

CORPORATE BYLAWS
OF
ALL NATIONS COMMUNITY CHURCH
OF HOMEWOOD, ILLINOIS

ARTICLE I

CORPORATION

SECTION 1.1 Corporate Name and Offices. The name of the corporation and church organization shall be ALL NATIONS COMMUNITY CHURCH OF HOMEWOOD, ILLINOIS, hereinafter referred to as ANCC. The principal office of the corporation shall be located at the address set forth in the Articles of Incorporation, as the board of directors may from time to time determine.

SECTION 1.2 Corporate Purposes. The corporation is organized and shall be operated exclusively for religious, charitable or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1987, as amended (or the corresponding provision of any future United States internal revenue law) (the "Internal Revenue Code"). Nothing in these By-Laws shall be construed to interfere or supersede the spiritual authority of the Senior Pastor, enunciated in the Constitution, Article III, but shall facilitate the general business and corporate matters, with the necessary grant of authority to the Senior Pastor for conducting day to day operations. In furtherance of such purposes, the corporation may:

- (a) minister and promote the Word of God and the teachings of the Lord Jesus Christ;
- (b) organize and maintain various ministries to minister to the members and congregation of the corporation, the community and the world in accordance with biblical principles;
- (c) establish and maintain appropriate church facilities and conduct regular worship services;
- (d) establish and maintain appropriate school facilities and provide educational and religious instruction;
- (e) establish and support missions and missionaries throughout the world;
- (f) promote the Word of God by ministering through radio, television, electronic devices, seminars and other forms of mass media;
- (g) establish and operate a school for the training of ministers;

(h) provide for the regular assembling together of the attendees of ANCC in fellowship groups in homes and other places for the edification of the individual believer and for corporate growth;

(i) participate in evangelistic efforts to reach the unsaved both in the United States and foreign mission programs by all legal and practical means, whether conducted by individual members or members acting corporately within the church or with other bodies of like faith and practice;

(j) encourage spiritually healthy family and interpersonal relationships in accordance with biblical principles;

(k) conduct charitable endeavors that can serve as a witness to the love that Jesus has for each of us and that meet the needs of persons in spiritual and physical want;

(l) pray for all people, including those in authority – local, state, national, and in foreign countries;

(m) provide opportunities for believers to participate in accordance with their God-given gifts and talents in order to bring the body of Christ into unity and spiritual maturity; and to train and appoint elders, deacons, and other leaders – including licensing ordination, and commissioning of pastors and missionaries – to assist in the establishment and maintenance of ANCC and in any other Christian churches, ministries or institutions to which they may be led to serve as appointed by the board.

(n) accept tithes and offerings, bequests and other contributions or donations of any kind for the support of the corporation, its ministries, the ministries of persons and organizations of like faith and common purpose, and the promotion of the Gospel;

(o) purchase, own, lease, sell or otherwise deal with all property, real or personal, in furtherance of these purposes;

(p) exercise all powers of an Illinois not-for-profit corporation accorded by law;

(q) otherwise operate exclusively for religious, charitable or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any private interest or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation

shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

(iii) Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.

SECTION 1.3 Corporate Offices. The corporation shall have and continuously maintain in the State of Illinois a registered office and registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors may from time to time determine.

ARTICLE II

MEMBERSHIP

SECTION 2.1 Official Membership Role. The official membership roll will consist of both active, inactive and affiliate members. Placement upon the membership roll will be upon due application to the senior pastor and subject to the submission by the council of elders, approval by the board of directors and final approval by the senior pastor, as qualified by Section 2.2.

The official membership roll will be reviewed and updated annually by the administrative office and reviewed by the board of directors. Members who are deceased, have moved, or have remained inactive for at least six (6) months (with the exception of any member so classified for disciplinary reasons) may be purged from the membership roll.

All members of the corporation (active, inactive and affiliate) are afforded the opportunity of fellowship, instruction, and worship with fellow believers according to the provisions of Article I.

Limitations on membership privileges, including voting privileges, may be placed on members being disciplined according to the provisions of Section 2.5.

SECTION 2.2 Active Members

A. Responsibilities and Authority. The active membership will serve as final voting authority in business or legal matters referred to it by the board of directors. Spiritual matters shall be the province of the council of elders and the senior pastor in accordance with Article III and IV of the Constitution.

The role of active members (as qualified in Section 2.2B below) is to strengthen the body through their Christian fidelity and service to the corporation. Active members will be granted voting privileges when present at any and all meetings of the voting active membership where official business is conducted according to the provisions of Article II. In addition, active membership will be a criterion for many of the positions of leadership within.

B. Qualifications. Active membership in the corporation will be granted according to the provisions of Section 2.2C below to those meeting the following qualifications:

- (i) At least eighteen (18) years of age and a local, regular attendee of the church;
- (ii) Evidence of a genuine experience of the New Birth in Jesus Christ;
- (iii) Water baptism by immersion, unless such baptism is determined by the senior pastor as being impossible or unfeasible;
- (iv) Evidence of a consistent Christian life;
- (v) Willingness to follow the leadership of the church and to submit to its governing rules as established by the Constitution and By-Laws of this corporation and by any other amendments and rules of order adopted by the council of directors;
- (vi) Support by regular attendance and gifts of tithes, offerings, and service, and;
- (vii) Complete prerequisite classes for membership.

C. Application and Selection. Application for active membership to the corporation may be made by submission of the application to the council of elders for nomination, approval of the board of directors and final approval of the senior pastor. If membership qualifications are duly met and the applicant has been nominated by the council of elders (if activated), approved by the board of directors, and receive final approval of the senior pastor (if there is one presiding), active members will be received publicly at any regular Sunday service and their names placed on the official membership roll.

SECTION 2.3 Meetings of the Active Membership

A. Regular Meetings of Active Members. Assembly meetings of the active members shall be held at such times and on such dates as shall from time to time be fixed by the council of directors for the purpose of informing such members of the financial and ministry reports of the church/corporation.

B. Special Meetings. Special meetings of the active members may be called by the board of directors.

C. Place of Meetings. The board of directors may designate any place within or without the State of Illinois as the place of meeting for any regular or special assembly meeting. If no designation is made, the place of meeting shall be at the church facility of the corporation in Homewood, Illinois.

D. Notice of Meeting. Written notice stating the place, day and hour of any regular assembly meeting of the active members shall be placed in the church bulletin, and distributed at a regular service of the corporation at least one week prior to the meeting. Notice of the place, day and hour of any special assembly meeting of members may be in the manner provided for notice of regular assembly meetings. In the case of a special assembly meeting, the purposes for which the meeting is called shall be stated in the notice.

E. Quorum. Ten percent of the active members shall constitute a quorum at any meeting at which the action of the active membership is required or allowed by these By-Laws. If a quorum is not present, the board of directors, in its discretion, may adjourn the meeting without further notice. If a quorum is present, the affirmative vote of a majority of members present and voting, in person, shall be the act of the members.

SECTION 2.4 Non-Voting Members

A. Inactive Members. A active member who, without cause, is absent for a period of three (3) consecutive months, or who has been classified as inactive for disciplinary reasons according to the provisions of Section 2.5 below, will be considered an inactive member and will lose voting privileges until restored to fellowship through application to the council of elders, for recommendation to the board of directors. Members classified as inactive will be notified by mail to their official address as recorded on the official membership roll.

Reinstatement of inactive members to active membership will be under the direction of the Senior Pastor. Upon recommendation of the council of elders, and approval by a majority vote of the council of directors constituting a quorum in a regular or called meeting for that purpose under the provisions of Article II, it will be submitted to the Senior Pastor for final approval.

B. Affiliate Members. An individual who is on a mission assignment, active military duty, or temporarily away from the area so that regular attendance is impossible may be classified as an affiliate member.

The classification of affiliate membership affords the individual all benefits of membership with the exception of voting privileges at called or special meetings.

Any persons so classified as affiliate members may be reinstated to active membership by notifying the Senior Pastor of their return.

SECTION 2.5 Discipline and Removal of Members. Heresy, habits, practices, attitudes, and affiliations unbecoming to a Christian and contrary to the beliefs and practices of the corporation will be grounds for discipline as described below.

(a) Discipline will be by reproof; by restrictions imposed on active membership (e.g. suspension from active participation in the worship or service of the church, removal from official office held at the corporation); revoking of voting privileges; by reduction to inactive membership; and/or by removal from membership with the corporation. Removal from membership for disciplinary reasons will be done only after scriptural action to restore said member has failed.

(b) Due notification will be made in person and/or in writing to the address recorded on the official membership roll. Reinstatement of members to active membership will be under the direction of the senior pastor. Upon recommendation of the council of elders, and approval by a majority vote of the board of directors constituting a quorum in a regular or called meeting for that purpose under the provisions of Article II, it will be submitted to the senior pastor for final approval.

(c) Disciplinary action resulting in restrictions imposed on membership privileges or reduction to inactive membership, and the terms for reinstatement, will be accomplished upon recommendation of the council of elders, approval of the majority of the board of directors constituting a quorum in a regular or special meeting called for that purpose under the provisions of Article II, and final approval by the Senior Pastor. Action resulting in removal from membership must also be approved by majority vote of the board of directors and final approval by the senior pastor

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 Board of Directors. The board of directors of the corporation shall consist of no fewer than three elected directors and no more than seven as the board of directors may hereafter determine. The board of directors shall elect from among themselves a president, vice-president, secretary and treasurer of the directors.

SECTION 3.2 Powers and Duties of Board Council of Directors. The policy-making powers of the corporation shall be vested in the board of directors, which shall have charge, control and management of the policies, property, affairs and funds of the corporation, deferring where business, legal and fiduciary responsibilities permit, to the vision of the senior pastor. They will approve or effect the employment or dismissal of those employed by the corporation, including the senior pastor. They will serve as trustees of the corporation as that becomes necessary. They shall determine compliance with the corporation's stated purposes, and shall have the power and authority to do and perform all acts or functions not inconsistent with applicable law, these By-Laws or the corporation's Constitution, provided however that a majority of the directors shall be required to approve any expenditure, contract or transaction if the resulting obligation of the corporation is equal to or greater than \$5,000.00. This will not impact or involve day to day operations. The board of directors will oversee the definition of those expenditures that are inherently day to day operations expenditures.

SECTION 3.3 Election. Not more than five directors shall be elected by a majority vote of the board of directors. Nominations for directorships may be made by any director and the board of directors may also consider nominations made by the advisory council and by the members. Two directors shall be elected at an assembly meeting by the voting membership.

SECTION 3.4 Eligibility; Maximum Term. Only members of the corporation, as approved by the board of directors and/or elected by the voting membership, shall serve as directors. Each director shall hold office for three years or until a successor shall have been elected and qualified. A director may serve an unlimited number of consecutive terms, but must be re-elected to each successive term.

SECTION 3.5 Vacancies; Removal, Resignation. Vacancies on the board of directors due to death, resignation or other cause may, but need not, be filled during the term through election by the board of directors. Directors so elected shall hold office until their successor has been elected and has qualified. A director may be removed at any time, with or without cause, by a majority vote of the board of directors. A director may resign at any time by giving **an oral or** written resignation to the secretary of the corporation or taking action inconsistent with membership on the board of directors.

SECTION 3.6 Regular Meetings of the Board. The board of directors shall hold regular meetings at least four times each calendar year at the principal office of the corporation or such other convenient locations as designated by the board.

SECTION 3.7 Special Meetings of the Board. Special meetings of the board of directors may be called by the president or upon written request of any directors constituting at least one-half of the directors of the corporation.

SECTION 3.8 Notice of Regular Board Meetings. Notice of regular board meetings may be given orally or in writing at least five days, and not more than 30 days, before the date of the meeting unless a different notice period is required by law. If mailed, such notice shall be considered to be delivered when deposited in the United States mail postage prepaid. Such notice need not state the nature of the business to be conducted unless required by law.

SECTION 3.9 Notice of Special Board Meetings. Notice of special board meetings may be given orally or in writing to each director at least two (2) days before the date of the meeting, unless a longer notice period is required by law or these bylaws. If mailed, the notice shall be considered to be delivered when it is received by the director. The notice shall state the nature of the business to be taken up at the meeting.

SECTION 3.10 Waiver of Notice. Notice of the time, place and purpose of any meeting of the council of directors or any of its committees may be waived by a director or committee member by telegram, cablegram or other writing, either before or after such meeting has been held. A director's or committee member's attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver by the director or committee member of notice of such meeting.

SECTION 3.11 Unanimous Consent Action by Board. An action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

SECTION 3.12 Quorum at Board Meetings. For all meetings of the council of directors, other than for action taken by unanimous written consent, a quorum shall be two-thirds (2/3) of the directors then serving, who shall be present in person, unless a larger number is required by law or these By-Laws to be present.

SECTION 3.13 Manner of Acting. The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a larger number is required by law or these By-Laws.

SECTION 3.14 Meeting by Conference Telephone. Directors and committees of the council of directors may participate in and act at any meeting of the board of directors or a committee by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear one another simultaneously. Participation by such means shall constitute presence in person at the meeting.

ARTICLE IV

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 4.1 Committees Generally. Every committee shall have at least two members, and the membership of every committee shall include at least one director. All committee members shall be appointed by, and shall serve at the pleasure of, the board of directors. Committees shall be appointed by the board of directors for such tasks as circumstances warrant. A committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the board of directors. Upon completion of the tasks for which it is created, a committee shall be discharged.

SECTION 4.2 Committee Procedures Generally. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the secretary of the corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof; to the president, the vice president and the secretary, each of whom shall have the right to attend and participate in the deliberations of the committee. A majority of the members of each committee then serving, who shall be present in person, shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee. Each committee may adopt rules for its own operations not inconsistent with these By-Laws or the policies of the board of directors.

SECTION 4.3 Unanimous Consent Action by Committees. Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the committee members.

ARTICLE V

OFFICERS OF THE CORPORATION

SECTION 5.1 Designation of Corporate Officers. The officers of the corporation shall be a president, vice president, secretary, treasurer and such other officers as the council of directors may from time to time determine.

SECTION 5.2 Term. All officers shall hold office for a period of one year or until their successors shall have been duly elected and qualified.

SECTION 5.3 Removal and Vacancies. Any officer may be removed by the council of directors at any time, with or without cause, in the best interests of the corporation as determined by the board of directors. A vacancy in any office may be filled by the board of directors for the unexpired portion of the term.

SECTION 5.4 Duties of the President. The president shall be the chief executive officer of the corporation, shall be the direct executive representative of the board of directors in the management of the corporation, and shall have all the duties and authority which such position would customarily require, or as may be assigned to the president under these By-Laws or by board resolution, including, but not limited to the following:

- (a) Carrying out all policies established by the council of directors and advising on the formation of these policies.
- (b) Developing and submitting to the council of directors for approval a plan of organization for the conduct of the various activities of the corporation and recommending changes when necessary.
- (c) Preparing plans for the achievement of the corporation's specific objectives and periodically reviewing and evaluating such plans.
- (d) Preparing an annual operating and capital budget showing the expected revenue and expenditures as required by the council of directors.
- (e) Selecting, employing, supervising and discharging corporate agents and employees and developing and maintaining personnel policies and practices for the corporation.
- (f) Supervising the financial affairs to ensure that funds are collected and expended to the best possible advantage of the corporation.

(g) Presenting to the board of directors, or its authorized committees, periodic reports reflecting the activities of the corporation and such other special reports as may be required by the board.

(h) Attending meetings of the board of directors, serving as an *ex officio* member on its committees, and coordinating the preparation of board meeting materials.

(i) Performing such other duties as may from time to time be assigned by the board of directors.

SECTION 5.5 Duties of the Vice President. In the event of the absence or disability of the president, the duties of the president shall be performed by the vice president. In addition, the vice president shall perform such other duties as may be assigned to the vice president from time to time by the board of directors.

SECTION 5.6 Duties of the Secretary. The secretary shall provide appropriate notice or waivers of notice regarding board meetings; shall prepare agenda and other materials for all meetings of the council of directors; shall act as official custodian of all records, reports and minutes of the corporation, the board of directors and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the board of directors; and shall perform such other duties as are customarily performed by or required of corporate secretaries.

SECTION 5.7 Assistant Secretary. The board of directors, pursuant to Section 5.1, may elect an assistant secretary and may delegate to the assistant secretary any and all duties of the secretary and may authorize the assistant secretary to perform any and all acts performable by the secretary.

SECTION 5.8 Duties of the Treasurer. The treasurer shall have custody and control of all funds of the corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the board of directors. The treasurer shall also ensure that a true and accurate accounting of the financial transactions of the corporation is made periodically, that reports of such transactions are presented to the board of directors and that all accounts payable are presented to such representatives as the board may designate for authorization of payment.

SECTION 5.9 Assistant Treasurer. The council of directors, pursuant to Section 5.1 may elect an assistant treasurer and may delegate to the assistant treasurer any and all duties of the treasurer and may authorize the assistant treasurer to perform any and all acts performable by the treasurer.

SECTION 5.10 Election of Officers. All officers shall be elected by the majority vote of the board of directors. The same person may serve as vice president, secretary and treasurer.

ARTICLE VI

ADVISORY COUNCIL

SECTION 6.1 Advisory Council. The advisory council shall consist of persons duly elected or appointed as provided herein. The number of persons to serve on the advisory council shall be set by the board of directors as it from time to time may determine.

SECTION 6.2 Duties of Advisory Council. The advisory council may advise the board council of directors on matters relating to the policies, property, affairs, and funds of the corporation; and on any additional matters on which the board of directors requests advice. The advisory council shall meet only as directed by the board of directors. The board of directors may duly consider any and all recommendations and advice submitted by the advisory council at any regular or special meeting of the board of directors, provided however, that the board of directors need not obtain the advice or the approval of the advisory council, or any of its members, to take any action or exercise any power, authorized or permitted by these By-Laws, the Constitution of the corporation or any law. The board will obtain the approval of the advisory council on any expenditure, not within the day to day operations of the church, of more than \$5,000.00.

SECTION 6.3 Election. The members of the advisory council shall be elected by a majority vote at designated assembly meetings of the members. If a quorum of members is not present at such assembly meeting of members, the advisory council positions upon which the members of the corporation would have voted, had a quorum been present, shall become vacant and may be filled pursuant to Section 6.5.

SECTION 6.4 Eligibility and Terms. Advisory council members shall be **active** members of the corporation, nominated by the board of directors and shall serve one year terms and may serve until the next designated assembly meeting succeeding the completion of their term. Successive terms may be served without limitation. The board of directors will monitor the attendance, activity and giving of the advisory council members on a quarterly basis and may remove advisory council members for shortcomings in these areas. The removal of any advisory council member shall be by resolution.

SECTION 6.5 Vacancies; Removal and Resignation. Vacancies on the advisory council due to death, resignation or other cause may, but need not, be filled during the term by appointment by the board of directors. Advisory council members so appointed shall hold office until their successor has been elected in accordance with Section 6.3. An advisory council member may be removed at any time, with or without cause, by the board of directors acting in the best interest of the corporation as determined by the council of directors. An advisory council member may resign at any time by giving a written resignation to the secretary of the corporation.

ARTICLE VII

MEMBERSHIP REVIEW OF CHURCH RECORDS AND REPORTS

SECTION 7.1 Requests made by members. To ensure the trust of the membership and to also ensure that the interests of the Church and its membership, reports and records of financial activities of the corporation shall be prepared and made available for inspection by the members of the corporation. Any further questions by any members shall be addressed to the treasurer in writing and if necessary by scheduled appointment.

SECTION 7.2 Required provisions of the request. The request must be directed to the secretary of the corporation and state the name of the member making the request, the reason for the request and that the information shall in no way be made public or shared with any other person, whether member or not, or entity.

SECTION 7.3 Confidentiality. In order to keep the records of the Church confidential, and protect the confidentiality of the members of ANCC, records shall not be released to any outside agency, except law enforcement, person or entity unless process has been served and a certified subpoena has been personally delivered to the secretary of the corporation. This includes the IRS, except under the provisions of section 7611 (USC ?) which shall be limited only to information deemed to be relevant to the inquiry being made. At all times the IRS will be expected to comply with all of the provisions of section 7611. All efforts will be made to ensure the privacy rights of members and staff of the corporation.

SECTION 7.4 Denial of the request. The board of directors reserves the right to deny requests for review of church records and reports for good cause, to include but not limited to any of the following reasons:

- (a) The request is considered by the board and deemed to be frivolous.
- (b) The member making the request has a history of or is currently being divisive.
- (c) The member making the request does not adequately provide the required information on the request, as stated in Section 7.2 of this Article.
- (d) The person making the request is a non member or a person whose membership has been terminated.

ARTICLE VIII

REMUNERATION OF DIRECTORS, OFFICERS, ADVISORY COUNCIL MEMBERS AND COMMITTEE MEMBERS

SECTION 8.1 Remuneration of Directors, Officers, Advisory Council Members and Committee Members. Officers and members of the board of directors, advisory council or a committee shall not receive any compensation for any services rendered in their capacity as officers or members of the board of directors, advisory council or a committee, provided however, that nothing contained herein shall be construed to preclude any officer or member of the board of directors, advisory council or a committee from receiving compensation from the corporation for expenses actually incurred for serving the corporation as an officer or member of the board of directors, advisory council or a committee, or for services actually rendered and expenses actually incurred in serving the corporation in a capacity other than as an officer or member of the board of directors, advisory council or a committee.

ARTICLE IX

INDEMNIFICATION

SECTION 9.1 Provision for Indemnification. The pastor/president, elders, deacons, officers, directors, employees, agents, representatives, or other persons acting on behalf of ANCC or its ministries as approved by the board of directors will be indemnified against all reasonable and necessary, as determined by the board of directors, fines, fees, and expenses incurred by said individual in connection with any suit, litigation, or other legal action to which they have become involved by virtue of said office, appointment, or necessary association with ANCC or its ministries; except in those instances where he/she will be adjudged and determined liable of willful failure to deal fairly with the corporation and /or its members regarding matters in which they may have a material conflict of interest, transactions resulting in improper personal gain, willful misconduct or gross negligence in the performance of their duties and responsibilities of behalf of ANCC or involving deliberate violation of the criminal code.

ARTICLE X

LICENSING AND ORDINATION OF MINISTERS

SECTION 10.1 Licensing and Ordination. The board of directors shall establish qualifications for the licensing and ordination of ministers and shall establish various ministerial offices as the board of directors determines is necessary or appropriate. The board of directors has sole authority to license and ordain ministers of the corporation.

SECTION 10.2 Revocation of License or Ordination. The license or ordination of any minister is subject to review by the board of directors, and the board of directors may, in its discretion, revoke the license or ordination of any minister for failure of the minister to speak or act in conformity to the statement of faith of the corporation or the Word of God or to otherwise speak or act in a matter worthy of the ministerial office, as determined by the board of directors.

ARTICLE XI

FISCAL MATTERS

SECTION 11.1 Fiscal Year. Unless otherwise fixed by the board of directors, the fiscal year of the corporation shall commence July 1 of each year and end June 30.

SECTION 11.2 Contracts. The president, acting alone, or his express designee, shall be authorized to execute contracts, make any expenditures, or execute and deliver any instruments on behalf of the corporation if the resulting obligations of the corporation are equal to or less than \$5,000.00; and for all matters involving obligations of the corporation greater than \$5,000.00, any two of the president, vice president or treasurer are authorized to execute such contracts, make any expenditures or execute and deliver any instruments, on behalf of the corporation. Notwithstanding the foregoing, the council of directors may, by resolution, authorize any officer or agent 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 a specific transaction.

SECTION 11.3 Checks, Drafts, Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the corporation or to the corporation, shall be signed or endorsed by any two of the president, vice president, secretary, treasurer or anyone designed by the board of directors.

SECTION 11.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as the board of directors may select.

SECTION 11.5 Maintenance of Records. The corporation shall keep correct and complete books and records of account of the financial activities of the corporation as may be appropriate. Reports of the financial activities of the corporation shall be prepared and reported to the members of the corporation at the regular assembly meetings of the members.

SECTION 11.6 Annual Budgets. The board of directors of the corporation shall prepare or have prepared the annual operating and capital budgets of the corporation.

ARTICLE XII

DISSOLUTION

SECTION 12.1 Dissolution of Corporation. Upon the dissolution of the corporation, the council of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization, or organization under section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the council of directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court of Cook County or such court in the county where the principal office of the corporation is then located. Such disposition shall be for the purposes and/or organization or organizations mentioned above as that court shall determine.

ARTICLE XIII

CONFLICTS OF INTEREST

SECTION 13.1 Statement of General Policy on Conflicts of Interest. No transactions involving remuneration or benefit to a director or officer, or to an organization in which such director or officer has a material financial interest or of which the director or officer is a member, officer, director, general partner, principal or controlling interest, shall be entered into by the corporation without (a) full disclosure to the council of directors by the interested director or officer of the material facts of the transaction and of the director or officer's interest or relationship; (b) the authorization, approval or ratification of the council of directors; and (c) a determination by the council of directors that the transaction is fair to the corporation at the time it is authorized, approved or ratified. No director so involved may vote on such authorization, approval or ratification by the council of directors.

SECTION 13.2 Disclosure. Every director and officer, in manner and form to be prescribed by the council of directors, shall be required, as a condition of his office, to disclose fully any conflict of interest as defined in this Article.

ARTICLE XIV

CORPORATE SEAL

SECTION 14.1 Corporate Seal. The board of directors shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XV

SATELLITE CHURCHES/MINISTRIES

SECTION 15.1 Satellite Communications. The Church shall establish and enforce guidelines, from time to time, under the direction and leadership of the Pastor, council of elders, and board of directors, in order to oversee satellite churches and ministries arising within or from the leadership of the Church. Any such church or ministry shall be autonomous in selection of its leaders and disbursement of its funds, but shall tithe regularly to the Church to the extent of its undesignated contributions received. The underlying and guiding principle of the Church's parenting and ministry is Christian oversight and teaching, education and devotion consistent with the Constitution of ANCC.

ARTICLE XV

EFFECTIVE DATE

SECTION 13.1 Effective Date. The effective date of these By-Laws shall be October 19, 1987, the last amendments having been approved May 27, 2008.

ARTICLE XIV

AMENDMENTS

SECTION 14.1 Amendment Procedure. These By-Laws may be amended only by the affirmative vote of a majority of directors in office at any regular or special meeting of the board of directors.

Adopted by the full Board of Directors this _____ day of _____, 2008.

LaVerne Lewis
Director

James Wehling
Director

Ronda Donahue
Director

Gregory Morris
Director

Edwin A. Burnette
Director