

BYLAWS
OF
CROSSROADS UNITED CHURCH OF CHRIST

ARTICLE I
Name

The name of the Corporation is Crossroads United Church of Christ (the "Corporation").

ARTICLE II

Purposes of the Corporation, Polity and Faith Covenant

Section 1. Purposes of the Corporation.

We, the congregation of Crossroads United Church of Christ, believe that we are called by God as a Christian community to gather people into community, build them in a relationship with God, and send them into ministry. Together, we commit ourselves to:

- o Celebrate the good news that God has come and remains among us;
- o Proclaim the Gospel of Jesus Christ through word and deed, and
- o Embody God's love and justice in all that we do and share with the world.

We covenant to be a community which remains open to the challenges of the Christian faith. We welcome into this community of faith, and affirm the participation in church life, persons of every age, race, gender, nationality, ability, and sexual orientation. We will continue our efforts toward inclusiveness, and stand against all forms of discrimination. We will empower ourselves, our children, and one another to care for the world, living in Christ's image and striving for peace and justice.

To accomplish this mission, we will provide opportunities for the members and friends of Crossroads United Church of Christ to participate in:

- o Worship
- o Lifelong education and exploration of faith
- o Fellowship and nurture
- o Social action and service
- o Stewardship of time, talent, and resources

Section 2. Polity.

This congregation shall be a member of the United Church of Christ, and it shall sustain that relationship in accordance with the constitutional bylaws of the United Church of Christ, as adopted by the General Synod.

As a congregation of the United Church of Christ, the government of this church is vested exclusively in the congregation. The congregation consists of all active members (see Article IV). This church is in communion with all churches which follow the teachings of Jesus Christ. We acknowledge special obligation to other congregations which are a part of the United Church of Christ. We pledge ourselves to share in their common religious and educational work, particularly as represented by the Central Association, the Iowa Conference, and the General Synod of the United Church of Christ.

Section 3. Faith Covenant.

This church recognizes the Bible as the sufficient testimony of faith and practice and holds that living in accordance with the teachings of Jesus Christ is the true test of Christian covenant. Members shall have the undisturbed right to follow the Word of God according to the dictates of their own conscience under the enlightenment of the Holy Spirit. It is our responsibility as members to look to the scriptures, and to the presence and the power of the Holy Spirit to nurture and guide our creative and redemptive work in the world. We claim as our own the faith of the historic church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant reformers. We affirm the responsibility of each generation to make this faith its own. It is our responsibility as members to attempt in all ways to stay true to the Gospel of Jesus Christ. We will make every effort in our lives to give witness to the spirit of God, to worship God, and to act in every way informed by the commandment, "You shall love the Lord your God with all your heart, and with all your soul, and with all your mind. And you shall love your neighbor as yourself" (Matthew 22:37, 39).

ARTICLE III
Offices and Registered Agent

Section 1. Offices. The Corporation shall continuously maintain in the State of Iowa a registered office at such place as may be designated by the Church Council. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or outside the State of Iowa, as may be designated by the Church Council.

Section 2. Agent. The Corporation shall continuously maintain within the State of Iowa a registered agent, which shall be the Moderator.

Section 3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the Iowa Nonprofit Corporation Act and as provided in these Bylaws.

ARTICLE IV
Membership

Section 1. Members and Friends

A. Entrance into Membership. Membership in Crossroads United Church of Christ shall be open to any person who has been baptized and has publicly acknowledged faith in Jesus Christ. Reception into membership may occur through confirmation, profession of faith, reaffirmation of faith, or letter of transfer from another church. New members received by transfer, reaffirmation, or profession of Christian faith are expected to complete a membership orientation.

B. Privileges. Members enjoy full participation in the fellowship of the congregation, including voting privileges, the opportunity to be nominated to the Church Council, and/or committees of the Central Association, Iowa Conference, or national settings of the United Church of Christ.

C. Commitments. To the best of their abilities, members are responsible to the congregation to share in its worship, fellowship, and work, and to support the church financially.

D. Removal from Membership. Members may, by their request to the Church Council, be removed from membership in Crossroads United Church of Christ.

When requested, a letter of transfer will be sent by the secretary of the Church Council to the new congregation. If, for a period in excess of two years, a member has not been present at worship, has not joined in any of the congregation's work, and has not contributed financially to the congregation, the Church Council may contact that member and encourage active participation in the church. After the Church Council has made such contact, if the member's relationship to the church does not change within one year, the Council may request the secretary to place that member on the inactive rolls. While on the inactive rolls, a member shall have no vote in church affairs. After one year on the inactive rolls, the Council shall again attempt to reach the member. If said member still does not indicate desire to be involved with the church, he or she shall be removed from membership.

E. Friends are non-members of Crossroads United Church of Christ. They may determine their own participation in the life of Crossroads, except as limited by the Constitution and By-laws. They shall not have a vote in meetings of the congregation, work teams, or the Church Council.

Section 2. Meetings.

A. General. Annual meetings of the membership shall be held in December of each year at a date and time set by the Church Council. The election of officers for the following year shall be held at the annual meeting and an annual budget shall be approved. Special meetings shall be called at the request of the Church Council or of a proportion of the members specified in "C" below by petition to the Church Council.

B. Time and Place. The time and place of all meetings of the membership shall be designated by the Church Council. The meetings shall be held in Warren County, Iowa.

C. Notice. The annual meeting of the membership shall be announced at three Sunday worship services prior to the meeting and published in the newsletter preceding the meeting.

Special meetings may be called by the Moderator, or by majority vote of the Church Council. A special meeting may also be called by a written petition containing ten (10) percent of the members' signatures. A written notice of such meetings shall be sent into the home of each member of the congregation two (2) weeks prior to the date designated for the meeting.

In case of extreme emergency, a congregational meeting may be

called by a majority vote of the Church Council or by written petition of twenty (20) percent of the members. Such meetings require a five (5) day notification by phone or mail of all members. Notice of a meeting of the membership shall specify the date, time, and place of the meeting.

Attendance at a meeting of the membership shall also constitute a waiver of notice, except where a member states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

D. Quorum. One-half of the number of members, but in no event fewer than two, shall constitute a quorum for the transaction of business at any meeting of the membership, except that if a quorum is not present at a meeting, a majority of the members present may adjourn the meeting to another time, without further notice.

E. Vote. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the members shall be decided by a majority vote of the members present at a meeting at which a quorum exists.

ARTICLE V Church Council

Section 1. General Powers and Duties. The administration of the congregation is vested in the Church Council, which is elected by and accountable to the congregation. Work team representatives to the Church Council are responsible to behave as representatives of the congregation, although they are called out from their work teams. The final authority for settling all questions that may arise as to the policies or organizations of this church shall rest in the members of the congregation.

Section 2. Composition and Election.

A. Number. The Church Council shall consist of four officers: a Moderator, a Vice-Moderator, a Financial Secretary, a Recording Secretary; and one member from each Work Team. The Treasurer is not an officer of the Council, but shall attend meetings as able or requested. The Treasurer shall be chosen by the Church Council. The officers of the Church Council shall be elected by a simple majority of those members present at the Annual

Meeting of the congregation. The Work Team representatives shall be chosen by their Work Team, and may rotate attendance at Council with other Team members. Any member of the congregation may attend meetings of the Council and have voice without vote. The pastor shall be a voting member. An interim pastor who is not a member of the congregation shall have voice without vote.

B. Term. The term of a Church Council member shall be one year, beginning on the first day of January and ending on the last day of December. The term of a Council member also shall expire upon his or her death, resignation, or removal in accordance with these Bylaws. It is highly desirable that no Council member, other than the Financial Secretary, should serve two terms in a row, so that leadership is shared in the congregation. The Financial Secretary may serve up to two consecutive terms of three years each.

C. Vacancies. Any vacancy in the Church Council officers, including a vacancy caused by the expiration of an officer's term shall be filled by the vote of a majority of those members present at a congregational meeting. A vacancy of a Work Team representative shall be filled by the Work Team.

D. Resignation. A Council member may resign at any time by giving notice thereof in writing to the Moderator.

E. Removal. A Council member may be removed, with or without cause, by a three-quarters majority vote of the congregation.

Section 3. Meetings. Regular meetings of the Church Council shall be held monthly. Special meetings shall be called at the request of the Moderator or any two of the council members.

A. Time and Place. The time and place of all meetings of the Church Council shall be designated by common agreement or, if common agreement is not possible, by the Moderator. The meetings may be held within or outside the State of Iowa.

B. Notice. A special meeting of the Church Council may be held at any time. Four Church Council members, shall constitute a quorum for the transaction of business at any meeting of the Church Council, except that if a quorum is not present at a meeting, a majority of the Council members present may adjourn the meeting to another time, without further notice.

D. Vote. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Church Council shall be decided by a majority vote of the Council present at a meeting at which a quorum exists.

ARTICLE VI

Work Teams

Section 1. Standing Work Teams. The Work Teams shall consist of as many church members and friends as would like to participate in the Team. Each Team is responsible for designating a member to attend the Church Council. Teams shall meet as often as necessary, but preferably at least quarterly. Following are the Standing Work Teams.

A. The Worship Team shall work with the pastor to create worship services which enable members to connect with God more deeply.

B. The Christian Education Team shall ensure that Christian education is available for all children, and shall support lifelong learning in the church.

C. The Mission Team shall be aware of all mission efforts taking place in the church and shall function as liaison to outside organizations if no other liaison is in place.

D. The Creative Evangelism Team shall act to publicize the church, to attract visitors, and to create and nurture connections between persons in the church.

Section 2. Ad hoc Work Teams. The Church Council may, by a resolution adopted by a majority of the Council members present at a meeting at which a quorum is present, create other Work Teams, which shall have such authority as the Church Council may by law and these Bylaws direct. These Work Teams shall have a duration of one year, renewable by majority vote of the congregation at the Annual Meeting. A majority vote of the congregation shall make a Work Team permanent.

Section 3. Pastoral Relations Committee. Lines of support and accountability between the Pastor and the congregation will be monitored by a Pastoral Relations Team. This team shall be made up of the Moderator and at least two other people mutually selected by the congregation and the Pastor. The members of this team will be accountable to the mission and vision of this Church. They will offer feedback to the Pastor from the

congregation and give assistance to see that the Pastor is properly supported by the congregation to further his or her ministry and the mission of the church.

The Pastoral Relations Team shall meet with the Pastor at least quarterly, and shall report to the Church Council.

ARTICLE VII Officers and Treasurer

Section 1. Designations; Appointment. The Officers of the Corporation shall be a Moderator, a Vice-Moderator, a Secretary, and a Financial Secretary. The Treasurer shall not be considered an officer, but shall report to the Church Council. Officers shall be elected by a simple majority of those members present at the annual meeting.

Section 2. Power to Enter Into Agreements. The Church Council may enter into and execute on behalf of the Corporation contracts, leases, and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation. Major debts shall not be incurred without a majority vote of those present at a congregational meeting. The Church Council cannot call the pastor.

Section 3. The Moderator. The Moderator shall be the chief executive officer of the Corporation and, subject to the control of the Church Council, shall be the representative of the congregation to other entities. The Moderator shall preside at all meetings of the Church Council and shall function as the registered agent of the Corporation.

Section 4. The Vice-Moderator. The Vice-Moderator shall serve as an officer on the Church Council and shall serve as Moderator in the Moderator's absence.

Section 5. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Church Council, and such other actions of the Corporation as the Church Council shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary.

Section 6. The Financial Secretary. The Financial Secretary shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of all receipts in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Church Council. The Financial Secretary shall keep confidential all information about personal giving except for an audit.

Section 9. The Treasurer. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Church Council, or its delegate, taking proper vouchers for such disbursements, shall keep full and accurate records of disbursements in the books of the Corporation, and shall render an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation to the Moderator and the Church Council at its regular meeting or when the Church Council so requires.

ARTICLE VIII

The Pastor

Section 1. Qualifications. The pastor called to serve the congregation shall be an ordained minister with ordained ministerial standing in the United Church of Christ, a student In Care of an Association of the United Church of Christ, an ordained minister with Privilege of Call in the United Church of Christ, or a person licensed by the Central Association to serve the church.

Section 2. Duties of the Pastor. The Pastor is called to preach and teach the gospel, to administer the sacraments and rites of the Church, and to exercise pastoral care and leadership.

Section 3. Length of Employment. The Pastor shall be called for an indefinite period of time. In order to terminate the relationship, three (3) months notice shall be given by either minister or congregation. However, the relationship may be terminated earlier by mutual consent.

Section 4. Membership. The Pastor shall join the church and the Association as soon as possible. The Pastor is by right of office a member of the Church Council and of any other organization within the congregation.

Section 5. Exclusive Rights. No other pastor shall perform pastoral responsibilities in the church without the consent of the Pastor of the congregation, or by majority approval of the Council in the absence of the Pastor.

Section 6. Pastoral Vacancy. In the event of a pastoral vacancy, the Church Council shall appoint a Search Committee formed for the purpose of filling the vacancy. This committee shall seek the assistance of the Conference office. After careful review of the candidates available, one shall be recommended to the congregation at a special meeting. The congregation shall consider only one candidate at a time except in the case of a job-sharing arrangement. A minimum of three-fourths (3/4) majority vote shall be required for a call to be offered to the candidate.

ARTICLE IX Indemnification

All officers and Work Team liaisons to the Church Council shall be covered by relevant liability insurance policy(s) carried by the church.

ARTICLE X Miscellaneous Provisions

Section 1. Seal. The Corporation shall not have a corporate seal. Much as it might like a seal, or at the very least a small penguin.

Section 2. Checks. All checks, drafts or other orders for the payment of money shall be signed by the Treasurer or another person designated by the Church Council.

Section 3. Fiscal Year. The fiscal year of the Corporation shall run from January 1st to December 31st.

ARTICLE XI Amendments

Section 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws adopted, at any meeting of the congregation by a vote of a two-thirds majority of the members present, the requisite advance notice is given of the intention to take such action at such meeting.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the congregation, by a vote of ~~the~~ a two-thirds majority of the members present, if the requisite advance notice is given of the intention to take such action at such meeting.

Article XII Dissolution

In the event of dissolution of the church, no monies remaining shall accrue to any individual but shall first be used to pay the church's liabilities, with the remainder, if any, being given to the Iowa Conference of the United Church of Christ or its successor body.