

Bylaws
of
Crosswater Community Church, Inc.
Ponte Vedra, FL

Article I
Name and Principal Office

The name of this Corporation is Crosswater Community Church. This Corporation will be further referred to in the Bylaws as the "Church". The Church office is presently located at 211 Davis Park Road, Ponte Vedra, Florida 32081. The Church shall have full power and authority to change the principal office from one location to another.

Article II
Purpose

The purpose of this Church is to lead people to become fully devoted followers of Christ.

The church will achieve that purpose by focusing on three major objectives.

1. Connecting to God
2. Connecting to People
3. Connecting to Ministry

Article III
Statement of Faith

We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. We are a Pastor led, Elder governed church. We believe:

- God is the Creator and Ruler of the universe.
- Jesus is the Son of God.
- The Holy Spirit lives in each Christian from salvation.

- Salvation is a gift of grace given as a free gift; but we must accept it; Only by trusting in Jesus Christ as God's offer of forgiveness can anyone be saved from sin's penalty.
- People will exist eternally with or without God.

Article IV **Affiliation**

This Church is autonomous and maintains the right to govern its own affairs, independent of any denomination control.

Article V **Membership**

Section I: General

Membership in this Church shall consist of all persons who have met the requirements for membership and are listed on the membership roll.

Section II: Qualifications for Membership

1. A personal commitment of faith in Jesus Christ for salvation.
2. Agreement with the Church's statement of faith.
3. Completion of the Church's current membership program and its requirements.

Section III: Designation of Membership

In an effort to properly reflect the membership of the Church the following membership roll will be maintained.

Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the church.

Section IV: Rights of Membership

Every active/resident member shall have the right to participate in the following matters: Confirmation of any amendments to the bylaws of the Church, the merger or sale of the church, and capital campaign expenditures over \$500,000.

Section V: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church
3. By personal request of the member
4. Dismissal by the Pastors/Elder Board according to the following conditions:
 - a. The member's life and conduct is not in accordance with the Statement of Faith in such a way that the member hinders the ministry influence of the Church in the community.
 - b. Procedures for dismissal of a member shall be according to Matthew 18:15-17 or Titus 3:10-11.

Section VI: Restoration of Members

Members dismissed by the Church shall be restored according to the spirit of 2 Corinthians 2:7-8.

Section VII: Voting Limitations

1. Each member is entitled to one vote. Voting by proxy is prohibited. A homebound member may have a deacon formally record their vote in writing.
2. All motions shall be adopted by a majority vote of the members present at any Church business meeting, unless another method is designated by the Board of Elders pursuant to Section 5 of Article VI.

Article VI **Meeting Of Members**

Business meetings of the members shall be held in the times, in the manner and the purposes set forth below:

1. An annual meeting of the Church shall be held within 60 days prior to the beginning of the calendar year. The purpose of the meeting is to review events of the prior year and current financial position, share the Church vision going forward, present a projected budget for the following year and discuss any other business matters deemed necessary by the Board of Elders.
2. A special business meeting of the Church may be called at any time by the Board of Elders.
3. Notification of members for business meetings may be given by any of the following methods with a minimum of 7 days notice:

- A. Distribution of written material to the congregation in attendance at a Sunday service
 - B. Announcement of the meeting in the Church bulletin or any other means necessary
 - C. By electronic notification, such as an email, to the Church membership on file
 - D. Oral announcement to the congregation at a Sunday service
4. A quorum shall consist of those members present and voting.
 5. If the Church is providentially hindered from gathering together in person, the Board of Elders shall implement an alternate method for conducting Church business, including voting, that does not require the physical presence of the members.

Article VII

Church Corporate Officers

The corporate officers of the Church will consist of the following:

- President: The President of the Corporation will be the Lead Pastor. The President, as Lead Pastor, will set the vision and lead the movement of the Church as well as preach God's Word. He will have the administrative responsibility for the overall daily operation of the Church. The President may delegate any of the administrative responsibilities to other Church Officers and/or staff members in order that the Church may meet its obligations, achieve its purposes and serve effectively the needs of the Church.
- Vice President: The Vice President of the Corporation will be the Executive Pastor. The Vice President, as Executive Pastor, shall, in the absence of a duly appointed President, or in the event of the President's inability or refusal to act, perform the duties and exercise the powers of the President.
- Treasurer: The Treasurer shall be appointed by the Board of Elders. The Treasurer shall serve as the overseer of the financial operations of the Church. The Treasurer will review, approve and submit financial reports to the Board of Elders as part of the normal course of Church administration or as deemed necessary by the Board of Elders.
- Secretary: The Secretary shall be appointed by the Board of Elders. The Secretary shall record or cause to be recorded in a minute book of the Church the minutes of all meetings of the Corporation, including the annual Corporate Business meeting as well as any special business meetings held.
- Any other position(s) as deemed necessary by the Board of Elders

In addition to the above, it shall be the duty of the Officers to:

- A. Act as legal representatives of the Church and to take such actions and execute any documents necessary to run the day-to-day operations of the Church as well

- as needed to accomplish the purpose of any matter which concerns any real, personal, or intangible property of the Church.
- B. Submitting an annual Church budget to the Board of Elders for approval.
 - C. Recommend to the Board of Elders any changes in or to the bylaws.
 - D. Perform any duties as the Board of Elders shall prescribe.
 - E. The President and the Vice President shall be responsible for the selection and termination of all Support and Administrative staff as well as the corresponding salaries. This includes lay volunteers.

Article VIII **Board Of Elders**

Section 1: Qualification, Constitution, Terms of Service and Voting

- A. The Board of Elders shall be composed of men who are Church members and satisfy the Biblical qualifications for that office as set forth in 1 Tim 3:1-7 and Titus 1:6-9.
- B. The Board of Elders shall consist of no less than 7 members, including both the acting Lead Pastor and acting Executive Pastor. The Lead Pastor and Executive Pastor shall be “Non-Voting” members on the Board of Elders whose terms shall not expire while acting in their roles as Lead Pastor or Executive Pastor.
- C. A Board of Elders member must be a church member of Crosswater Community Church for a minimum of 2 years prior to service.
- D. The term of office for an Elder (other than the Lead Pastor or Executive Pastor) shall be three (3) years. Elders may be nominated and appointed for a second three-year term; however, any Elder who has served for two consecutive three year terms shall not be eligible for re-election as an Elder for at least one (1) year. Any Elder who has completed his term may continue to serve on the Board until their replacement is elected by the church membership.
- E. Meetings of the Board of Elders shall be Moderated by the Chairman, and in his absence the Vice Chairman of the Board of Elders. Both the Chairman of the Board and the Vice Chairman of the Board shall be nominated by the then Lead Pastor and approved by the existing Board members. Both the Chairman and Vice Chairman’s terms shall be concurrent with their existing term of service on the Board of Elders.
- F. The Board of Elders shall meet at least quarterly, or more often as deemed necessary to meet the needs of the Church. The Chairman of the Board, or Vice Chairman in his absence, shall call all meetings by giving a minimum of 7 day’s notice by either oral, written, or electronic method.

- G. A quorum for the transaction of business shall consist of a majority of all Elders entitled to vote. All motions shall be adopted by a majority vote of the Board members present and eligible to vote.
- H. The Board of Elders shall elect, by a majority vote, one of their members (other than the Chairman or Vice Chairman) to serve as Secretary which appointment shall continue until that member's term on the Board expires.
- I. Voluntary termination of an Elder's term of office shall become effective upon a tendered letter of resignation to the Chairman, Vice Chairman or Secretary of the Board of Elders.
- J. Involuntary termination of an Elder's term of office, based on a majority vote of the voting members of the board, shall occur based on any of the following:
 - The inability to fulfill the obligations, responsibilities, and duties of an Elder as stated below in Authority and Duties
 - The continued behavior which violates the Biblical qualifications for an Elder
 - The continuation of agreement with doctrine which violates the doctrinal outlook and charge of the Church, including its Statement of Faith
- K. In the event of a vacancy on the Board of Elders, the Lead Pastor, in consultation with the Pastoral Staff, shall recommend potential candidates to the Board of Elders for approval to be nominated for appointment at the annual Church business meeting or any called special business meeting of the Church members.

Section 2: Authority and Duties

The Board of Elders shall be vested with the authority to oversee all the affairs of the Church, including, but not limited to, oversight of the Pastoral staff, business and financial operations, general administration and spiritual welfare of the Church and its members/congregation. More specifically, the authority and duties of the Board of Elders shall include:

- A. Oversee and ensure the teaching and practice of sound doctrine according to God's Word.
- B. Partnership with the Pastoral Staff regarding the vision for the Church, including short- and long-range planning.
- C. Provide mediation, when necessary, between Pastoral staff, Church Officers and other Church leaders and staff members.
- D. Appointment and removal of the Corporate Treasurer, Corporate Secretary, and any other officer they deem necessary. This shall not apply to the offices of President and Vice President as those positions shall be filled by default by the Lead Pastor and Executive Pastor.
- E. Approval of the selection, appointment, and termination of the Pastoral Staff and Church Corporate Officers. Regarding the position of Lead Pastor, the Board of Elders shall be charged with nominating a permanent Lead Pastor candidate for vote by the Church members.
- F. Approval of salaries of the Pastoral Staff and Church Corporate Officers.

- G. Appointment of a temporary Lead Pastor and/or a temporary Executive Pastor in the event a vacancy occurs in either or both of those positions. Any appointment of a temporary Lead Pastor or Executive Pastor shall, by default, also apply to their appointment as temporary Corporate President and temporary Corporate Vice-President.
- H. In the event of a Lead Pastor vacancy, the Board of Elders is empowered to form a Lead Pastor search committee, if deemed necessary. The preferred candidate will be presented to the church for approval.
- I. Approval of the annual Church budget
- J. Approval of capital expenditures over \$50,000
- K. Appointment and removal of Deacons as they deem necessary to best meet the needs of the Church.
- L. Oversight of all legal matters involving the Church, including approval of any litigation, arbitration or settlement of any legal proceedings brought to their attention by the Corporate Officers.
- M. Approve or deny any proposed amendments to the Church Articles of Incorporation, Church Bylaws, and the Church Employee Handbook

Section 3: Ministry Support Teams

- A. The Board of Elders shall have the authority regarding the creation, oversight, and disbandment of any Ministry Support Teams, as they shall deem necessary to carry out the ministries, mission, and vision of the Church. These Ministry Support Teams shall be directed at meeting the needs of the people within the Church, the local community and globally. The Ministry Support Teams may include, but are not limited to, Deacons and Crosswater Christian Academy.
- B. By vote, the Board of Elders shall appoint the Ministry Support Team Leader to facilitate the actions and responsibilities of the ministry. Ministry Support Team Leaders are responsible for communicating and reporting their Team's activities to the Board of Elders when requested by the Board, as well as to any Corporate Officer the Board deems necessary.
- C. Each Ministry Support Team may create its own mission statement, guidelines and/or handbook, subject to the approval by the Board of Elders. No member may serve on more than one Ministry Support Team at any given time unless specifically approved by the Board of Elders.

Article IX
Executive Leadership Team (Transitional Team)

An Executive Leadership Team will be assembled to assist with Church Operations as well as the appointment of Corporate Officers and members of the Board of Elders. The Executive Leadership Team will be composed of 5 members of the Church body to be appointed by the Lead Pastor in consultation with his Pastoral staff. The Executive Leadership Team shall be disbanded upon the earlier of the appointment of 5 voting members of the Board of Elders or December 31st of the year 2025. The Executive Leadership Team will have the same responsibilities, authority, and duties as the Board of Elders during the transition process. As such, any reference to the Board of Elders in these said Bylaws shall include the Executive Leadership Team.

The establishment of the Elder Board shall be initiated with the Lead Pastor, in consultation with the Pastoral Staff, making recommendations of potential candidates to the Executive Leadership Team for approval to be nominated for appointment at any called church business meeting.

Article X
Indemnification Of Elders, Officers, Deacons And Employees

All issues related to insurance coverage are covered in the Employee Handbook.

Article XI
Church And Corporate Responsibilities/Conflicts

Section 1: Property

The property of this Church/Corporation is irrevocably dedicated to religious purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of a private individual.

Section 2: Conflicts

All Elders and Officers of the Church shall disclose all conflicts of interest that they discover or that have been brought to their attention in connection with Church activities. All Elder Board members and Corporate Officers shall sign a “Conflict of Interest Acknowledgement” form which shall be kept on file with the Corporate records.

Section 3: Records and Reports

The Church shall maintain the following records and reports:

- A. Adequate and correct books and records of financial accounts. These will be presented to and monitored by the Board of Elders.
- B. Minutes of the proceedings of its Corporate Officers, Board of Elders, and member meetings
- C. A record of its members, giving their names and addresses/contact information
- D. Contribution statements for all members and other contributors
- E. Reports of reviews of all church financial books, records, and proceedings by any independent auditors

Certificate Of Secretary

I, the undersigned, certify that I am the acting Corporate Secretary of Crosswater Community Church, Inc., a Nonprofit Religious Corporation, and the above Bylaws are the Bylaws of this Corporation as adopted on September 24th, 2023.

Executed at Ponte Vedra, Florida this 25th day of September, 2023

Corporate Secretary

Today's Date: September 25th, 2023

CONFLICT OF INTEREST ACKNOWLEDGEMENT

As an Elder Board member or Corporate Officer, I affirm that:

1. I have read and understand the Church's conflict of interest policy as stated in the Corporate Bylaws.
2. I agree to comply with the policy.
3. I understand that Crosswater Community Church, Inc. is a non-profit corporation and that to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In accordance with the above, I hereby declare the following real or perceived conflict(s) of interest known to me as of the date of the signing of this acknowledgement (if necessary, please attach additional documentation):

Dated: _____

Signature

Printed Name

THIS DOCUMENT SHALL BE KEPT IN THE OFFICE OF THE CORPORATE TREASURER.

Crosswater Community Church, Inc.
Bylaws – Amendments
9-24-23

1. Article 1 (To replace the first sentence)
 - The name of this Corporation is Crosswater Community Church, Inc., a Florida not for profit corporation.

2. Article V – Section VII - #2 (To be added to the end of the current language in #2)
 - The above notwithstanding, any vote for a Lead Pastor shall be adopted by a 2/3 majority vote of the members present at a Church business meeting.

3. Article VIII – Board of Elders – Section 1 - Letter G. (To replace the entire Letter G)
 - A quorum for the transaction of business shall consist of a majority of all Elders entitled to vote. All motions shall be adopted by a majority vote of all Elder Board members entitled to vote.