

AMENDED AND RESTATED
BY-LAWS
OF
CROSSROADS CHURCH...A Community of HOPE

Adopted on the 1st day of September, 2011.
Amended on the 27th day of January, 2013.

RECITALS

WHEREAS, Hope Chapel of Grain Valley, Missouri, located in Jackson County, Missouri, the merged entity (“Hope Chapel”), and Crossroads Church of Grain Valley, Missouri (the “Surviving Entity”), have merged effective as of September 1, 2011;

WHEREAS, the Surviving Entity desires to make substantial revisions to the Surviving Entity’s initial by-laws dated October 3, 1999, as previously amended, including changing the name of the entity to Crossroads Church...A Community of HOPE, and shall supersede the initial by-laws in its entirety.

NOW, THEREFORE the parties agree as follows:

PREAMBLE

Placing our faith wholly in the Lord Jesus Christ for our salvation, believing in the teaching and practices of the New Testament Church and the Statement of Faith as herein contained, we the members of CROSSROADS CHURCH...A Community of HOPE, bind ourselves together as a body of baptized believers in the Lord Jesus Christ and adopt, for our government and plan of worship, the following By-Laws. We hereby rescind all previous action thereto.

ARTICLE 1 CORPORATE NAME & PRINCIPLE OFFICE

This corporation shall be known as CROSSROADS CHURCH...A Community of HOPE, located in Grain Valley, Missouri. This church will be further referred to in the By-Laws as the “corporation” or the “church”. The corporation maintains its principle office at 900 N.W. Jefferson St., Grain Valley, Missouri 64029. The Elders shall have full power and authority to change the principle office from one location to another. Any change of this location shall be amended in this section of this document.

This corporation is organized as a church exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to, for such purposes, the establishing and maintaining of religious worship, the building, maintaining and operating of the corporation's parsonages, schools, day-care centers, camps and any other ministries that the corporation may be led of God to establish.

ARTICLE 2 CORPORATE MISSION

Our Mission: It's all about transformed lives...abiding in, advancing, and affecting transformation thru Jesus Christ. Simply put – Love. Live. Serve.

ARTICLE 3 CORPORATE VISION

Our mission is realized when our corporate body surrenders to Jesus through Submission, Obedience and Commitment through His Word, His Spirit and His Church.

ARTICLE 4 CORPORATE STRATEGY

Our Vision is accomplished through a continuous, reproductive cycle of Engaging, Equipping, Empowering, and Encouraging in Intentional Discipleship and Sprit-Driven Living.

ARTICLE 5 CORPORATE AFFILIATION

Although nondenominational in affiliation, this church has upheld the doctrinal viewpoint that aligns with what has traditionally been known as a Baptistic Statement of Faith; however, it does not subscribe to any form, politics or extra-biblical positions on issues typically associated with the Baptist denominations. It shall remain its own highest authority and conduct its business through its own business sessions.

ARTICLE 6 CORPORATE MEMBERSHIP

The membership of this church shall consist of persons who have met the qualifications for membership and are listed on the membership records. Persons requesting membership with the church must have accepted Jesus Christ as their personal Savior and have been baptized by immersion into this church or a church of like faith and practice.

Section 1 Admission of Membership

The church reserves the exclusive right to determine who shall be a member. New members may be accepted when requesting membership in any of the following ways after completing Exploring Membership by:

- A. profession of faith followed by baptism as a testimony of salvation;
- B. letter of recommendation from a church of like faith and practice;
- C. statement of faith (when impossible, to secure a letter from the previous church) having been scripturally baptized by another church of like faith and practice;
- D. restoration (see Article 5, Section 3F).

Section 2 Termination of Membership

A member may be removed from the church's records by any one of the following actions by:

- A. letter of recommendation to a church of like faith and practice;
- B. death;
- C. removal after six (6) months of "inactive" status (see Article 5, Section 6C); or
- D. disciplinary exclusion (see Article 5, Section 3E).

Section 3 Discipline of Membership

Confidentiality Clause: Confidentiality should be maintained throughout this process. Any break in confidentiality constitutes as gossip and shall be handled according to Article 5, Section 3.

- A. All members of the church shall hold themselves subject to the Biblical discipline of the church and shall conduct themselves in accordance with the articles of this instrument, the Statement of Faith of this church, and ultimately according to the standard set forth in the Holy Scriptures. Such conduct includes moral purity (1 Corinthians 6: 18-20; 1 Thessalonians 4: 1-7), personal

honesty (Ephesians 4:25), and biblical fidelity, (Jude 20-21, 2 Timothy 1: 14-17). Our lives are to be consistent examples of authentic Christianity as we walk in Christ by the power of the Holy Spirit (Galatians 5:22; Ephesians 5:15-21; 2 Peter 1:5-8). All members should seek to please God and bring glory to Him through our lifestyle, (1 Corinthians 10:31).

- B. In the case where a Biblically based offense is believed to have taken place, the process laid out by Christ in Matthew 18 must be followed.
 - 1. The accuser must go to the alleged offender privately.
 - 2. If unsuccessful, the accuser must take two or three witnesses of the offense to confront the alleged offender.
 - 3. If the alleged offender refuses to listen to them, the accusers must present said evidence in writing to the Elders for consideration.
- C. The Elders shall constitute a standing committee on discipline to whom all cases of grievous and moral delinquencies shall be referred. No one shall have the right to accuse any member of the church at any public meeting of the church unless this person, or group of persons, has first presented the charge to the Elders for consideration.
- D. Should any member willfully depart from the Scriptural standard (Article 5, Section 3A) and engage in conduct which conflicts with Biblical principles of holiness, then at least two (2) members of the Elders shall confront, counsel and pray with the erring individual for the purpose of leading the person to repentance and full restoration. This shall be done in a spirit of humility and gentleness (Galatians 6: 1) as well as loving honesty (Ephesians 4:25-27).
- E. Provided the steps pointed out by the Master in Matthew 5 and Matthew 18:15-17 were strictly followed to secure reconciliation and forgiveness, and there is no evidence of such, a meeting of the Elders shall be called. The accused will be afforded an opportunity to appear in his/her own behalf, before the Elders take action on behalf of the church. If there is still no evidence of repentance and full restoration, he/she may be excluded from the fellowship and membership of the church (I Corinthians 5:12-13).

- F. A member under disciplinary proceedings is prohibited from all the rights of membership. If he/she shall voluntarily make a confession to the church, and manifests an evidence of true repentance, no further proceedings shall be entertained. One who has been excluded from membership may be reinstated to full fellowship upon making a voluntary confession and showing true repentance, and by expressing his/her desire to re-unite with the fellowship. Upon the recommendation of the Elders and no objection from the church, the “excluded” will be reinstated into active membership.

Section 4 Responsibilities of Membership (Discipleship Objectives)

In the church, members are not just names in a database – they are the core of the church committed to discipleship lived out in community. Membership is a concept implicit throughout the New Testament. Believers clearly identified themselves with a specific local body and were challenged to become devoted “participants”. Membership is valuable to the leaders of the church as they seek to fulfill their God-given task of shepherding the flock - the core that can be counted on to build and sustain the ministry of the church. Membership benefits the individual. In a culture where commitment is no longer highly valued, recognizable membership is an important step that moves each of us out of the vague clouds of our good intentions and into the clear light of committed participation. Below are six (6) distinct areas of one's life that reflect a maturing relationship with God and are indicative of one's involvement in the life of the local church. They form the basis of our understanding of what it means to be a “participating member”.

- A. GRACE. Christ followers understand and have individually received Christ's saving grace. They have abandoned all attempts to earn God's favor through accomplishments of their own and find security only through Christ's sacrificial death on their behalf. In obedience to Christ's command, they have undergone water Baptism by immersion as believers, giving outward witness to the inner cleansing and renewal experienced in Him.
- B. GROWTH. Christ followers know the grace of God that saved them is only the beginning of His work in them. They gratefully respond by actively pursuing a lifelong process of spiritual growth in Christ and seek to become conformed to His image both in the church and in the community. To this end, they consistently nurture their spiritual development through an active prayer life, daily Bible study, and moral

purity in their personal life and behavior (this church will deny membership to anyone co-habiting in adultery or fornication or anyone practicing a gay or lesbian lifestyle). They regard the Bible as the final authority in all areas that it teaches about and desire to be wholly obedient to it. Christ-followers honestly confront areas of personal sin and engage the Holy Spirit's power in seeking to turn from sin.

- C. GROUP. A faithful follower of Christ seeks to cultivate an abiding, intimate relationship with God through personal and corporate means of worship, Bible study, prayer, fellowship, and service. They honor God's call to participate in community in order to grow in Christ-likeness, to express and receive love, to express and receive accountability among the brethren, and to carry out the ministry of the church. For this reason, faithful followers give priority to attending the corporate gatherings of the church for the purpose of worship and teaching and are connected relationally to a small group for the purpose of mutual encouragement, support and accountability. Faithful followers also:
1. Live life and do church out of purpose rather than habit, routine or obligation;
 2. Pursue a positive, fresh environment of Christ-honoring relationships at home, within the church and in the marketplace, and are committed to pursuing the biblical pattern of reconciliation when conflict arises (first to God, then to the person, then to the Elders).
 3. Support the leadership of the church in the exercise of their Holy Spirit given authority and are biblically submissive to them by praying for them fervently and daily, manifesting tender regard for their reputation and contributing to their support regularly.
 4. Affirm and uphold the fundamental truths of Scripture (as summarized in our statement of faith) and refrain from promoting other pet doctrines and personal preferences in ways that cause dissension.
 5. Refuse to gossip and sow discord among the brethren but instead commit themselves to personal flexibility of taste and/or preference for the greater good of the body.

Such disciplines are not the goal, but a means toward a more Christ-dependent life. (Joshua 1:8; Psalm 5:3; Psalm 119:148; Mark 1:35; Acts 2:42-47; Hebrews 10:24-25)

- D. GIFTS. Christ followers recognize that the church is composed of interdependent members, each uniquely gifted by the Holy Spirit for the purpose of building up the body and furthering the ministry of the church. They therefore seek to discover, develop and deploy those God-given gifts in humble servitude and to seek a place of service in at least one (1) ministry within the church, with the support and affirmation of the body. They also seek ways in which to actively invite the un-churched to attend and receive guests with open arms and warm hearts.
- E. GIVING. A faithful follower of Christ does not favor those rich in this world, but is devoted to warmly receiving, giving, and loving the poor, widows, orphans, and those typically considered outcasts in society. They realize that they have been bought with the price of Christ's blood, and that everything they are and have belongs to Him. In light of this, they desire to be responsible caretakers of the material resources that God has entrusted to them. They recognize the tithe (i.e. ten percent (10%) of one's earnings) as the historic standard of giving in Scripture. But, moreover, in response to Christ's abundant giving, they increasingly submit their resources to His lordship and display a spirit of generosity and cheerfulness in supporting the work entrusted to the church. (Luke 9:1-6, Luke 14:12-24; James 1:27, James 2:14-17; I Timothy 6:6-10, 17-19)
- F. GOING. Christ-followers also desire to extend the grace they've received to others through personal evangelism and participation in the collective ministry of the church in their community, their country and around the world. They realize that God perfectly positions them in others' lives to share God's transforming message. Going, or "affecting transformation" is not defined by inconsiderate, rude, or forceful behavior. Evangelism is an integral element and natural response to a genuinely transformed life as stewards of God's grace, as outlined in 1 Peter 4:10. (i.e. Going is a lifestyle.) Christ followers recognize the urgency of the "going" mandate outlined in Matthew 28:19-20. Having been transformed, they understand their fearful responsibility to the Lord and labor diligently to persuade others, under the direction of the Holy Spirit. (2Corinthians 5:11).

Section 5 Privileges of Membership

Just as the word “participating” describes the responsibilities of members, that word also implies that there are benefits. The primary reason to become a participating member, however, is not to gain a personal advantage, but to identify ourselves with the characteristics, or marks, of biblical maturity.

- A. Participating members have the right to influence the key decisions of the church by being given a vote in certain matters such as, but not limited to, the selection of a Lead Pastor.
- B. Participating members also receive priority for facility usage, allocation of finite church resources and staff members' time (such as weddings, funerals, benevolence needs, personal support in ministry, etc).
- C. From time to time, meetings or other functions will be held that are for “members only”. These events are usually called either to inform the core of the church of a major concern or to gain input from the body. Therefore, they are limited only to those who are participating at all levels of the responsibilities of membership.
- D. All leadership positions in the church require participating membership as a prerequisite.

Section 6 Status of Membership

- A. A member shall be considered a participating member when he/she is actively seeking to carry out his/her responsibilities (Article 5, Section 4).
- B. Those who willfully absence themselves from regular worship services or cease to carry out his/her responsibilities for three (3) consecutive months will be considered “inactive” and no longer a participating member. A letter of status will be sent to notify said member of such action. This action will be so noted on any letters of transfer.
- C. Those who are inactive for a total of six (6) consecutive months will be removed from the roll of membership. A letter of status will be sent to notify said member of such action. This action will be so noted on any letters of transfer.

Section 7 Voting Rights of Membership

- A. All participating members shall be entitled to vote. Voting age shall be 12 years of age and older.
- B. All those wishing to vote must do so in person by paper ballot.
- C. The church as a whole will be called on to vote in the following matters only:
 - 1. The call of the Lead Pastor (3/4th majority vote);
 - 2. The approval of the Annual Budget (2/3rd majority vote);

ARTICLE 7 CORPORATE OFFICERS

Section 1 Expectations of All Corporate Officers

In order to promote a high spiritual standard, all Corporate Officers shall conduct themselves in accordance with the articles of this instrument, the Statement of Faith of this church, and ultimately according to the standard set forth in the Holy Scriptures. As such,

- A. A leader commits to the mission and vision of the church and its strategy for accomplishing that mission.
- B. A leader is willing to serve according to the stated values of the church as agreed upon in partnership with the church, and not just according to their own value system. The church's core value system is INTEGRAL to accomplish the mission, vision, and strategy we believe God has given to this church.
- C. A leader will consider their ministry as THEIR gift of service to God and NOT to the church. This means giving generously of the FIRSTFRUITS of one's income, resources, time AND talents. Just like the leftovers in a refrigerator, they might fill a spot, but they are rarely ever as effective, satisfying, or nutritional nor are they ever given the care and quality of preparation and presentation that the original meal or first fruits are given. God is not interested in our leftovers, our tips or our service done out of obligation. Service is not a replacement for giving and generosity is not a replacement for service.

- D. A leader realizes that loving God is NOT enough...they will have a genuine love and concern for all people, including those with whom they do not “click”. A leader will see people through the eyes and heart of Jesus, humble servant leadership.
- E. A leader pursues “Sunday every day of the week” – what most people expect from the church and for themselves during the two hours they spend at church each Sunday, a leader pursues seven days of the week...living the life they display on Sunday morning.
- F. A leader will take the initiative and time to feed, educate, and sharpen themselves both spiritually and in the field of passion and skill in which they minister.
- G. A leader will make themselves available to follow through and complete the expectations of the ministry they have undertaken.
- H. A leader will become a LEAD “Doer” and not a chief delegator. A leader is PROACTIVE in ownership of the mission and success of the ministry they lead. A leader does not wait to be told what to do or what he/she is not doing. A leader seeks ways to grow and impact insiders and outsiders through the ministry they lead and then filters those opportunities through the staff.
- I. A leader sees people as people and tasks as tasks and won’t confuse the two. They will love people enough to spend the time in planning, preparation and professionalism to show them the importance of ministry to them and with them. The task is to focus on the needs of the people at their level.
- J. A leader will make effort to make those they minister to feel appreciated, useful, valued and cared for as well as earn the respect and have the courage to hold them accountable.
- K. A leader will make it their job to exalt Jesus and edify others with reckless abandon and little regard for their own ego or “position”.
- L. A leader will be willing to spend time in prayer on behalf of their church, their ministry and their own personal surrender to the will of God for the church.
- M. A leader is committed to stability and consistency.

- N. A leader is committed to moral purity in their personal life and behavior.

Section 2 Elders

- A. Qualifications of the Elders. The Elders must meet the qualifications of Elders found in 1 Timothy 3:1-7 and Titus 1:6-9, being:

1. One who desires the office of overseer;
2. One who lives life wisely, respectably and above reproach;
3. One who is faithful to their spouse in heart, mind and actions;
4. One who exhibits self-control and is not arrogant;
5. One who is hospitable and enjoys people;
6. One who is able to teach with authority, knowledge and expertise;
7. One who does not give themselves to the control of alcohol;
8. One who is not prone to violence, but gentle and a lover of peace;
9. One who is not greedy or a lover of money;
10. One who is a good manager of their children and household;
11. One whose children are believers, respectful and obedient, not wild or rebellious;
12. One who is seasoned in their faith in God;
13. One who has a good reputation and an established character in their community;
14. One who is fair and just;
15. One who lives a disciplined life and seeks holiness;

16. One who is strong in their understanding of Scripture so that they may teach the WHOLE counsel of God, encourage others in it and be able to confront those who contradict it.

B. Responsibilities of the Elders. The Elders responsibilities shall be in fulfillment of Acts 6:4 and 1 Peter 5:1-4. There are three different terms used in the New Testament to refer to the same leaders of the local church: Pastor, Elder, and Bishop (or Overseer).

The predominate title used in the New Testament for local church leaders was that of “Elder” and referred to the spiritual fitness of the men spiritually responsible to God and before the brethren for the church.

The term “Pastor” referred to the gift of spiritual oversight of “shepherding” the local flock and is oftentimes used as a title for those Elders who also serve as part time or full time staff of the corporation.

The term “Overseer” (Bishop) primarily describes the office of supervision over the church as a presiding officer of the local body of believers. As such:

1. They are responsible to Christ for the work – the church. They are leaders of the church in all matters, physical and spiritual.
2. They devote themselves to the spiritual welfare and warfare of the church.
3. They devote themselves to prayer for the members of the church body as well as for the life and ministry of the church corporately.
4. They are responsible to watch over the church’s spiritual interest and organize and develop its strength for the best possible service to the Lord.
5. They provide spiritual wisdom and godly counsel to the members of the church.
6. They are authorized by the church to administer the ordinances of baptism and the Lord's Supper.

7. They supervise all facets of ministry and ministry groups of the church.
8. They focus on the priorities of the church.
9. They serve as models of devoted Christ followers.
10. They reside as moderators or presiding officers of all public meetings of the church.

C. Composition & Tenure of the Elders. At a time when the ministry demands added personnel to better manage the ministry groups of the church, a search for qualified and skilled/specialized Elders will begin by the Chairman of the Elders.

1. A potential Elder will be interviewed and his qualifications reviewed by the Eldership.
2. After prayerful consideration of the candidate, if there is unanimous agreement of the Elders, the potential Elder will be presented before the corporation. The corporation will be given thirty (30) days to pray over the candidate and present to the Elders any reason for which they do not believe the candidate is qualified for the office of Elder.
3. If no issues are presented or the issues cannot be resolved, the candidate will be installed by the Elders in a corporate service at the end of the thirty (30) days.
4. Each Elder is called for an indefinite period of time and shall continue as long as that relationship is mutually agreeable to him and the other Elders (exceptions: see Call/Removal of the Lead Pastor).
5. An Elder may resign at any time and their duties terminated at a time mutually agreeable to both him and the other Elders. Thirty (30) days' written notice must be given to the Chairman of the Elders of such a decision.
6. Each Elder serves at the discretion of the Chairman of the Elders and their services may be terminated only by the same.

D. The Lead Pastor/Preaching and Vision Pastor
(Chairman of the Elders)

1. Duties of the Lead Pastor. The Lead Pastor shall:
 - a) fulfill the specific duties and responsibilities as laid out in his written job description/offer;
 - b) be the visionary voice that directs and steers the mission, vision, strategy and core values that the church has adopted;
 - c) be the President of the Corporation;
 - d) be the moderator of any said business meeting for the transaction of business and is given the authority to call special business meetings;
 - e) reside as chairman/co-chairman of the Executive Team;
 - f) be an ex-officio member of all ministry groups of the church;
 - g) select others to serve as Officers, salaried staff and volunteer staff and to assign their duties, and dismiss them as necessary.
 - h) In case of an absence from the pulpit, the Lead Pastor must see that another suitable replacement is engaged to assume the applicable responsibilities of the Lead Pastor. The Lead Pastor determines who speaks from the pulpit. In case of abrupt departure on the part of the Lead Pastor, another member of the Elders may assume said responsibilities.
 - i) The Lead Pastor will receive a salary, which will be reviewed and approved by the Executive Team.
 - j) The Lead Pastor shall be given the liberty to conduct special meetings or attend conferences.
 - k) The Lead Pastor may schedule special meetings on behalf of the church as he feels appropriate for the spiritual welfare of the church.

2. Call of the Lead Pastor. In the event the church is without a Lead Pastor, the following steps shall be taken to seek and call a new Lead Pastor:
 - a) The Elders and the Executive Team shall constitute the Pastoral Search Team. The Pastoral Search Team may appoint other participating members to the Pastoral Search Team, as they deem necessary.
 - b) If a member of the Pastoral Search Team is to be considered as a candidate for Lead Pastor, he must remove himself from the Pastoral Search Team.
 - c) The Pastoral Search Team shall prayerfully investigate prospective Lead Pastors at their home church, office, or interview by a delegate or the entire Pastoral Search Team.
 - d) A prospective Lead Pastor, after investigation, shall meet with the Pastoral Search Team, and then supply the pulpit of this church for a number of services specified by the Pastoral Search Team.
 - e) The Pastoral Search Team shall call a special meeting to consider a call for the prospective Lead Pastor (see Article 6, Section 7C1).
 - f) To avoid confusion, only one prospective Lead Pastor shall be considered at a time.
 - g) The result of the special business meeting shall be made known to the church and the prospective Lead Pastor as soon as possible after such meeting. If the vote is favorable, and he accepts the call, he shall immediately become Lead Pastor of the church. Details of his call such as salary, benefits, housing, etc. shall be included in a written invitation.
3. Removal of the Lead Pastor. In order to remove the Lead Pastor, in the event there has been a moral or doctrinal error on his part, the process laid out in Article 6, Section 3, A through D of these By-Laws will be followed. If reconciliation is not achieved, a special meeting of the Elders may be called to consider the dismissal of the Lead Pastor. Dismissal requires unanimity of the Eldership. The Lead Pastor must be present at this meeting and afforded an opportunity to

speak on his behalf. This step should be taken carefully and prayerfully.

Section 3 Deacons (or Deaconess)

A. Qualifications of Deacons. The Deacons must meet the qualifications of Deacons found in 1 Timothy 3:1-7 and Titus 1:6-9, being:

1. One who is filled with the Holy Spirit;
2. One who lives life wisely, respectably and above reproach;
3. One who is not two-faced or hypocritical;
4. One who does not give themselves to the control of alcohol;
5. One who is not greedy or a lover of money;
6. One who lives a disciplined life, tested by the elders and seeks holiness;
7. One who is worthy of respect
8. One who is not given to gossip or slander, self-controlled and faithful in everything they do;
9. One who is faithful to their spouse in heart, mind and actions;
10. One who is a good manager of their children and household.

B. Responsibilities of Deacons.

1. They serve the church in areas of oversight in the administrative, functional and physical needs of the corporate business, building, grounds and body – allowing The Elders and staff to focus on the spiritual and missional needs of the body.
2. They serve the individuals and families of the church body in areas of physical, emotional and spiritual needs.

3. They help maintain a positive attitude among the church's members.
4. They serve as models of devoted Christ Followers.
5. They undergird, protect, and encourage the Elders.
6. They conduct such other duties and activities as the Chairman of the Elders may designate from time to time.

C. Composition & Tenure of Deacons. At a time when the ministry demands added personnel to better manage the needs of the church, a search for willing, qualified Deacons will begin by the Chairman of the Elders.

1. A potential Deacon will be interviewed and his qualifications reviewed by the Elders.
2. After prayerful consideration of the candidate, if there is unanimous agreement of the Elders, the potential Deacon will be presented before the corporation. The corporation will be given thirty (30) days to pray over the candidate and present to the Elders any reason for which they do not believe the candidate is qualified for the office of Deacon.
3. If no issues are presented or the issues cannot be resolved, the candidate will be installed by the Elders in a corporate service at the end of the thirty (30) days.
4. Each Deacon is called for an indefinite period of time and shall continue as long as that relationship is mutually agreeable to both them and the Elders.
5. A Deacon may resign at any time and their duties terminated at a time mutually agreeable to both them and the Elders. Thirty (30) days' written notice must be given to the Chairman of the Elders of such a decision.
6. Each Deacon serves at the discretion of the Chairman of the Elders and their services may be terminated only by the same.

Section 4 Executive Team

- A. Qualifications of the Executive Team. As a corporate officer of this corporation as required by the office of the Missouri Secretary of State, these are the qualifications set forth by this corporation. Being,
1. One who is either an Elder or Deacon and/or holds one of the following corporate offices: President, Vice President, Treasurer, or Records Secretary.
 2. One who is a participating member in good standing of this corporation;
 3. One who has wisdom and a keen sense for practical, organizational, structural, financial, and/or business practices and decisions for the betterment of the corporation;
 4. One who is able to balance business practices with faith in God for the direction and provision of this church.
- B. Responsibilities of the Executive Team.
1. They are charged with the planning, protection, collection, distribution, control and review of the finances of the corporation, including the salaries of the staff.
 2. They review the By-Laws periodically for the purpose of changes or additions to be considered for amendment and will file said amendments with the office of the Secretary of State.
 3. They provide general oversight of the business affairs of the corporation including the preparation of the Annual Budget.
 4. They represent the corporation to the government as duly appointed Directors.
 5. They hold in trust all properties of the corporation.
 6. They are responsible for all legal and business matters of the corporation.

7. They supervise the maintenance of all corporation buildings and property.
8. They protect the Elders, Deacons and staff of the corporation.
9. They help maintain a positive attitude among the corporation's members.
10. They conduct such other duties and activities as the Elders may designate from time to time.

C. Composition and Tenure of the Executive Team.

1. The Executive Team is composed of the President, Vice President, Records Secretary, Treasurer and Directors of the corporation.
 - a) President: The Chairman of the Elders (Lead Pastor) serves as the President of the Corporation (see Article 7, Section 2D1c)
 - b) Vice President: The Vice President assists the President in his corporate duties and fulfills the duties of the President in his absence. The Vice President is an Elder, selected by the Chairman of the Elders and ratified by the current Executive Team.
 - c) Records Secretary: The Records Secretary shall keep a firsthand record of the proceedings of the corporation, take charge of and preserve all records and keep a register of all members of the corporation.
 - d) Treasurer: The Treasurer shall be responsible for the Operations Support Team who counts the offerings and shall keep a record of each member's charitable giving and shall give a yearly report to them of the same. The Treasurer may also serve as the corporation's Financial Secretary.
 - e) Directors: The Directors will be comprised of both Elders and Deacons who meet the qualifications of the Executive Team (see Article 7, Section 5A1-4). The number of the Directors shall not be less than three (3) and no more than ten (10).

2. The Executive Team members are selected by the Chairman of the Elders and are ratified by the current Executive Team.
3. The Executive Team will be named at the Annual VisionCast in January to serve a one (1)-year term and may serve consecutive one (1)-year terms at the discretion of the Chairman of the Elders and the current Executive Team.

Section 5 Other Officers

The following are “Other Officers” that may be used by the corporation. Other Officers may be added as needed at the discretion of the Chairman of the Elders and the Executive Team without amendment to the By-Laws and their services may be terminated only by the Chairman of the Elders:

- A. Financial Secretary: The Financial Secretary shall be responsible for all reconciliation of bank statements and accounts, making sure all records are kept accurate and reported regularly to the Executive Team. Checks of the corporation are to be signed by the Financial Secretary or other designated check signers. The Financial Secretary may also serve as the corporation’s Treasurer.
- B. Accounts Payable Clerk: The Accounts Payable Clerk shall be responsible for the paying of all invoices and bills and the recording of receipts by category as budgeted. The Accounts Payable Clerk does not have the authority to sign checks on behalf of the corporation.
- C. Employed Office Manager/Operations Manager: This officer may also serve as Accounts Payable Clerk or Financial Secretary and/or Records Secretary for the corporation at the discretion of the Chairman of the Elders. However, this officer may not serve as both Accounts Payable Clerk and Financial Secretary simultaneously.

ARTICLE 8 CORPORATE MEETINGS

Section 1 Worship Services

This church shall meet every Sunday at a time and a place approved of by the Executive Team for the worship of God, and study of the Scriptures.

Section 2 The Manner of Conducting Business

- A. Those participating members, present and voting, at a service or meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.
- B. The Annual VisionCast shall be held in January at a time determined by the Executive Team. The year-end reports will be presented from the previous year and a budget shall be presented for approval for the current year. All approved salary increases will be made retroactive and paid on the first payday of February.
- C. Notice Requirements for Transaction of Business. Whenever members are required or permitted to take any action, notice shall be given to members no less than two (2) weeks prior to the meeting or service where the action will be called for. Action by the members, other than by unanimous approval of those participating members present, is valid only if the notice specifies the general nature of the proposal. Notification of the transaction of business shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a meeting
 1. Distribution of written material to the membership in attendance at a regular weekend service;
 2. Distribution of e-mail to all who have submitted accurate addresses to the corporation's office;
 3. Via telephone call to all members who have submitted accurate telephone numbers to the corporation's office;
or
 4. Delivery by USPS to all members who have submitted accurate addresses to the corporation's office.
- D. If a specially called meeting is necessary for the transaction of business, the following guidelines should be followed:
 1. Prayer shall open every meeting.
 2. Any new business must be presented to the Chairman of the Elders in writing at least two (2) weeks before being presented from the floor in a meeting.

3. No second motion shall be entertained until the one under consideration has been disposed of, except a motion of amendment, adjournment, or call for a vote.
4. Any speaker who introduces any matter foreign to the subject under discussion shall be ruled out of order.
5. Discourteous remarks or language adapted to injure the reputation or feelings of any member shall be ruled out of order, and shall forfeit the speaker's right to the floor.
6. The moderator may speak upon any subject under discussion.
7. Every participating member wishing to speak shall rise and respectfully address the moderator.
8. Every proposition presented for action of the corporation must be introduced by a motion of one (1) member and seconded by another.
9. No member shall speak more than twice upon the same subject with the exception of the moderator.

Section 3 Ministry Groups and Organizations

- A. It shall be understood that all ministry groups and organizations of the corporation are a part of the corporation, and subject to the jurisdiction of its Elders.
- B. Their purpose must fit within the framework of the church's mission statement as explained in Article 2.
- C. They shall not conduct themselves in any way that is unbecoming to our Christian faith or that shall bring discredit to the church of which they are a part. They shall in no way participate in any worldly activities that are disapproved by the articles of this instrument, the Statement of Faith of this church, or the standard set forth in the Holy Scriptures.
- D. Any ministry group or organization of this church wishing to open a treasury for its own use must request permission in writing from the Executive Team to do so.

- E. Upon dissolution of any ministry group or organization of this church, any monies held in the treasury shall be turned over to the corporation's treasurer for deposit into the general fund of this corporation unless otherwise specified by the Executive Team.

ARTICLE 9 CORPORATE FINANCES

Section 1 The fiscal year shall be from January 1st through December 31st.

Section 2 A budget shall be prepared by the Executive Team and will be presented to the corporation for approval at the Annual VisionCast held in January of each year.

Section 3 Any “non-budgeted” expenditure of \$500 or more must be taken before the Executive Team.

Section 4 The members shall be expected to give their offerings through this corporation. Proper records including a record of individual contributions will be made for each contributor by the Treasurer.

Section 5 Special one-time offerings may be received only by the approval of the Executive Team.

Section 6 No monies shall be raised by the church or any auxiliary organization except by free-will giving, unless otherwise authorized by the Executive Team.

Section 7 All monies contributed to the church are by free-will giving and cannot be designated to any specific person, item or cause. Any monies given toward an approved designation such as, but not limited to, “Time to Build”, “Global Outreach”, or “Benevolence” are still by free-will giving and, if necessary, may be redirected by the Executive Team toward unpaid expenses incurred under the approved budget for that fiscal year.

Section 8 An annual report of financial transactions and budget standings shall be made available at the Annual VisionCast.

ARTICLE 10 CORPORATE RECORDS AND REPORTS

The corporation shall maintain the following records and reports to be kept at the corporation's principle office:

- A. Adequate and correct books and records of accounts (financial records).

- B. Written minutes of the proceedings of its meetings conducted for business purposes.
- C. A record of the members of the corporation, setting forth the members' names and addresses.
- D. Contribution statements for contributors.

ARTICLE 11 AMENDMENTS

Any amendments to these By-Laws that contradict the clear teaching of the Bible in a literal, normal, historical interpretation are hereby declared null and void. There shall be no amendment made to the Statement of Faith of this church that would in any way change the basic doctrines of the Bible other than to restate or simplify said statements.

ARTICLE 12 LEGISLATIVE OR POLITICAL ACTIVITIES

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

ARTICLE 13 INUREMENT OF INCOME

No part of the net earnings of the church shall inure (become to the advantage) to the benefit of, or be distributable to, its members, Officers or other private persons except that the church shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE 14 CORPORATE DISSOLUTION

Upon the dissolution of the corporation, the Executive Team shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations of like faith and practice that holds to the same Statement of Faith as CROSSROADS CHURCH...A Community of HOPE, located in Grain Valley, MO organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Team shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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 such purposes.

ARTICLE 15 CONFLICT OF INTEREST

- A. Reason for Statement. As a ministry initiated and sustained by God, the corporation has a mandate to conduct all of its affairs decently and above reproach both in the sight of God and man. That accountability includes a commitment to operate with the highest level of integrity and to avoid conflicts of interest.
- B. Contributions and Support. As a nonprofit, tax-exempt entity, the church depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS and state corporate and tax officials view the operations of the corporation as a public trust, accountable to both governmental authorities and members of the public.

Among the corporation and its corporate officers and/or staff, there exists a fiduciary duty, which carries with it a broad and unbending duty of loyalty. Those persons are responsible for administering the affairs of the corporation honestly and prudently, and for exercising their best care, skill and judgment for the sole benefit of the corporation. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the corporation or knowledge gained there for their personal benefit. The interests of the corporation must have the first priority, and all purchases of goods and services must be affected on a basis that secures for the corporation full competitive advantages as to product, service, and price.

- C. Persons Concerned. This statement is directed to the corporate officers and/or staff who influence the actions of the corporation or make commitments on its behalf.

- D. Areas in Which Conflicts May Arise. Conflicts of interest may arise in the relations of the corporate officers and/or staff with any of the following third parties:
1. Persons or entities supplying goods and services to the corporation.
 2. Persons or entities from which the corporation leases property and equipment.
 3. Persons or entities with whom the corporation is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
 4. Persons or entities paying honoraria or royalties for products or for services delivered by the corporation for its agents or employees.
 5. Other ministries or nonprofit organizations.
 6. Donors and others supporting the church.
 7. Agencies, organizations and associations that affect the operations of the corporation.

- E. Nature of Conflicting Interest. A material conflicting interest may be defined as an interest, direct or indirect, between any person or entity mentioned in Section C, and a corporate officers and/or staff, which might affect, or might reasonably be thought by others to affect, the judgment or conduct of an officer and/or staff of the corporation. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the corporation
2. Holding office, serving as corporate officers and/or staff, participating in management or being otherwise employed (or formerly employed) in any third party dealing with the corporation.
3. Receiving remuneration for services with respect to individual transactions involving the corporation.

4. Using the corporation's personnel, equipment, supplies or goodwill for other than corporation-approved activities, programs and purposes.
5. Receiving personal gifts or loans from third parties dealing with the corporation.
6. Obtaining an interest in real estate, securities or other property that the corporation might consider buying or leasing.

F. Indirect Interests. As noted above, conflicting interests may be indirect. A member of the corporate officers and/or staff will be considered to have an indirect interest in another entity or transaction if any of the following also have an interest:

1. A family member of a corporate officer and/or staff. (Family member is defined for these purposes as all persons related by blood or marriage.)
2. An estate or trust of which a corporate officer and/or staff or member of his/her family is a beneficiary, personal representative or trustee.
3. A company of which a member of the family of a corporate officers and/or staff is an officer or employee, or in which he/she has ownership or other proprietary interests.

G. Interpretation of This Statement of Policy. The areas of conflicting interest listed in Section C and the relations in those areas which may give rise to conflict, as listed in Section D, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the corporate officers and/or staff will recognize such areas and relation by analogy. The fact that one of the interests described in Section D exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the corporation. However, it is the policy of the corporation that the existence of any of the interests described in Section D shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the corporate officers and/or staff to scrutinize their transactions with outside business interests and relationships for potential conflicts and to immediately

make such disclosures. Disclosure should be made to the Chairman of the Elders (or if he is the one with the conflict, then to one of the other Elders), who shall bring these matters to the attention of the Executive Team. The Executive Team shall then determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable as to the corporation. The decisions on these matters are the sole discretion of the Executive Team. The Executive Team's first concern must be the welfare of the corporation and the advancement of its purposes.