to the following:

- Care for the welfare of the Church (1 Peter 5:1-4)
- Exhort the Church in sound doctrine (Titus 1:9, Acts 20:28-31)
- Serve as the sole authority for interpretation of Scripture (Titus 1:9, 2 Timothy 3:16)
- Review and Approve the Confessional (Doctrinal) Standard (Acts 15:2)
- Oversee the Pastor Offices including hiring, performance evaluation, disciplinary matters, and the filling of a vacancy. (1 Timothy 3:1-7)
- Oversee the Elder Preparation & Selection Process (Acts 14:23, Titus 1:5)
- Oversee the appointment of the Officers (Acts 14:23)
- Pray for this sick (James 5:14)
- Review and Approve the Vision, Mission and Ministry Plan (Luke 14:28, Proverbs 29:18)
- Edit and maintain the church Bylaws (Acts 16:4-5)
- Oversee Legal and Financial Matters (Acts 11:29-30)
- Oversee the care & maintenance of the property (Psalm 24:1)
- Administer Church Discipline (Matthew 18:15-20, 1 Corinthians 5:13)
- Conduct Membership Hearings (Acts 20:28-29)

Section 5 - Number and Tenure

The composite number of Elders shall be no less than 4 and no more than 10, including the Lead Pastor and Executive Pastor (Staff Elders). The BOE may from time to time, by amendment of these Bylaws, change the minimum and maximum number of Elders, but in no case shall the number be less than (2) two.

Each non-Pastoral Elder will serve a two-year term, unless then BOE shall expressly resolve to select an Elder for a shorter term. Additional terms shall be subject to prayerful consideration and reaffirmation by the members of the BOE. Non-pastoral BOE members may serve three (3) consecutive terms, provided that after any such BOE member serves three consecutive terms, he shall be required to leave the BOE for a period of two years before returning to serve on the BOE. Notwithstanding the limitations on Elders' term of office, each Elder shall hold office until his successor has been selected and installed in office.

Section 6 - Regular Meetings

A regular meeting of the BOE shall be held at least once a month for the transaction of such business as may come before the meeting. All BOE members are expected to attend all meetings, where possible.

Section 7 - Special Meetings

Special meetings of the BOE may be called by or at the request of any two or more Elders. All BOE members are expected to attend all meetings, where possible.

Section 8 - Meeting Notification

Meeting dates, times, and locations will be determined on a per-meeting basis and disclosed to BOE members by written notice, including email, not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

The persons authorized to call special meetings of the Board of Elders may fix any place, either within or outside the State of Illinois, as the place of holding any special meeting.

Notice of any meeting of the Board of Elders may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of an Elder at any meeting shall constitute a waiver of notice of such meeting except where an Elder attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Elders, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws

Section 9 - Telephone Meeting

Any meeting of the Board of Elders may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment. Directors or non-director committee members may participate in and act at any meeting of the BOE or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 10 - Quorum

A majority of the BOE shall constitute a quorum for the transaction of the business at any meeting of the BOE. If less than a majority of the BOE is present at said meeting, a majority of the BOE present may adjourn the meeting.

Section 11 - Manner of Acting

All official acts of the BOE shall be preceded by a formal motion "seconded" by another member of the BOE, a period of discussion, a call for a vote, and a stated resolution.

The act of a majority of Elders present and eligible to vote at a duly convened BOE meeting shall be the act of the BOE, and therefore the Church, except where otherwise provided by law or by these Bylaws. For example, in the event of filling vacancy in the Office of Lead Pastor, a unanimous vote of the entire BOE membership shall be required.

In the event that matters of BOE pertain directly to either the Lead Pastor or Executive Pastor, the subject party shall abstain from both discussion and voting, in keeping with the Church's Conflict of Interest Policy attached hereto.

Section 12 – Action without a Meeting

Any action which may be taken at a meeting of the Board of Elders or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from an Elder's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Church's Secretary to be filed in the Church's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

Section 13 - Termination of Membership

The BOE by unanimous vote of all the other Elders may suspend or expel a member of the BOE for cause, after due process as stated in our statement of Relational Matters.

Section 14 - Resignation

Any member of the BOE may resign voluntarily at the annual renewal period or by filing a written resignation with the BOE.

Section 15 - Compensation

Elders shall not receive any salary or compensation for their service on the Board of Elders. Provided, however, that Elders also serving as Church staff may be compensated for such service. Provided further that all Elders may be reimbursed for any out-of-pocket expenses incurred in the course of their Church service as Elders.

Section 16 – Fiduciary Duties

In conjunction with their spiritual responsibilities, Elders are legally required to fulfill the following fiduciary duties to the Church as Directors under the Act:

1. **Duty of Diligence.** Elders ultimately hold full non-delegable responsibility for the Church's actions and well-being. Elders are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state

and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

2. **Duty of Loyalty.** Elders must always act in the best interests of the Church. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Church. Elders shall comply at all times with the Conflict of Interest Policy at Addendum A; and shall at no time make non-program loans, gifts, or advances to any person, except as permitted under the Act.
3. **Duty of Obedience.** Elders are required to ensure that the Church's activities adhere and conform to the religious purposes set forth in the Church's purpose statement above; and to utilize the assets of the Church for the best interest of the Church's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.

Section 17 – Confidentiality

As part of their fiduciary duties owed to the Church, all Elders, officers, committee members, and other agents of the Church are expected to maintain appropriate confidentiality of information related to the Church, including donor and supporter lists and related records, fundraising strategies, financial information about the Church, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Church. Each Elder, officer, and key employee shall annually complete a confidentiality agreement. The Church may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

ARTICLE VI

PASTORS AND MINISTERS

The Church allows for three levels of full-time ministerial positions. These three levels are Ordained Pastors, Licensed Pastors and Commissioned Ministers. The Church reserves the right to establish other pastoral positions to meet the needs of the ministry.

Section 1 – Ministerial Positions

The requirements and duties for each of these three positions are listed below:

1. **Ordained Pastor.** Granted to men who have obtained at least a Master's Degree in a theological or related field and meet the description of an Overseer contained in 1 Timothy 2 & 3 and Titus 1, as determined by the Board of Elders. Men in this position are authorized by the Church to independently perform all sacerdotal duties and functions of the Church.

2. **Licensed Pastor.** Granted to men who have demonstrated the appropriate skills and abilities to shepherd a specific area of ministry in the church (i.e. youth, music and arts, children, etc.) and have shown the spiritual maturity necessary for leadership as determined by the Board of Elders. These individuals are authorized by the Church to independently perform the sacerdotal duties and functions in their assigned area of responsibility. They may perform other sacerdotal duties under the supervision of an ordained pastor when this supervisory arrangement is clearly identified in writing.
3. **Commissioned Minister.** Granted to men and women who have demonstrated the appropriate skills and abilities to assist in the shepherding of a specific area of ministry in the church under the direction of an ordained or licensed pastor. These individuals must accept Christ as their Savior, be active in the Church Body under the direction of a Pastor for at least 2 years, and follow the 4G's as established by the Church.

These individuals are authorized by the Office of Pastor to independently perform the sacerdotal duties associated with their specific job descriptions. They may perform other sacerdotal duties under the supervision of an ordained pastor when this supervisory arrangement is clearly identified in writing.

Section 2 - Qualifications

All pastors and ministers are required to meet the qualifications described by the Internal Revenue Service, as well as the following.

Lead Pastor: Must be an ordained male and hold the minimum of a Master's degree in a theological field from a BOE approved institution of higher learning.

Associate Pastor: Must be an ordained male and hold the minimum of a Master's degree in a theological field from a BOE approved institution of higher learning.

Executive Pastor: May be ordained or licensed.

Worship Pastor: May be ordained or licensed.

Youth Pastor: May be ordained or licensed.

Children's Pastor: May be ordained or licensed.

Section 3 - Lead Pastor

The Lead Pastor is the leader of the congregation. By God's guidance, he is responsible for casting the vision and overall direction of the church. He shall be specifically responsible for the preaching, teaching, Pastoral care, and spiritual well-being of the congregation; and shall generally supervise all of the business and affairs of the Church.

Section 4 - Executive Pastor

The Executive Pastor is responsible for the day-to-day operation and supervision of the facilities and the ministry including: the effective development and execution of annual Ministry Plan, budgets and business operations, and staff required to align and support the vision, mission, goals and overall direction of the church on behalf of the BOE and Lead Pastor.

In the absence of, or inability of the Lead Pastor to fulfill his duties, the Executive Pastor shall have all the powers of, and be subject to, all the other duties that may be assigned to him by the Lead Pastor or by the BOE.

Section 5 – Vacancies

All hiring of staff and Pastors other than the Lead and Executive Pastors shall be facilitated by the Executive and/or Lead Pastor, with oversight from the Board of Elders.

ARTICLE VII

LEADERSHIP TEAM

Section 1 - Purpose & Definition

The day-to-day operation of the church is under the direct supervision of the Executive & Lead Pastor with the support of the Leadership Team, and under the oversight authority of the Board of Elders. The Leadership Team is made up of the key leadership members of the Church staff who work in conjunction with the Executive Pastor and Lead Pastor.

Section 2 - Qualifications

Leadership Team members are members of the broader Ministry Team. The expectations and qualifications of Leadership Team members are described in the HR Manual for the Church.

ARTICLE VIII

MINISTRY TEAM

Section 1 - General Powers

The day-to-day operation of the church is carried out by the Ministry Team (staff) under the direct supervision of the Executive Pastor with the support of the Leadership Team, and under the oversight authority of the Board of Elders.

The Lead Pastor and Executive Pastor shall be ex-officio members of the Ministry Team.

Section 2 - Ministry Plan

Each year the Leadership Team submits a comprehensive Ministry Plan, including a detailed budget, to the Executive Pastor. It is then submitted to the BOE for review and approval.

Upon approval by the BOE, the Leadership Team is empowered to initiate the Ministry Plan and to carry it out as faithful stewards of God's resources. The Leadership Team is accountable to the BOE for the Team's actions in carrying out the Ministry Plan.

Section 3 - Qualifications

The expectations and qualifications of Ministry Team members are described in the HR Manual for the Church.

ARTICLE IX

OFFICERS AND AGENTS

Section 1 – Authorization for Officers

The officers of the Church shall consist of a Chairman, Financial Secretary, a Secretary, a Treasurer, and the Lead Pastor serving in an *ex officio* capacity. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the BOE. Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person concurrently. Elders of the Board may simultaneously serve as officers, but the Treasurer of the Church may or may not be an elder.

Section 2 - Positions

President

The President shall be the Executive Pastor, who shall serve in an *ex officio* capacity. He must give an account promising the faithful discharge of his duties, as determined by the Lead Pastor and BOE.

Duties shall include:

1. Oversee all Board of Elder Meetings by preparing an agenda and facilitating the discussion around each agenda item.
2. Guide, mentor and direct other members of the Board of Elders as required.
3. Serve as the official point-of-contact/liaison to the Members of the Church and the local Body of Christ at large.
4. Oversee and/or assign oversight duties of all Task Forces or Committees to other members of the Board of Elders.

Financial Secretary

The Financial Secretary shall be a member of the BOE. He must give an account promising the faithful discharge of his duties, as determined by the Lead Pastor, Executive Pastor and BOE.

Duties shall include:

1. Working with the Financial Steering Committee to accurately document all receipts for moneys payable to the Church from all sources, and deposit all such moneys in the name of the Church in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws.
2. Participate as a member of the Financial Steering Committee.

3. Perform all duties incident to the Office of the Financial Secretary and duties as assigned by the Lead Pastor, Executive Pastor or the BOE.

Treasurer

The Treasurer shall be a member of the Leadership Team and report directly to the Lead Pastor and/or Executive Pastor, as the Lead Pastor may direct. He or she must give an account promising the faithful discharge of his duties, as determined by the Lead Pastor, Executive Pastor and BOE.

Duties shall include:

1. Issue moneys to vendors and other services to maintain the operation of the church. He or she is authorized to discharge only those funds that are specified in the budget. Any item outside of the total specific ministry team budget must be submitted to the Financial Steering Committee and presented to the BOE for approval. The Treasurer is allowed to move funds from one area to another but must advise the Executive Pastor.
2. Maintain an accurate accounting of all funds and securities of the Church; keep and maintain adequate and correct accounts of the Church's properties and business transactions; render reports and accountings to the BOE.
3. Participate as a member of the Financial Steering Committee.
4. Perform all duties incident to the Office of the Treasurer and other duties as assigned by the Lead Pastor, Executive Pastor or the BOE.

Secretary

The Secretary shall be a member of the BOE. He must give an account promising the faithful discharge of his duties, as determined by the Lead Pastor, Executive Pastor and BOE.

Duties shall include:

1. The Secretary shall keep the minutes of all Membership and Board of Elder meetings in one or more bound or electronic books dedicated to that purpose. BOE minutes shall include an indication of all motions, voting tally, and resolutions.
2. The Secretary shall ensure minutes of all BOE designated Task Force(s) or Committees are recorded in one or more bound or electronic books dedicated to that purpose.
3. Maintain the Bylaws document and ensure updates are posted to the Church website.
4. Ensure that all Meeting Notices are given in accordance with the provisions of these Bylaws, or as required by law.

5. Keep a register of the Post Office address of each member of the Congregation at the discretion of the member.
6. Perform all duties incident to the Office of Secretary and other duties as assigned by the Lead Pastor, Executive Pastor or the BOE.

Section 3 - Selection and Term of Office

Candidates will be recommended by the Lead Pastor and/or Executive Pastor. Each officer shall hold office until his successor has been duly appointed and shall have qualified.

Section 4 - Removal

Any officer or agent selected or appointed by the BOE may be removed by resolution of the BOE, whenever in its judgment the best interests of the Church are being served; but such removal should be without prejudice to the contract rights, if any, of the person so removed.

Section 5 – Vacancies

Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority resolution of the BOE at any duly called meeting thereof.

ARTICLE X

TASK FORCE / COMMITTEE

As is necessary and prudent to effectively manage and execute the ministry of the Church, a Task Force or Committee may be instituted as follows. Provided, however, that any Task Force or Committee that exercises corporate authority on the Church's behalf must have at least two (2) Elders, with a majority of committee members being Elders. All Task Forces or Committees that do not have such composition shall not have corporate authority to bind the Church. They shall generally be responsible for investigating, reporting, and advising the Board on certain activities and programs as well as making recommendations to the BOE for approval.

Section 1 – BOE Task Force / Committee

Subject to the above, the Board of Elders, by formal resolution, may designate and/or dissolve a Task Force or Committee, consisting of one or more Elders, as necessary to effectively manage the ministry of the Church or to complete a special task.

Section 2 - Ministry Team Task Force / Committee

Members of the Ministry Team may designate a Task Force or formulate a Committee, consisting of Church members, as necessary to effectively execute the ministry in the best interest of the Church. Ministry Team members and the BOE shall have the authority to select and remove any member of the Task Force or Committee.

Section 3 - Financial Steering Committee

Members of the Financial Steering Committee include the Executive Pastor, Financial Secretary and Treasurer.

The Financial Steering Committee shall maintain an accurate accounting of all funds and securities of the Church; keep and maintain adequate and correct accounts of the Church's properties and business transactions; render reports and accountings to the BOE.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Appropriation of Funds

No part of the net earnings of the Church shall benefit or be distributed to members, trustees, officers, or private persons, except by authority of the BOE for the sole purpose of paying reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in the Purpose & Powers clause associated with Section 2, Article I of these Bylaws.

Section 2 - Contracts

The BOE may authorize any Officer or Officers, agent or agents, of the Church, in addition to the Officers, so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church. Such authority may be general or confined to specific instances. In absence of such appointment, it shall be conclusively presumed that the Lead Pastor, and/or Executive Pastor is authorized to execute, and the Secretary is authorized to attest to, any contract on behalf of the Church.

Section 3 - Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences issued in the name of the Church in the sum of \$5000.00 or more shall be signed and countersigned by any (2) signatories approved by the BOE, or as the BOE may from time to time otherwise determine..

Section 3 - Deposits

All funds of the Church shall be deposited to the credit of the Church in such banks, trust companies, or other depositories as the BOE/Leadership Team may select.

Section 4 - Gifts

The BOE may accept on behalf of the Church any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Church.

ARTICLE XII

BOOKS AND RECORDS

The Church shall keep accurate and complete books and records of all financial accounts, as well as the proceedings (minutes) of its Membership Meetings, BOE Meetings, and BOE Task Force/Committee Meetings, along with the official Membership List at the registered or principal office.

The Church shall conduct a comprehensive financial evaluation at least once every 3 years, which may consist of an independent audit, as determined by the BOE.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Church shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XV

LIMITATIONS OF LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by law, the Church shall have powers to indemnify any director, officer, or former director or officer of the Church, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, or a recommendation of the Board, or otherwise. No indemnification or advancement of expenses shall be made under this Article if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Church's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

ARTICLE XVI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Church, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII

CORPORATE LIMITATIONS

Section A - Distributions

The Church, being organized exclusively for religious purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

Section B - Prohibition Against Private Benefit and Inurement

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes set forth above.

Section C - Political Activity

No substantial part of the activities of the Church shall be to attempt to influence legislation by propaganda or otherwise, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section D - Other Prohibitions

The Church shall not carry on any other activities not permitted to be carried on (1) under the Act or Illinois Charitable Trust Law; (2) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (3) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section E - Dissolution

Upon dissolution of the Church, the Board of Elders shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all of the assets of the Church, exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and be engaged in activities substantially similar to those of the dissolving corporation, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE XVIII

MISCELLANEOUS

Section A - Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be approved by a three-fourths majority vote of the entire Board of Elders. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all Elders and shall identify the persons proposing the amendment.

Section B - Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Elders shall consider and adopt a plan of merger or consolidation setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or otherwise desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a three-fourths majority vote of the entire Board of Elders.

Section C - Conflict of Interest Policy

Attached at Addendum A is the Church's Conflict of Interest Policy, which shall govern all actions and decisions by the Church's Board of Elders and Officers.

Section D - Seal

The Church shall not maintain a corporate seal.

Section E - Inconsistencies with Articles of Incorporation

If any provision of these bylaws is inconsistent with a provision of the Church's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

Section F - Severability

The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the Secretary of Crossroads Community Church of the Fox Valley, Incorporated, an Illinois Not for Profit Corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Elders and the same do constitute the Bylaws of the Church.

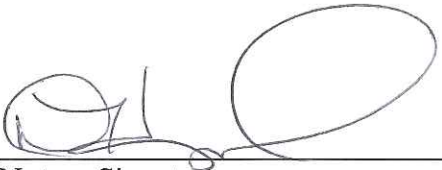
Dated this 6 day of MAY, 2015.



Secretary

State of Illinois
Will County

I, Debra Heggeland, certify that Aaron Stott, Secretary for Crossroads Community Church of the Fox Valley, Inc. signed these Bylaws before me the 6th Day of May, 2015.



Notary Signature



ADDENDUM A. CONFLICT OF INTEREST POLICY

ARTICLE I

PURPOSE

The purpose of this Conflict of Interest Policy is to protect the Church and its tax-exempt status when the Church is contemplating entering into a transaction or arrangement that involves certain individuals that have a special relationship with the Church, either directly or through family or business relationships. The law imposes a fiduciary duty on the Church's directors, which carries with it a broad and unbending duty of loyalty to the Church. The directors have the responsibility of administering the Church's affairs honestly and prudently, and of exercising their best care, skill, and judgment for the Church's sole benefit. As such, they shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Church or knowledge gained therefrom for improper private benefit. The interests of the Church must be the first priority in each director's decisions and actions. This Policy is intended to supplement but not replace applicable laws governing conflicts of interest for nonprofits.

ARTICLE II

DEFINITION OF INTERESTED PERSON AND CONFLICT OF INTEREST

Section A - Interested Person

An "Interested Person" shall include:

1. any director, officer, member of a committee with board-delegated power, or key employee of the Church (an employee with decision-making authority);
2. a substantial contributor to the Church;
3. any family member of the individuals described above¹; and
4. any corporation, trust, or other entity in which persons described above hold more than 35 percent of the total combined voting power.

Section B - Conflict of Interest

A "Conflict of Interest" is any transaction or arrangement involving the Church, which directly or indirectly benefits an Interested Person.

ARTICLE III

ANNUAL STATEMENTS

Section A - Each director, officer, member of a committee with board-delegated power, or key employees of the Church shall annually sign a statement which affirms that such person: (1) has received a copy of this Policy; (2) has read and understands the Policy; (3) has disclosed on the annual statement all known potential Conflicts of Interest that may arise, or have arisen; and (4) agrees to comply with the Policy.

¹ A person's family is limited to: (i) Spouse; (ii) Brothers or sisters (by whole or half-blood); (iii) Spouses of brothers or sisters (by whole or half-blood); (iv) Ancestors; (v) Children; (vi) Grandchildren; (vii) Great grandchildren; and (viii) Spouses of children, grandchildren, and great grandchildren.

Section B - The Church's Board shall maintain a record of other known potential Conflicts of Interest that may arise, or have arisen with Interested Persons not otherwise disclosed under Section A of this Article.

ARTICLE IV PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST

Section A - Loyalty to the Church

The Church must be careful in undertaking transactions with Interested Persons to ensure that the transaction is in the best interest of the Church and that the Interested Person is not receiving an improper private benefit. This may include, but is not limited to, those transactions involving Interested Persons with decision-making authority in the Church.

Section B - Duty to Disclose and Recuse from Discussion and Vote

Interested Persons with decision-making authority in the Church have a duty to disclose the existence of a potential Conflict of Interest in any proposed transaction or arrangement under consideration by the Church. After disclosure of the interest and all material facts related thereto by the Interested Person, including any initial questioning by the independent individuals on the board or committee, the Interested Person with the Conflict of Interest shall recuse himself or herself and is not permitted to participate in any discussion or vote, on the transaction or arrangement.

Section C - Investigation and Due Diligence Analysis

The Church has a duty to investigate alternatives to any proposed transaction or arrangements involving Interested Persons to determine whether the proposed action is in the best interest of the Church. If appropriate, the chairperson may appoint a disinterested person or committee to perform this investigation. After exercising due diligence, the board or committee shall determine whether the Church can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.

Section D - Decision-Making Process

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interest and whether the transaction is fair and reasonable to the Church, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section E - Contemporaneous Reporting

The acts taken to comply with this Policy, including the disclosure of the Conflict of Interest, investigation thereafter, explanation of the decision-making process, including the explanation of why the proposed action is or is not in the best interest of the Church, and the individuals voting on the proposed transaction, shall be contemporaneously recorded in writing by the Church in the minutes of the meeting, together with any comparability data or other supporting documentation.

ARTICLE V

VIOLATIONS OF CONFLICTS OF INTEREST POLICY

If the board or committee has cause to believe that a director, officer, member of a committee, or key employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and provide an opportunity to explain the alleged failure to disclose.

If, after hearing the response and making such further investigation as may be warranted in the circumstances, the independent board or committee determines that he or she has in fact knowingly failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including suspension or removal from his or her position with the Church.

ARTICLE VI

COMPENSATION AND AVOIDING EXCESS BENEFITS

Section A - Duty to Recuse for Compensation

An Interested Person who receives compensation, directly or indirectly, from the Church for services, whether as an employee or an independent contractor, is precluded from voting on matters pertaining to his/her compensation or any benefits provided by the Church to the individual.

Section B - Review of Compensation Arrangements

All compensation arrangements between the Church and an Interested Person shall be reviewed at least every other year by the Church to assure that compensation is reasonable and is the result of arm's length bargaining. Decisions regarding compensation shall be made only after the Board or an appropriate independent committee examines relevant financial information regarding compensation received by similarly situated individuals for similar services performed. A copy of such relevant comparable financial information, including a description of how the data was obtained, shall be maintained as a part of the records of the board or appropriate committee making such compensation decision.