

## **The Bylaws of Christ Church - An Illinois Non-Profit Corporation**

### **Article I: Purpose**

**Section 1.** Christ Church is a nonprofit corporation and ecclesiastical body organized exclusively for religious purposes. The purposes for which Christ Church is formed include, but are not limited to:

- a) Connecting People with Jesus Christ. To promote the worship of the Holy Trinity, to preach the pure Word of God, to uphold the rich tradition of sacramental practice, to maintain Christian fellowship, to foster the edification of believers, and to welcome and advance the work of the Kingdom of God on earth.
- b) To be obedient to our Lord Jesus Christ's command to "Go and make disciples of all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Spirit, and teaching them to obey everything I [Jesus] have commanded you" (Matthew 28:19-20).
- c) To support disciples of Jesus Christ by proclaiming the good news of salvation through faith in our Lord Jesus Christ, and by exemplifying Jesus' command to love God and neighbor, by any suitable method or media, which includes but is not limited to the following
  1. Connecting disciples who worship Jesus Christ, by using personal evangelism, television and radio, the internet, conventions, preaching, teaching, missions and other Christian methods;
  2. Assisting and furthering the proclamation of Scriptural Christianity through printed and digital material, by providing speakers, mentoring, or coaching, and by other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes; and
  3. Establishing new programs of outreach and ministry, and the strengthening and partnering with existing programs and organizations that have a similar purpose and dedication to presenting Christ as Savior and Lord.
- d) To explore and promote the full ministry of the good and life-giving Holy Spirit throughout the life and work of the church, not least in the entire sanctification of Christian disciples;
- e) To engage in spiritual work and services based upon the authority of the Holy Bible.
- f) Additional general purposes and powers are:
  1. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest or devise; to sell and convert property, both real and personal, into cash, and to use the funds of Christ Church and the proceeds, income, rents, issues, and projects derived from any property of the Church for any of the purposes for which the Church is formed;
  2. To purchase, acquire, own, hold, sell, lease, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

3. To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;
4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision;
5. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal; and
6. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.
7. That the undersigned wish to avail themselves of the provisions of the Illinois Non-Profit Corporation Law.

**Section 2.** Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of Christ Church. No part of the net earnings of the Christ Church shall ever inure to or for the benefit of or be distributable to its members, Council members, officers, or other private persons, except that Christ Church shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

- A. Notwithstanding any other provisions of these Bylaws, Christ Church shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding or successor provision of any 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 any corresponding or successor provision of any United States Internal Revenue Law).
- B. In the event of any dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed as the Leadership Council shall determine, only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, and within the intent of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); provided, that 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 located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

**Section 3.** *Statement on Biblical Authority, Statement of Faith, & Statement of Moral Principles.* These statements shall be identical to those adopted by Christ Church in its Faith and Practices.

## **Article II: Members**

**Section 1: Membership.** The terms and conditions of membership with this Church shall be determined from time to time by the Leadership Council.

**Section 2: Removal:** The Leadership Council may remove a member from the Church for any reason that they deem appropriate by a vote of two-thirds vote of the Council.

**Section 3: Annual Meeting:** The members may attend an annual meeting of the Church, which the Leadership Council shall hold in October of each year, with notice of the date and time given to the members one (1) week prior to the annual meeting.

**Section 4: Special Meetings:** Special meetings of the membership may be called by at the discretion of the Leadership Council who shall approve the specially called meeting by two thirds vote of the Council.

**Section 5: Quorum.** At all meetings of the members, the presence of members shall constitute a quorum for the conduct of business, and the acts of majority of members present at such meetings shall be the acts of the entire membership, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.

### **Article III: Governing Body**

**Section 1: Number, Qualifications and Authority:** The governing authority of this corporation shall reside in a Leadership Council, (hereinafter the "Council"), consisting of not less than twelve (12) Council Members and no more than thirty (30) Council Members. Council Members will be nominated by senior staff and voted and approved by the Leadership Council. The Members shall consist of lay members and the Senior Staff and designated staff positions.

**Section 2: Election and Term of Office:** Council Members serve three (3) year terms. One third ( $\frac{1}{3}$ ) of the Council will rotate off of the board every year, excluding the Senior Staff and designated staff positions. Council Members shall be elected by the current Council each year, as terms expire. Prior to or in conjunction with installation, newly elected Council Members of the Leadership Council shall affirm their acceptance of the purpose, principles, and mission statement of Christ Church. Council members may serve consecutive terms with Leadership Council Approval.

**Section 3: Removal.** Any member of the Leadership Council may be removed from office, for any reason, by a two-thirds vote of the Council at a regular or special meeting of the Leadership Council.

**Section 4: Vacancies:** Vacancies on the Leadership Council due to death, resignation or other causes shall be filled by the remaining members of the Leadership Council according to the recommendations of the Senior Staff.

**Section 5: Regular Meetings:** The Council shall hold regular meetings of which time and place shall be determined by the Executive Director and Chairperson of the Council.

**Section 6: Annual Meeting:** The Council shall hold its annual meeting in October each year, with one (1) week prior notice to be given to the Council Members by the Ad Council Chairperson, and at such time and place may be determined by the Leadership Council. At this time, new members of the Council shall be voted on and installed.

**Section 7: Special Meetings:** Special meetings of the Leadership Council may be called at the discretion of the Senior Pastor, Chairperson, or Executive Director.

**Section 8: Quorum.** At all meetings of the Leadership Council, the presence of a majority of Council Members shall constitute a quorum for the conduct of business, and the acts of majority of Council Members present at such meetings shall be the acts of the entire Council, except where a larger number is required by law, the Articles of Incorporation, or by these By-laws.

**Section 9: Office.** The principal office of the corporation shall be at such place within the State of Illinois, as the Leadership Council shall determine from time to time.

#### **Article IV: Officers**

**Section 1:** The officers of the Leadership Council shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer and such other officers the Leadership Council deems necessary to establish.

**Section 2:** All officers shall be elected by the members of the Leadership Council at their annual meeting in October.

**Section 3:** Each officer shall hold office for the term appointed for a term of three years and may serve consecutive terms until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

**Section 4:** The Leadership Council shall choose from their own number, at the annual meeting to be held in October each year, officers which shall include: Chairperson, Vice Chairperson, Secretary and Treasurer. Term of office for each elected person shall be three (3) years, commencing January 1<sup>st</sup> and concluding December 31<sup>st</sup> of the third year of the term.

**Section 5: Duties of the Chairperson:** Conduct meetings of the Leadership Council and works with the executive director to prepare the agenda.

**Section 6: Duties of the Vice Chairperson:** Perform all duties usually performed by the Chairperson during the absence or disability of the Chairperson.

**Section 7: Duties of the Secretary:** Approve the minutes of all meetings of the Leadership Council; Be responsible for all correspondence except as otherwise prescribed by the Leadership Council; and, perform any other duties and functions customarily pertaining to this office or as prescribed by the Leadership Council.

**Section 8: Duties of the Treasurer:** Oversee an account of all transactions as Treasurer and of the financial condition of the Church whenever necessary; and Oversee any and all records required of a non-profit charitable organization by the Internal Revenue Service to allow donors to deduct donations from their taxable income.

#### **Article V: Conflict of Interest**

**Section 1: Purpose:** The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Leadership Council member and Officer of Christ Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions:** For purposes of this Article, the following terms shall have the following meanings:

- a) *Interested Person.* Any Leadership Council member, officer, employee or member of a committee with governing Council delegated powers, who has a direct or indirect financial interest, as defined below is an interested person.
- b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement; or
  - ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- iv. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Leadership Council or committee decides that a conflict of interest exists.

**Section 3: Procedures:**

1. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Leadership Council Members and considering the proposed transaction or arrangement.
2. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Leadership Council meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Leadership Council members shall decide if a conflict of interest exists.
3. *Procedures for Addressing the Conflict of Interest.*
  - a. An interested person may make a presentation at the Leadership Council meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The Chairperson of the Leadership Council shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Leadership Council shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Leadership Council shall determine by a majority vote of the disinterested Leadership Council Members whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. *Violations of the Conflicts of Interest Policy*
  - a. If the Leadership Council has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Leadership Council or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4: Records of Proceedings:** The minutes of the Leadership Council shall contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5: Compensation:** A Council Member who receives compensation, directly or indirectly, from the Church for service is precluded from voting on matters pertaining to that member's compensation. A Council Member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

**Section 6: Annual Statements:** Each Council Member, principal officer and member of a committee with governing Council delegated powers shall annually sign a statement which affirms such person has received a copy of the conflicts of interest policy, and understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7: Periodic Reviews:** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8: Use of Outside Experts:** When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Council of its responsibility for ensuring periodic reviews are conducted.

## **Article VI: Indemnification of Leadership Council Members and Officers**

**Section 1: Definitions:** For purposes of this Article, the following terms shall have the following meanings:

- a) "Church" shall mean Christ Church.
- b) "*Liabilities and Expenses*," shall mean monetary obligations incurred by or on behalf of an Leadership Council Member or an officer in connection with the investigation, defense, or appeal of a Proceeding (as defined below) or in satisfying a claim there under and shall include but not limited to attorneys' fees; amounts of judgments, fines, or penalties; and amounts paid in settlement by or on behalf of a Council Member or officer.
- c) "*Other Enterprise*," shall mean any corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, for which a Council Member or officer is or was serving, at the request of the Church, as a Council Member, officer, employee trustee or agent.
- d) "*Proceeding*," shall mean any claim, action, suit, or proceeding (whether brought by or in the right of the Church or, Other Enterprise or otherwise), civil, criminal, administrative, or investigative, whether

formal or informal, and whether actual or threatened or in connection with an appeal relating thereto, in which an Leadership Council Member or officer may become involved, as a party or otherwise (i) by reason of being or having been an Leadership Council Member or officer of the Church (and, if applicable, an employee or agent of the Church) or an Leadership Council member, officer, partner, trustee, employee, or agent of an Other Enterprise or arising out of his or her status as such or (ii) by reason of any past or future action taken or not taken by an Leadership Council Member or officer in any such capacity, whether or not he or she continues to be such at the time he or she incurs Liabilities and Expenses on account of the Proceeding.

**Section 2: Indemnification:**

If a Leadership Council Member or Officer is made a party to or threatened to be made a party to any Proceeding, the Church shall indemnify the Leadership Council Member or Officer against Liabilities and Expenses incurred by him or her in connection with such Proceeding in the following circumstances:

a) If a Leadership Council Member or Officer has been wholly successful on the merits or otherwise with respect to any such Proceeding, he or she shall be entitled to indemnification for Liabilities and Expenses as a matter of right.

b) In all other situations, a Leadership Council Member or Officer shall be entitled to indemnification for Liabilities and Expenses as a matter of right unless, with respect to any action or failure to act by the Leadership Council Member or officer that is at issue in such Proceeding, such action or failure to act constituted willful misconduct or recklessness. To be entitled to indemnification pursuant to this Section, the Leadership Council Member or Officer must notify the Church of the commencement of the Proceeding in accordance with Section 5 of this Article and request indemnification. A review of the request for indemnification and the facts and circumstances underlying the Proceeding shall be made pursuant to one of the following procedures:

1) by the Leadership Council, by a majority vote from among the Members who are not parties to, or who have been wholly successful with respect to, such Proceeding;

2) if such quorum cannot be obtained under Section 2(b)(1) above, by a majority vote of a committee duly designated by the Chairperson (in the designation of which, Leadership Council Members who are parties to such Proceeding may participate), consisting solely of two or more members who are not parties to, or who have been wholly successful with respect to, such Proceeding; or

3) by independent legal counsel selected by a majority vote from among the Leadership Council Members who are not parties to, or who have been wholly successful with respect to, such Proceeding.

4) Any determination made in accordance with the above procedures shall be binding on the Church.

c) If several claims, issues, or matters of action are involved, a Leadership Council Member or Officer may be entitled to indemnification as to some matters even though he or she is not entitled to indemnification as to other matters.

**Section 3: Prepaid Liabilities and Expenses:** The Liabilities and Expenses that are incurred or are payable by a Leadership Council Member or Officer in connection with any Proceeding shall be paid by the Church in advance, with the understanding and agreement between such Leadership Council Member or Officer and the Church that, in the event it shall ultimately be determined as provided herein that the Leadership Council Member or Officer was not entitled to be indemnified or was not entitled to be fully indemnified, the Leadership Council Member or officer shall repay to the Church such amount, or the appropriate portion thereof, so paid or advanced.

**Section 4: Exceptions to Indemnification:** Notwithstanding any other provisions of this Article to the contrary, the Church shall not indemnify a Leadership Council Member or Officer for any Liabilities and Expenses for which payment is actually made to or on behalf of a Leadership Council Member or Officer under an insurance policy, except in respect to any excess beyond the amount of payment under such insurance policy.

**Section 5: Notification and Defense of Proceeding:** Promptly after receipt by an Leadership Council Member or Officer of notice of the commencement of any Proceeding, the Leadership Council Member or Officer will, if a request for indemnification in respect thereof is to be made against the Church under this Section, notify the Church of the commencement thereof; but the failure to so notify the Church will not relieve it from obligation that it may have to the Leadership Council Member or Officer under this Section or otherwise. With respect to any such Proceeding as to which the Leadership Council Member or Officer notifies the Church of the commencement thereof;

- a) The Church will be entitled to participate therein at its own expense; and
- b) Except as otherwise provided below, to the extent that it may so desire, the Church, jointly with any other indemnifying party similarly notified, will be entitled to assume the defense thereof, with counsel reasonably satisfactory to the Leadership Council Member or Officer. After notice from the Church to the Leadership Council Member or Officer of its election to assume the defense of the Leadership Council Member or Officer in the Proceeding, the Church will not be liable to the Leadership Council Member or Officer under this Section for any legal or other Expenses subsequently incurred by the Leadership Council Member or Officer in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The Leadership Council Member or Officer shall have the right to employ counsel in such Proceeding, but the Expenses of such counsel incurred after notice from the Church of its assumption of the defense thereof shall be at the expense of the Leadership Council Member or officer unless:
  - 1) The employment of counsel by the Leadership Council Member or Officer has been authorized by the Church;
  - 2) The Leadership Council Member or Officer shall have reasonably concluded that there may be a conflict of interest between the Church and the Leadership Council Member or Officer in the conduct of the defense of such Proceeding; or
  - 3) The Church shall not, in fact, have employed counsel to assume the defense of such Proceeding in each of which cases the Expenses of counsel employed by the Council Member or officer shall be paid by the Church. The Church shall not be entitled to assume the defense of any Proceeding brought by or in the right of the Church or was to which the Leadership Council Member or officer shall have made the conclusion provided for in Section 5(b)(2) above.
- c) The Church shall not be liable to indemnify a Leadership Council Member or officer under this Article VI for any amounts paid in settlement of any Proceeding without the Church prior written consent. The Church shall not settle any action or claim in any manner that would impose any penalty or limitation on a Leadership Council Member or officer without the Leadership Council Member's or officer's prior written consent. Neither the Church nor an Leadership Council Member's or Officer will unreasonably withhold its or his or her consent to any proposed settlement.

**Section 6: Other Rights and Remedies:** The rights of indemnification provided under this Article VI are not exhaustive and shall be in addition to any rights to which a Leadership Council Member or officer may otherwise be entitled by contract or as a matter of law. Irrespective of the provisions of this Article VI, the Church may, at any time and from time to time, indemnify Leadership Council Members, officers, employees, and other persons to the full extent permitted by law, whether with regard to past or future matters.



**Section 7: Continuation of Indemnity:** All obligations of the Church under this Section shall survive the termination of a Leadership Council Member's or Officer's service in any capacity covered by this Article VI.

**Section 8: Insurance:** The Church may purchase and maintain insurance on behalf of any Leadership Council Member, officer, or other person or any person who is or was serving at the request of the Church as an Leadership Council Member, officer, employee, or agent of an Other Enterprise against liability asserted against such person and incurred by such person in any capacity or arising out his and her status as such, whether or not the Church would have the power to indemnify such person against such liability under the provisions of applicable statutes, this Article, or otherwise.

**Section 9: Benefit:** The provisions of this Article VI shall inure to the benefit of each Leadership Council Member or officer and his or her respective heirs, personal representatives, and assigns and the Church, its successors and assigns.

**Section 10: Severability:** In case any one or more of the provisions contained in this Article VI shall, for any reason, be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this Article VI, but this Article VI shall be construed as if such invalid, illegal, or unenforceable provision or provisions had never been contained herein.

#### **Article VII: Meetings**

**Section 1:** Regular meetings for the transaction of business as may be necessary or advisable shall be called the Leadership Council Meeting. These meetings shall be called by the Chairperson and Secretary. Notice of the times and places for holding such meetings shall be given to the members of the Leadership Council in such manner as the Leadership Council members may order.

**Section 2:** The annual meeting for the transaction of such business as may be necessary or advisable shall be held during the month of October each year. Notice of the time and place for holding such meeting shall be given to the Leadership Council members not less than one week prior to the holding of such meeting in such manner as the Leadership Council members may order.

**Section 3:** A quorum is necessary at any meeting to conduct the business of the Leadership Council. Any meeting may be adjourned if a quorum is not present or if it is necessary to do so to effectively conduct the business of the Foundation.

**Section 4:** Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute.

**Section 5:** Special meetings of the members may be called by the Leadership Council or by the Chairperson.

**Section 6:** Notice of the annual, regular or any special meeting of the Leadership Council shall be communicated with each Council Member. The attendance of a Council Member at any meeting shall constitute a waiver of notice of such meeting, except where a Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 7:** Leadership Council Members may participate in meetings of the Leadership Council through use of telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote.

#### **Article VIII: Order of Business**

**Section 1: Order of Business:** The order of business at each meeting of the corporation, unless otherwise amended by affirmative, majority vote of all members present, shall be as follows:

- a) Call to order by Chairperson
- b) Opening Prayer
- c) Roll call of all members of the Leadership Council
- d) Minutes of last meeting
- e) Financial reports
- f) Old Business
- g) New Business
- h) Report from Senior Pastor
- i) Adjournment

#### **Article IX: General**

**Section 1: Fiscal Year:** The fiscal year of this corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 2: Parliamentary Procedures:** The parliamentary procedure of this corporation shall be governed by the current edition of Robert's Rules of Order.

**Section 3: Legal Provision:** The organization and function of the corporation is under the authority of the Bylaws as outlined subject to the laws of the state of Illinois and any applicable federal laws.

**Section 4: Severability:** Each provision of these Bylaws is intended to be severable. If any term or provision hereof is determined by a Court of competent jurisdiction to be invalid or illegal for any reason whatsoever, such invalid or illegal term or provision shall not affect the validity or legality of the remainder of the other sections and or provisions of these Bylaws.

**Section 5: Amendments:** An amendment to these By-Laws may be proposed by any member of the Leadership Council. Such amendment shall be proposed in writing to the Council Secretary, so that the Council Members are notified at least thirty (30) days prior to the next regular or special Council meeting. Amendments may be adopted by an affirmative vote of two-thirds of the entire Leadership Council. This may include proxy votes by way of written vote, electronic vote (i.e. email), or oral vote by telephone to any officer of the Council. Said proxy vote shall then be delivered to the Council.

#### **Article X: Dissolution**

**Section 1: Dissolution:** The corporation shall be dissolved (i) through the authorization by a vote of two-thirds of the members of the corporation voting at a meeting of members to consider dissolution, or (ii) upon an order of judicial dissolution in accordance with 805 Illinois Compiled Statute 1075 of 1986 et. seq. Upon dissolution of the corporation by the members, one liquidator selected by the members shall settle the corporation's affairs in accordance with 805 Illinois Compiled Statute 1075 of 1986 et. seq. In the event Christ Church, shall cease, terminate, discontinue doing business, or abandon its principal function for any and all reasons, the assets and property of the Corporation shall be given to another organization recognized as tax exempt from the Federal income tax as a 501(c)(3) organization, and shares the same purposes, principles and mission statement of Christ Church.

**Section 2: Prohibited Dissolution:** No part of the net earnings of Christ Church shall inure to the benefit of, or be distributable to, its members, officers, Council Members, or any person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in the furtherance of the corporation. Notwithstanding any other provisions of the Articles of Incorporation or these By-Laws of the corporation, the corporation shall not carry on any activity 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 1986, as amended (or by the corresponding section of any future Revenue Code of the United States of America); or
- b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

**LEADERSHIP COUNCIL CERTIFICATION**

This is to certify that the foregoing By-Laws are a true and exact copy of the bylaws duly adopted by the Leadership Council of Christ Church which remain in full force and effect as of the date hereof. This further certifies that each individual member of the Leadership Council has reviewed the Conflict-of-Interest policy, has determined that he or she has no conflicts as described herein, and will adhere to the policy in the future.

