

CONSTITUTION AND BYLAWS
Of
WINDSOR ROAD CHRISTIAN CHURCH
AN ILLINOIS RELIGIOUS CORPORATION

ARTICLE I
Offices

The corporation shall continuously maintain a registered office in Champaign County in the State of Illinois.

ARTICLE II
Members

Section 1: Qualifications

Fundamentally, Members are expected to surrender their lives to Jesus Christ as Lord and Savior. In doing so, they shall obey Christ's commands regarding: repentance (Luke 13:3); confession (Matthew 10:32); baptism by immersion (Matthew 28:19); and lifetime faithfulness to Christ (Revelation 2:10b). In addition, expectations that promote unity of the Spirit and growth of both the individual Member and the Body of the Church shall be provided by the Elder Leadership Team.

Section 2: Membership Records

The Administrative Minister shall be responsible for maintaining the membership records.

Section 3: Termination of Membership

Voluntary. A member may voluntarily choose to discontinue membership at any time by providing either oral or written notification to the Administrative Minister.

Involuntary. The Elder Leadership Team may choose to discontinue fellowship with and thereby terminate the membership of a person when reconciliation has failed and an individual's conduct remains inconsistent with membership.

ARTICLE III
Meeting of Members

Section 1: Annual Meeting.

An Annual State of the Church meeting shall be held during the first quarter of each calendar year at a location designated by the Elder Leadership Team for the purpose of providing the members and regular attenders with an update on the ministries and business affairs of the church.

Section 2: Special Informational Meetings.

Special informational meetings of the members and regular attenders may be called by the Elder Leadership Team and held at a time and location designated by that Team.

Section 3: Notice of Meetings.

Notice of all meetings shall be provided in the Sunday bulletin and from the pulpit for two consecutive weeks prior to the scheduled date of any meeting.

ARTICLE IV Board of Directors (Elders)

Section 1: Definition.

The Elder Leadership Team shall constitute the Board of Directors of Windsor Road Christian Church. Only members of Windsor Road Christian Church, Champaign, Illinois who meet the scriptural qualifications for elder may hold this office.

Section 2: General Powers.

The affairs of the corporation shall be managed by or under the direction of the Board of Directors (Elder Leadership Team). Directors shall receive no compensation.

Section 3: Tenure.

With the exception of the Senior Minister, who serves continuously as an elder, an elder's term of office will be for a maximum of four (4) years. Each Elder shall have the right during his term to request a six month or one year sabbatical leave and may then return to office to finish out his term. Following a term of office, an elder will not be eligible for reappointment for 12 months.

Section 4: Nominations.

The Members shall submit annually, during a 30 day period determined by the elders, the name of members who meet the biblical qualifications of an elder. The elders shall notify qualified nominees of their nomination.

Section 5: Appointments.

Nominees aspiring to the eldership must participate in a screening process and interviews with the elders to confirm their qualifications. After consideration of the spiritual needs of the Members and qualifications of the nominees, the appropriate nominees shall be appointed as elders by the eldership, contingent upon affirmation by the Members.

Section 6: Affirmation.

Presentation to the Members shall be followed by a 30 day period during which Members shall have opportunity to inform the Elder Leadership Team in writing, of any Biblical reason why it is not possible to submit to the leadership of a person being considered for appointment to the eldership. In such instances, the elders shall meet with both appointee and the individual expressing reservation. If the claim is substantiated, the name of appointee shall be withdrawn from the affirmation process. At the end of the 30 day period, all remaining appointees will become elders.

Section 7: Dismissal.

The elders are expected to hold one another accountable at all times. If at any time the elders determine that anyone among them is failing to conform to the Values, Expectations, and Responsibilities of the Elder Leadership Team, then the remaining sitting elders may, by unanimous consensus, dismiss an individual from the Elder Leadership Team.

Section 8: Meetings.

Regular and special meetings shall be held as set forth by the elders. Notification of meetings shall be in accordance with the Elder Policy Manual.

Section 9: Quorum.

A majority of the sitting elders shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section 10: Manner of Acting.

The act of consensus of the elders present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute or these bylaws. No elder may act by proxy on any matter.

Section 11: Resignation of an Elder.

An elder may resign at any time upon written notice to the Board of Directors.

Section 12: Indemnification.

Except as otherwise limited by law, the corporation shall indemnify any and all of its directors or officers, former directors or officers, employees, agents, or any other person who may have served at its request or by its election as a director or officer of another corporation or association, or his heirs, executors and administrators against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them in connection are made parties or a party, by reason or being or having been directors or a director, officer, employee or agent of the corporation, or of such other corporation or association, except in relation to such matters as to which any such director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty or actions taken not in good faith and to such matters as shall be settled by agreement predicated on the existence of such liability. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person engaged in such willful, bad faith misconduct or in conduct in any way opposed to the best interests of the corporation. The provisions of this section are severable, and therefore, if any of the provisions shall convene or be invalidated under the laws of a particular state, county, or jurisdiction, such contradiction or invalidity shall not invalidate the entire Section, but it shall be construed as if not containing the particular provision or provisions held to be invalid in the particular state, county, or jurisdiction, and the remaining provisions shall be construed and enforced accordingly. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE V

Officers

Section 1: Officers.

The Elder Leadership Team shall select officers from among themselves. The officers of the Corporation shall be a Chairman, one or more Vice-Chairmen (as determined by the Board of Directors), a Treasurer, and a Secretary.

Section 2: Election and Term.

Officers shall be selected annually prior to the date any new elders begin their terms of office. Officers shall serve a one year term.

Section 3: Responsibilities and Job Products.

As established in the Elder Policy Manual.

ARTICLE VI

Deacons

Section 1: Function.

The Biblical position of deacon is to provide service to the Members in areas determined by the Elder Leadership Team. While the Elder Leadership Team has oversight responsibility for the church as a whole, as a matter of routine, every area of ministry in the church shall be under the daily oversight of a staff person. Therefore, any individual who may be appointed by the Elder Leadership Team to serve as a deacon shall work under the oversight of the staff person responsible for the area of ministry to which the deacon has been assigned.

ARTICLE VII

Senior Minister

Section 1: Hiring.

The Senior Minister is accountable to the Elder Leadership Team. The Administrative Minister is accountable to the Senior Minister, and all other workers, whether volunteers or employees, are accountable to the Administrative Minister. A person may be called to serve as the Senior Minister based upon the unanimous consensus of the Board of Directors in a duly called Board Meeting.

Section 2: Responsibilities and Job Products.

As established in the Elder Policy Manual and includes being singularly responsible to the Elder Leadership Team for the oversight of the staff (all activities, hiring, performance matters, and terminations).

Section 3: Performance.

The Senior Minister shall be responsible to the Elder Leadership Team for his performance and the character of his doctrinal teaching.

Section 4: Tenure.

Subject to the terms of an annual employment contract, the Senior Minister serves indefinitely.

ARTICLE VIII Operations

Section 1: Fiscal Year.

The fiscal year shall be determined by the Elder Leadership Team.

Section 2: Contracts, Checks, Deposits and Funds.

- a. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 Corporation and such authority may be general or confined to specific instances.
- b. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.
- c. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3: Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. All books and records of the Corporation may be inspected by any Member for any proper purpose at any reasonable time. Specifically excluded are records that would violate any individual's privacy rights (i.e. giving records) including employees.

Section 4: Loans to Management.

The Corporation will make no loans to any of its Directors, Officers, Agents or Staff.

ARTICLE IX Not-For-Profit

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered (i.e. Senior Minister) and to make payments and distributions in furtherance of the not-for-profit (religious) purposes of the

corporation. No substantial part of the activities of the corporation shall be for the carrying on of subversive activities, or otherwise attempting to raise money for the purpose of political lobbying, and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation to another church, school or other institution 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle 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 X

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the laws of the State of Illinois.

I HEREBY CERTIFY THAT THIS IS A TRUE AND ACCURATE COPY OF THE BYLAWS
ADOPTED October 30, 2005.