

**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 - Statement of Faith**

The Church's Statement of Faith can be found at [www.crossroadsconnect.net/what-we-believe](http://www.crossroadsconnect.net/what-we-believe).

#### **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 registered agent shall be the Executive Pastor. The Church may have other offices within or outside the State of Illinois as the Board of Elders (herein referred to as the "BOE") 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, Responsibilities and Privileges**

Members of the Church shall:

1. Have been baptized in accordance with the doctrine concerning baptism as found on the Church's website.
2. Serve in the Body of Christ, through the employment of their spiritual gifts and talents, and follow Biblical standards of supporting the Church financially.
3. Complete the doctrinal instruction classes established by the Church.
4. Accept the Statement of Faith and the other statements of doctrine as set out on the Church's website.
5. Be at least 18 years of age.
6. Submit to the authority of the Church as defined by these Bylaws.
7. Be encouraged to attend all Membership Meetings. Members are encouraged to attend all meetings to the best of their ability.
8. Have the opportunity to participate on a Task Force or Committee.
9. Have the opportunity to submit names of candidates for the BOE to the BOE in accordance with these Bylaws.
10. Be eligible for formal positions of leadership as further described in these Bylaws.

### **Section 2 - 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 3 - Transfer of Membership**

Membership in the Church is neither transferable nor assignable.

### **Section 4 - Discipline, Suspension, and Termination of Membership**

The BOE 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 statement on Relational Issues on the Church's website, or if a member has not been actively participating in membership responsibilities as set

forth in Article III of these Bylaws. Prior to termination for non-participation, the Church shall make reasonable efforts to contact the non-participating Member to encourage renewed participation and to determine the reason for non-participation.

## **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 Senior Pastor casts the vision for the future direction of the Church and reports 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 Senior Pastor, Executive Pastor or BOE.

### **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.

## **ARTICLE V**

## ***BOARD OF ELDERS***

### **Section 1 - Purpose & Responsibilities**

Christ established the church and He is our ultimate authority. We believe Christ has entrusted the governance of the local church to men meeting the Biblical qualifications of Elders, to serve as servant ministers and shepherds, under His authority; accordingly, a BOE is to be appointed as provided under these Bylaws to serve as the governing Board for the Church.

The Biblical role of Elder is that of overseer. (1 Timothy 5:17; Titus 1:7; 1 Peter 5:1-2), The general role of the BOE is to lead and guide the spiritual life and direction of the Church. This includes serving the body through teaching and preaching the Word (1 Timothy 3:2; 2 Timothy 4:2; Titus 1:9); protecting the church from false teachers (Acts 20:17, 28-31); exhorting and admonishing the saints in sound doctrine (1 Timothy 4:13; 2 Timothy 3:13-17; Titus 1:9); visiting the sick and praying (James 5:14; Acts 6:4); and judging doctrinal issues (Acts 15:6).

The Vocational Staff, and not the BOE, shall provide direct oversight of day-to-day operations of the Church. The BOE speaks as one body. Members of the BOE have no individual authority outside of the decisions and positions taken by the BOE. As part of the governing board of the Church, BOE members are expected to demonstrate active servant leadership, working with the Senior Pastor and Executive Pastor to provide them with advice, guidance, protection and encouragement.

The BOE has responsibility for overseeing the Pastoral Offices of the Church, including the hiring of the Senior, Associate and Executive Pastors of the Church, their performance evaluation, their discipline and separation from office, and the filling of any vacancies.

### **Section 2 - Elder Qualifications**

The Elders shall be members of this Church who are mature, godly men, manifesting the qualifications presented in the Scriptures (I Timothy 3:1-13; Titus 1:1-9). They shall believe in, and support, the authority of Scripture and the Statement of Faith of this Church. Furthermore, they shall support the doctrine, Bylaws, policies/procedures, other governing documents, and the mission of this Church. They must be regular in attendance at church services, live consecrated lives, and fulfill any other requirements designated by the BOE.

All Candidates for the BOE shall be male Members of the Church for at least two (2) years prior to assuming a position on the BOE. They shall not be ministry staff members, employees of the Church or spouses thereof. Provided, however, that the Senior 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**

1. The BOE shall serve as the Nominating Committee for selecting candidates for the BOE.
2. The BOE may request nominations for candidates for Elders from its own members, the pastoral staff, staff members, and other lay leaders of the church, including life group leaders and other ministry leaders, who can seek nominations from the Members of the Church in their respective groups or ministries.
3. After prayerful consideration and evaluation in accordance with the Elder Qualifications, including interviews with candidates (and spouses, where applicable), the BOE will select a final list of Elder Candidates. Selection of each Candidate must be by a unanimous decision of the BOE. The final list of Candidates will be presented to the Church membership.
4. Any objection to an Elder Candidate by a Church Member(s) must be supported in writing using biblical rationale and signed by the person(s) objecting, and given to an Elder within two (2) weeks following the presentation of Elder Candidates to the Church, so that the BOE can address those concerns before the Candidate completes his evaluation and instruction.

5. Each Elder Candidate shall go through a process of evaluation and instruction (typically 6-9 months, but no more than 12 months) related to the position of Elder, under the guidance of the Senior Pastor, Executive Pastor, current BOE, and/or Elder emeriti prior to his approval and installment to the BOE.
6. In the event of a vacancy, the BOE will enter into a time of prayer and discussion to determine which of the Elder Candidates should be chosen to fill the vacancy. The chosen Candidate must be selected by unanimous decision before being invited to join the BOE. Once a final decision has been reached, the Church will be notified of the decision.

#### **Section 4 - Number & Tenure**

The composite number of Elders shall aspire to be 12 (including the Senior Pastor and Executive Pastor), but shall be no less than 4 lay Elders. The BOE may amend the Bylaws and change the number of Elders, as needed.

The term for lay (non-pastoral) Elders is two (2) consecutive years, unless an Elder is chosen to fill a vacancy of an unfulfilled term. While serving his term of office, a lay Elder shall be known as an Active Elder. At the end of each term, an Active Elder may elect to serve an additional two-year term, to a limit of three (3) consecutive terms. Elders must take a one-year sabbatical before serving additional terms. Individual term lengths may be temporarily extended until a successor has been selected, if both the individual Elder and the BOE are in unanimous agreement.

Any Elder whose term on the BOE has expired, or who has resigned from the remainder of his term, but not from the office of Elder, shall be known as an Elder Emeritus, and may be invited by the BOE to attend BOE meetings as in a non-voting capacity, or to serve or lead ministries or committees.

Any Active Elder may voluntarily resign from the balance of his two-year term as a member of the BOE by filing a written resignation with the BOE.

Any Active Elder or Elder Emeritus may voluntarily resign from the office of Elder by filing a written resignation with the BOE.

#### **Section 5 - Meetings**

A regular meeting of the BOE shall be held at least once a month for prayer and the transaction of such business and issues as may come before the BOE. All BOE members are expected to attend all meetings, where possible. Church Staff, Elder Emeriti, Church Members, or other guests may be invited to attend the BOE meetings if their participation is beneficial to the Church and the BOE consideration of the business and issues before the BOE.

Special meetings of the BOE may be called by, or at the request of, any two or more Elders. Special meetings may include overnight and/or multiple days for BOE retreats for prayer and assessment.

Meeting dates, times, and locations will be determined by the BOE. Notice of meetings will be given to all BOE by phone, text or email in a timely manner and scheduled for all to attend, when possible. Meeting locations are not limited to church property or to the State of Illinois.

Any meeting of the BOE may be conducted in simultaneous multiple locations and solely by means of attendance by electronic means if the various locations are effectively connected by telephone, the internet or other communications equipment. Participation through such means and media shall be considered the equivalent of physical attendance in person at the meeting.

### **Section 6 - 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 7 - Manner of Acting**

Most of the discussion and decisions of the BOE will be made through prayer and by consensus. All official acts of the BOE shall parallel the Robert's Rules of order with a motion, a second, followed by discussion, and passed by majority vote.

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 Senior Pastor, a unanimous vote of the entire BOE membership shall be required.

In the event that matters of BOE pertain directly to either the Senior 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 8 - Action Without a Meeting**

Action may be taken by the BOE without a face-to-face meeting, either through phone or email, provided that all BOE members are notified and have an opportunity to participate. Official action taken during these situations must be recorded by the BOE and kept as a record.

### **Section 9 - Termination of Membership**

The BOE, by unanimous vote of all the other Elders, may suspend or expel a member of the BOE for biblical cause, after prayerful consideration.

## **Section 10 - Compensation**

Elders shall not receive any salary or compensation for their service on the BOE. Elders also serving as Pastors may be compensated for such service. Elders may be reimbursed for any out-of-pocket expenses incurred in the course of their Church service as Elders.

## **Section 11 - 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 BOE responsibilities with careful attentiveness and dedication - attending meetings, actively participating in BOE 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, Elders, 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 12 - 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 BOE. 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 BOE. 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 Core Values 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 - Qualification**

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

Senior 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: Must be ordained or licensed.

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

Pastor: A Pastor of a specific ministry, such as Crossroads En Espanol, Worship Pastor or Youth Pastor, must be ordained or licensed.

## **Section 3 - Senior Pastor**

The Senior Pastor is the spiritual leader of the congregation, the BOE and the Leadership Team. By God's guidance, he is responsible for casting the vision and overall direction of the Church in consultation and communion with the BOE. He shall be specifically responsible for the preaching, teaching, care, and spiritual well-being of the congregation, and the mentoring of the Associate Pastor.

## **Section 4 - Executive Pastor**

The Executive Pastor is responsible for the day-to-day operation and supervision of the facilities, and Leadership Team including: the effective development and execution of the goals and objectives, budgets and business operations, staff, and volunteers required to align and support the vision, mission, and overall direction of the Church on behalf of the BOE and Senior Pastor.

The Executive Pastor shall serve as the Executive Secretary of the BOE.

The Executive Pastor has the authority, given by the BOE, to sign legal documents as a representative of the Church.

The Executive Pastor has the authority, given by the BOE, to represent the Church in community matters, with other churches and governing bodies.

In the absence of, or inability of the Senior Pastor to fulfill his duties, the Executive Pastor shall temporarily have all the powers of, and be subject to, all the duties of the Senior Pastor or those assigned by the BOE, until the Senior Pastor returns to duty.

#### **Section 5 - Associate Pastor**

An Associate Pastor is responsible for supporting the Senior Pastor in the preaching, teaching, care, and spiritual well-being of the congregation, and such other duties and responsibilities as may be assigned to him.

#### **Section 6 - Removal & Termination**

The removal and termination of any person from the staff, other than Pastors, shall be facilitated by the Executive and/or Senior Pastor. The removal and termination of any Pastor shall be coordinated with the approval of the BOE. However, the oversight, performance evaluation, discipline and/or separation of the Senior Pastor or Executive Pastor from service or employment shall be the sole responsibility and decision of the BOE.

#### **Section 7 - Vacancies**

All hiring of staff, other than Pastors, shall be facilitated by the Executive Pastor and/or Senior Pastor. Pastoral hiring will be coordinated with approval from the BOE. However, in the event of a vacancy in the position of Senior Pastor, and at their discretion, any other pastoral role, the BOE shall nominate a committee from the Active or Emeriti Elders to search for, interview and evaluate candidates to fill any such vacant position, and shall make recommendations to the BOE. The BOE may include other ministry leaders or Members of the Church on the search committee. The BOE shall evaluate candidates and approve a replacement.

#### **Section 8 - Sabbaticals**

All pastors are eligible after five years of service. Sabbaticals can be taken every sixth year for a minimum of 90 days. The focus of the sabbatical is to refresh and renew. Based on the individual and current life situations, each sabbatical program will take a unique form. The Sabbatical format and itinerary are created by the pastor and approved by the Pastoral Care Committee and presented to the BOE.

### **ARTICLE VII**

### ***LEADERSHIP TEAM***

#### **Section 1 - Purpose & Definition**

The day-to-day operation of the Church is under the direct supervision of the Executive Pastor and Senior Pastor with the support of the Leadership Team, and under the oversight authority of the BOE. The Leadership Team is made up of the

key leadership members of the Church staff who work in conjunction with the Executive Pastor and Senior 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 BOE.

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

### **Section 2 - Mission and Vision**

The Leadership Team will keep the BOE advised of the ministry plan for accomplishing the mission and vision of the Church, and will annually submit a detailed budget to the Finance Committee, which after review, then submits the Budget 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 Chairman, Executive Secretary, Secretary, Treasurer, and the Senior Pastor serving in an *ex officio* capacity. Other officers and agents may be appointed by the BOE. 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**

#### **Chairman**

The Chairman shall be an active lay member of the BOE. The Chairman shall be elected by the BOE after prayerful consideration for a two-year (2) term. If selected within mid-term of his appointment to the BOE, his term as Chairman

will coincide with his term as an Elder and may be less than two (2) years. At the end of each term, the BOE shall prayerfully consider and elect the Chairman for the next term. The Chairman may serve three (3) consecutive terms. He shall be the Chairman of the Church and is accountable to the BOE, Senior Pastor, and Executive Pastor.

Duties shall include:

1. The primary responsibility of the Chairman is supporting and protecting the role of the Senior Pastor as the spiritual leader of the congregation, the BOE, and the Leadership Team. The Chairman's primary concerns in this regard are the emphasis of prayer, the spiritual well-being of the Church, and the equipping of the saints for the work of ministry.
2. Preside over BOE Meetings by guiding prayer and facilitating discussion around agenda items. Develop the agenda of BOE meetings in close coordination and communication with the Executive Secretary and/or Senior Pastor.
3. Preside at Church meetings in cooperation and coordination with pastoral staff and represent the BOE. The Chairman may defer leadership at Church meetings to the Senior Pastor, Executive Pastor, or another BOE member.
4. Assign BOE members to committees, with consensus of the BOE Members, and appoint ad hoc BOE committees, as needed.

#### Executive Secretary

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

Duties shall include:

1. Develop the agenda of BOE meetings in close coordination and communication with the Chairman.
2. Act as Chairman in the absence of the Chairman.
3. File the minutes of all BOE meetings and Church meetings in one or more bound or electronic books dedicated to that purpose.

4. Ensure the updates to the Bylaws are posted and maintained on the Church website.
5. Ensure that all Meeting Notices are given in accordance with the provisions of these Bylaws, or as required by law.

### Secretary

The Secretary shall be the Secretary of the BOE and must be an active lay member of the BOE. The Secretary shall be elected by the BOE for a two-year (2) term and may serve three (3) consecutive terms. If selected within mid-term of his appointment to the BOE, his term as Secretary will coincide with his term as an Elder and may be less than two (2) years. He shall be the Secretary of the BOE and is accountable to the Senior Pastor, Executive Pastor, and BOE.

Duties shall include:

1. Serve as the Recording Secretary for the BOE, recording BOE meeting minutes. BOE minutes shall include an indication of all motions, voting tally, and resolutions.
2. Coordinate with the Executive Secretary to distribute BOE minutes, and other communication to the BOE.
3. Perform all duties incident to the Office of the Secretary as assigned by the Senior Pastor, Executive Pastor, or the BOE.

### Treasurer

The Treasurer shall be a lay member of the Leadership Team and report directly to the Senior Pastor and/or Executive Pastor, as the Senior Pastor may direct. Candidates for Treasurer will be recommended by the Senior Pastor and/or Executive Pastor to the BOE for approval. The Treasurer must give an account promising the faithful discharge of duties, as determined by the Senior 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 Finance 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 Finance Committee.
4. Perform all duties incident to the Office of the Treasurer and other duties as assigned by the Senior Pastor, Executive Pastor, or the BOE.
5. Keep a register of the address of each member of the Church at the discretion of the member.

### **Section 3 - Term of Office**

Each officer shall hold office until his successor has been duly appointed and shall have qualified. In the case of death, resignation, removal, or disqualification, the position may be filled with approval from the BOE.

### **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.

## **ARTICLE X**

## ***COMMITTEES***

As is necessary and prudent to effectively manage and execute the ministry of the Church, committees (teams, task forces, etc.) may be established by the BOE or may be established by the Leadership Team, under the guidance of the Senior Pastor and/or Executive Pastor. They shall generally be responsible for investigating, reporting, and advising the BOE on certain activities and programs as well as making recommendations to the BOE for approval.

### **Section 1 - BOE Committees**

It is not possible for every Elder to be intimate with all aspects and activities of the Church. Using a committee structure allows the BOE to investigate and bring recommendations for action on matters of the Church to the full BOE, as needs are identified. This will allow the BOE, as a whole, to concentrate on the spiritual welfare of the Church and not on the operations of the Church or on certain issues that arise. Committees are advisory and are not required to meet on any particular schedule but meet as needed.

The Chairman may establish ad hoc committees for specific purposes, as need arises. It is desirable that each committee consist of a minimum of two (2) Active Elders and one or more Pastors. Committees may include Ministry

Leaders, Elder emeriti, or other members of the Leadership Team. All Pastors and lay Elders are considered *ex officio* members of all committees, however Active Elders will be appointed by the Chairman, with consensus from the BOE members, as the primary liaisons for each committee.

The following are Standing Committees of the BOE:

#### Finance

The purpose of the committee is to help, guide, and advise the Executive Pastor in the budget development process, to provide guidance and advice to the BOE concerning Church finances, and to conduct financial oversight of the Church. Members of the Finance Committee include the Executive Pastor, Treasurer, and two lay Elders.

#### Pastoral Care

The purpose of the committee is to be an intermediary between the Pastors and the BOE, helping to protect pastoral staff and ensure pastoral health, and oversee compensation, benefits and sabbatical planning.

#### Doctrine

The purpose of the committee is to review and define church doctrine, according to the Scriptures, as needs arise.

#### Bylaws

The purpose of the committee is to review and edit the Bylaws, as necessary to keep the Church governance in proper alignment with the vision of the Church.

#### Property

The purpose of the committee is to help, guide, and advise the Executive Pastor in the use, maintenance, renovation, sale and purchase of property, grounds and facilities, including new buildings and construction, and to provide guidance and advice to the BOE concerning those matters.

### **Section 2 - Ministry Team Task Forces/Committees**

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.

## **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 Article I, Section 2 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 Senior 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 two (2) signatories approved by the BOE, or as the BOE may from time to time otherwise determine.

### **Section 4 - 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 5 - 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 as may be approved by the BOE.

## **ARTICLE XII** *BOOKS AND RECORDS*

The Church shall keep accurate and complete books and records of all financial accounts and minutes of BOE 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 XIV                    LIMITATIONS OF LIABILITY AND INDEMNIFICATION**

To the fullest extent permitted by law, the Church shall have powers to indemnify any Elder (and for purposes of the Bylaws, an Elder shall be considered the equivalent of a "Director" under applicable law), Officer, or former Elder or Officer of the Church, or any person who may have served at its request as a Elder 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 Elder 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 Elder or Officer may be entitled, under agreement, or a recommendation of the BOE, 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:

1. The provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder
2. A provision of the Church's Articles of Incorporation or these Bylaws
3. Applicable state law
4. Or a resolution of the BOE 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 XV****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 XVI**

## ***CORPORATE LIMITATIONS***

### **Section 1 - 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 2 - Prohibition Against Private Benefit and Inurement**

No part of the net giving to the Church shall inure to the benefit of, or be distributable to its Elders, 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 3 - 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 4 - 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
3. Or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code

### **Section 5 - Dissolution**

Upon dissolution of the Church, the BOE 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 BOE 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 XVII**

## **MISCELLANEOUS**

### **Section 1 - 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 BOE. 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 2 - Corporate Acquisition, Consolidation, Merger, or Dissolution**

In the event of a proposed acquisition, consolidation, merger or dissolution, the BOE 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 BOE.

### **Section 3 - 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 BOE and Officers.

### **Section 4 - Seal**

The Church shall not maintain a corporate seal.

### **Section 5 - 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 6 - 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.

Signature *Percy Lee Bryan*

Dated this 19 Day of December, 2021

State of Illinois

Will County

I, Debra Heggeland, certify that Percy Lee Bryan, Secretary for Crossroads Community Church of the Fox Valley, Inc. signed these Bylaws before me the

19 Day of December, 2021.

*[Handwritten 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 Elders, which carries with it a broad and unbending duty of loyalty to the Church. The Elders 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 Elder'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 1 - Interested Person**

An "Interested Person" shall include:

1. Any Elder, Officer, or member of the Leadership Team of the Church.
2. A substantial contributor to the Church.
3. Any family member of the individuals described above.<sup>1</sup>
4. Any corporation, trust, or other entity in which persons described above hold more than 35 percent of the total combined voting power.

#### **Section 2 - 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 1** - Each Elder, Officer, and member of the Leadership Team of the Church shall sign a statement which affirms that such person:

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<sup>1</sup> 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.

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
4. Agrees to comply with the Policy

**Section 2** - The Church's BOE 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 1 of this Article.

## **ARTICLE IV** ***PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST***

### **Section 1 - 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 2 - 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 BOE 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 3 - 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 Chairman may appoint a disinterested person or committee to perform this investigation. After exercising due diligence, the BOE 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 4 - 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 BOE or

committee shall determine by a majority vote of the disinterested Elders 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 5 - 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 BOE or committee has cause to believe that an Elder, Officer, member of a committee, or member of the Leadership Team 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 BOE 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 1 - 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 2 - 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 BOE or the Finance 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 BOE or appropriate committee making such compensation decisions.