

BYLAWS
of
CrossPoint Community Church of Modesto, California
A California Nonprofit Religious Corporation

Amended May 3, 2011

Preamble to the Bylaws

The name of this congregation is **CrossPoint Community Church of Modesto, California** (the “Church”), which endeavors to honor the Lord Jesus Christ as mandated by the New Testament.

The Church is incorporated as a nonprofit religious corporation in accordance with the laws of the State of California, California Corporations Code §9110, et al. These Bylaws set forth the rules by which the Church will be governed. These Bylaws provide general guidance on organization, governance, and operation, based upon biblical principles and practices. However, the ultimate authority for the Church’s organization, governance, and operation is God’s Word, the Bible. When a conflict or ambiguity exists with regard to these Bylaws, biblical principles, as best understood by the pastoral staff and Board of Deacons, shall be the source for resolving the conflict or ambiguity.

Section 1
Office and Agent for Service of Process

The Church shall be located in Modesto, California at 1301 12th Street, Modesto, California 95354 or such place as shall be determined by the Board of Deacons. The Church may also have offices at such other places as the Board of Deacons may from time to time determine and the business of the Church may require. The Church shall continuously maintain an agent for service of process within the State of California.

Section 2
Character and Government

2.1. Policy

The government of the Church is vested in the body of believers who compose it, according to the procedures set forth in these Bylaws. The Church is subject to the control of no other ecclesiastical body. It is not affiliated with any denomination but operates as an autonomous, evangelical Christian church.

2.2. Doctrine

The Church receives the Scriptures as its authority in matters of faith and practice. Its understanding of Christian truth, as contained in the Scriptures, is in essential accord with the belief of evangelical Christian churches, and is expressed in the Statement of Faith contained in the Appendix to these Bylaws.

2.3 Statement of Faith

The Church and each of its members, deacons, officers, employees, and volunteers shall fully support and continually subscribe to the Statement of Faith. To be consistent with its religious mission, the Church shall not:

- 2.3.1. Establish any public or private policies or positions that conflict with the Statement of Faith.
- 2.3.2. Recognize, elect, or appoint any individual as member, pastor, deacon, or officer who does not subscribe to and affirm the Statement of Faith, or who has acted in a manner inconsistent with the Statement of Faith, and has not fully and properly repented of such action.
- 2.3.3. Hire or continue to employ any individual as employee who, upon request, refuses to subscribe to the Statement of Faith, or who has acted in a manner inconsistent with the Statement of Faith, and has not fully and properly repented of such action.

Section 3 Membership

3.1. Candidacy and Membership

All persons nine years of age or older who have personally received Jesus Christ as their Savior and Lord may become members of the Church upon fulfillment of the following requirements, as determined by the Board of Deacons:

- Completion of membership class and subscription to a Church Membership Covenant or similar acknowledgment of commitment to the Church, as the Board of Deacons may require;
- Demonstration of their faith in Jesus Christ through baptism; and
- Admission into membership by the Board of Deacons.
- Written subscription to the Statement of Faith (or by other means of acknowledgement deemed age-appropriate by the Board of Deacons and/or the pastoral staff).

Prospective members shall be presented to the Board of Deacons for consideration of membership after completing requirements for membership.

3.2. Voting Rights of Membership

Every member 14 years and older (except those members who are under the process of Church discipline, see Section 4) shall to the extent provided in the Bylaws have the right to vote on the following matters, and such other matters as may be required by law:

- Confirmation of appointment of deacons
- Confirmation of calling of the Lead Pastor

- Such other matters as the Board of Deacons may submit to the members, or as required by law.

Each member 14 years and older is entitled to one vote. Voting by proxy is prohibited. Members below the age of 14 shall be non-voting members. Their presence shall not be counted in determining whether there is a quorum to conduct a meeting of the members nor in any other way related to voting.

3.3. Termination of Membership

Membership shall be terminated for the following reasons:

- 3.3.1. Death.
- 3.3.2. Transfer of membership to another church, if communicated in writing or verbally to the Church office; provided however, that such transfer shall not be deemed effective if submitted by a member who is under the process of Church discipline (see Section 4), unless and until the transfer is accepted by the Board of Deacons.
- 3.3.3. Resignation of the member, if communicated in writing or verbally to the Church office; provided however, that such resignation shall not be deemed effective if submitted by a member who is under the process of Church discipline (see Section 4) unless and until the resignation is accepted by the Board of Deacons.
- 3.3.4. Any member who has been absent from the Church for a period of 12 months without showing any interest in communicating with and/or supporting the Church may be declared inactive by the Board of Deacons, and his or her membership shall be deemed terminated; however, persons shall not be removed as members merely because they are temporarily absent from the local ministry area of the Church, such as by reason of temporary work assignment, college, military service, or service in the mission field. Persons declared inactive shall be removed from Church membership.
- 3.3.5. Dismissal under discipline by the Board of Deacons.

Section 4 **Church Discipline**

4.1. Purpose

Ongoing, unrepentant sin in the life of a believer harms his or her relationship with God, harms the holiness and unity of the Church, and harms the witness of the Church among those who do not yet follow Jesus. The Bible teaches, and the Church follows, a practice of progressive confrontation to encourage repentance on the part of a believer involved in such sin (Matthew 18:15-18, Galatians 6:1, 1 Corinthians 5 and other passages). The Bible teaches that the purposes of this process are (1) to restore the believer's relationship with God, and (2) to protect

the holiness, unity and witness of the Church.

4.2. Process

Any member of the Church may be subject to this process if the member continues in sin without repentance.

- 4.2.1. If one has knowledge of ongoing sin in the life of a fellow believer, he or she should go promptly and confront the individual in private, seeking his or her repentance from sin and restoration to obedience to God's Word, the Bible.
- 4.2.2. If the individual being confronted does not repent of his or her sin, a second confrontation should occur, with one or two others taken along as witnesses to the confrontation. This confrontation again seeks the individual's repentance from sin and restoration to obedience to God's Word, the Bible.
- 4.2.3. If the individual being confronted does not repent of his or her sin, the issue should be brought to the attention of one or more pastoral staff. One or more pastoral staff will investigate the issue, and if the allegations are substantiated, one or more of the pastors will confront the individual, again seeking his or her repentance and restoration.
- 4.2.4. If the individual being confronted still does not repent of his or her sin, the issue will be presented to the Board of Deacons. Upon consideration and any further assessment as the Board of Deacons may in its discretion deem appropriate, the Board will take appropriate action to fulfill the Scriptural mandate to place the individual under Church discipline, which may include but is not limited to: (1) prayer for removal of God's protection on the individual so that he or she might come to repentance; (2) removal of the privilege of participating in Church ministries or activities; (3) removal from membership and (4) instruction to the church respecting the scriptural mandate to refrain from association with persons under discipline.

4.3. Reinstatement

If the individual placed under Church discipline later demonstrates repentance and requests restoration to the life of the Church, the Lead Pastor will bring a recommendation regarding restoration to the Board of Deacons. If the Board of Deacons concurs, the Board of Deacons will then restore the individual to participation in the life of the Church.

Section 5

Board of Deacons

5.1. Number

The Board of Deacons shall consist of no fewer than 9 and not more than 12 members. Deacons shall be appointed to serve for terms of three years and until the confirmation and qualification of their successors, on a rotating basis so that approximately one-third of the Board (not including the Lead Pastor) will be confirmed each year. No person shall be eligible to serve on the Board of Deacons for two full consecutive terms, other than the Lead Pastor, who serves ex officio (see Section 8.3.1.).

5.2. Qualifications

A deacon shall practice personal holiness, maintain a life above reproach, have a good reputation both inside and outside the Church, be a member in good standing, and be at least 30 years of age. A deacon shall meet the requirements in I Timothy 3:8-13, as understood and interpreted by the Board of Deacons and pastoral staff. The Board of Deacons shall be comprised of individuals who subscribe to the tenets of faith as set forth in the Scriptures and expressed in the Statement of Faith.

5.3. Selection of Deacons

The proposed deacons shall be confirmed by written ballot. No less than 3 weeks prior to the date of the confirmation, the Board (see Section 5.5.1.) will post or otherwise make available to all members of the Church the slate of candidates for confirmation to the Board of Deacons, accompanied by instructions on the number of vacancies for which the members may vote, and the times, date, and location upon which the confirmation will be held. The confirmation shall be valid if the number of affirmative ballots cast within the period specified equals or exceeds the number of members which constitutes a quorum at an annual or special meeting (see Section 9.2). Deacons who are confirmed will assume their responsibilities on January 1 of the following year.

5.4. Responsibilities of the Board of Deacons

- 5.4.1. The Board of Deacons shall be the governing body of the Church.
- 5.4.2. The Board of Deacons shall be the Board of Directors of the Church and the trustees of the property of the Church.
- 5.4.3. It shall be the duty of the Board of Deacons to determine the relationship of the Church with other ministries and organizations that may be established by the Church or with which the Church may affiliate, and to determine the oversight, if any, to be exercised by the Church or the Board of Deacons over such ministries and organizations.
- 5.4.4. The Board of Deacons shall serve as supporters and defenders of the Church's mission, vision, and values and hold the Lead Pastor accountable for his

responsibilities in the fulfillment of the mission, vision and values.

- 5.4.5. The Board of Deacons shall consider such matters as it deems appropriate for the business of the Church. Members may propose an item for the Board's consideration by submitting a written request to the Church business office.

5.5. Board Committees

- 5.5.1. Selection Committee: The Board of Deacons shall appoint a Selection Committee comprised of the Lead Pastor and at least one other member of the Board of Deacons.

- 5.5.1.1. Board Candidates. The Selection Committee shall take such measures as it deems necessary and appropriate to identify and submit, for approval by the Board of Deacons, candidates who meet the criteria set forth in Bylaws Section 5.2, and whose skills and abilities will best permit the church to fulfill its mission. As set forth in Section 5.6, this committee shall similarly recommend candidates to fill vacancies on the Board.

- 5.5.1.2. Officers. The Lead Pastor shall present to the Board of Deacons the names of those who shall serve as Chairman of the Board, Vice-Chairman, Secretary and Treasurer for the following year. These offices shall be filled by appointment of the Board of Deacons at the first Board meeting of the year.

- 5.5.2. Personnel Committee: This committee shall be responsible for recommending to the full Board of Deacons the compensation package for the Lead Pastor, and for such other persons as the Board of Deacons may determine. The individuals who serve on this committee may not be spouses or relatives of any person whose salary or benefits are being decided by this committee. The Chairman of the Board shall serve as Chairman of the personnel committee, unless he is a relative of a person whose salary or benefits are being decided by the committee, in which case the Board of Deacons may appoint a substitute committee Chairman. The Board of Deacons shall appoint two of its members to serve on this committee in addition to the Chairman of the Board or his substitute.

- 5.5.3. Other Committees: The Board of Deacons may appoint such other committees for such other responsibilities as it may, from time to time, deem advisable; provided that when such committees have authority to act on behalf of the Board, they shall be comprised only of members of the Board of Deacons.

5.6. Meetings and Actions of Committees

Meetings and actions of committees of the Board shall be conducted in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board.

The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

5.7. Advisory Committees

The Board may also designate one or more advisory committees that shall have no governance authority, but may serve the Board in any other support capacity.

5.8. Committee Limitations

No committee, regardless of Board resolution, may:

- 5.8.1. Approve any action that, under the Law, would also require the affirmative vote of the Church members.
- 5.8.2. Fill vacancies or remove the members of either the Board of Deacons or any Board committee.
- 5.8.3. Amend or repeal the Articles of Incorporation or Bylaws.
- 5.8.4. Amend or repeal any resolution of the Board of Deacons that by its express terms is not so amendable or repealable.
- 5.8.5. Create any other committees of the Board of Deacons or appoint the members of any other committees of the Board.
- 5.8.6. Approve any plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or any plan for the sale, lease, or exchange of all or substantially all of the property and assets of the Church otherwise than in the usual and regular course of its business; or revoke any such plans that may be approved by the Board.
- 5.8.7. Approve any self-dealing transaction, except as provided by Section 9243 of the Law.

5.9. Vacancy

If a vacancy occurs on the Board of Deacons, at the Board's discretion the vacancy may be filled by a majority vote of the members of the Board of Deacons. If the Board determines that the vacancy is to be filled, the person selected to fill the vacancy shall meet the qualifications of a deacon and serve the remainder of the vacated term.

5.10. Removal

By vote of a majority of deacons then in office and eligible to vote, at a duly called meeting at which a quorum is present, the Board may remove any individual who fails or

ceases to meet any of the qualifications in force when he was confirmed as a deacon. Any deacon who is subject to such vote shall recuse himself from voting on the matter.

Section 6

Meetings of the Board of Deacons

6.1. Regular Meetings

The Board of Deacons shall meet at least ten (10) times annually in regularly scheduled and properly called meetings wherein a quorum shall be declared as specified in these Bylaws. The time and place of the meeting shall be set by the Board. Meetings may be held within or outside of the State of California, but shall be at the location of the last regular meeting, unless notice is given designating another location.

6.2. Special Meetings

The Chairman of the Board of Deacons, the Lead Pastor, or any two of the members of the Board may call for a special meeting of the Board.

6.3. Notice Requirements

Regular meetings shall be noticed either in writing, in telephone or by any other means at least seven (7) days in advance of the meeting. Special meetings shall be noticed at least two (2) days ahead of the meeting by hand delivery, by telephone (including a voice messaging system), or by confirmed email or facsimile, or at least four (4) days ahead of the meeting by overnight delivery.

6.4. Quorum

A majority of the members of the Board of Deacons then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the deacons present and voting at a duly constituted meeting of the Board shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

6.5. Waiver of Notice

Notice of a meeting need not be given to any deacon, who either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

6.6. Unanimous Consent Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board or by a committee thereof may be taken by unanimous consent without a meeting, by means of telephone, mail, facsimile,

computer network, or any other means of communication the Board shall decide. However, a written consent setting forth the action so taken, signed by all the members of the Board or of a committee, as the case may be, must be filed with the minutes of proceedings of the Board or the committee. For purposes of this Section only, “unanimous consent” does not include any “interested directors” as defined in California Corporations Code § 9242.

6.7 Participation by Conference Telephone

Members of the Board or of any committee designated thereby may participate in a meeting of the Board or such committee by means of conference telephone, or similar communications equipment whereby all persons participating in the meeting can collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by such means the minutes recording any action taken at such meeting, shall also note who participated in person, and who participated by means of alternative communications.

6.8 Conflicts of Interest Policy.

The Church shall maintain a Conflicts of Interest policy that provides a procedure for identifying conflicts of interest and disclosing fully any and all material conflicting interests by Board members, officers, senior management, and employees. The Conflicts of Interest Policy shall permit the Board to gather all relevant facts and circumstances to determine whether or not any disclosed potential conflict is benign and not in any way jeopardizing the religious mission, exempt function, or reputation of Christ’s church, so that the contemplated transaction may be authorized as just, fair, and reasonable to the Church.

6.9. Reimbursement of Deacons

Whether or not employed by the Church for other purposes, deacons and members of any committee of the Board of Deacons may be entitled to reimbursement for any reasonable expenses incurred in attending Board of Deacons and Board committee meetings, but no deacon shall receive compensation for performing his duties as a deacon.

Section 7 **Officers**

7.1. Appointment and Authority of Corporate Officers

The officers of the Church shall be the Chairman, Vice-Chairman, and Secretary of the Board of Deacons, and the Treasurer and Lead Pastor.

The Board will annually elect its Chairman, Vice-Chairman, and Secretary of the Board of Deacons, and confirm the Treasurer. The Lead Pastor will be called pursuant to the procedure set forth in Section 8.4.

The officers shall act as the administrative officers of both the Board of Deacons and the Church, subject to the authority of the Board of Deacons. In addition to the duties set forth in Section

7.2, they may also have other duties as directed or delegated by the Board of Deacons or by these Bylaws.

7.2. Duties of Officers

Together with other duties that the Board of Deacons may assign, the officers shall perform the following functions.

- 7.2.1. Chairman of the Board of Deacons: The Chairman shall preside at meetings of the Board of Deacons and congregational meetings, and shall be an ex-officio member of all committees. The Chairman shall be the president of the Church.
- 7.2.2. Vice-Chairman of the Board: In the absence of the Chairman of the Board, the Vice-Chairman will assume his responsibilities. In the absence of the Chairman and Vice-Chairman, the Board of Deacons shall appoint a deacon to act in their place. The Vice-Chairman shall be the vice-president of the Church.
- 7.2.3. Secretary: The Secretary shall be authorized to sign and attest to documents on behalf of the Church, as permitted by law.
- 7.2.4. Treasurer: The Treasurer shall be the Chief Financial Officer of the Church. The Treasurer shall maintain adequate and correct books and records of accounts, and provide members of the Board of Deacons access at reasonable times to inspect and copy such books and records.
- 7.2.5. Lead Pastor: The duties of the Lead Pastor are set forth in Section 8.3.1.

7.3. Vacancy in Office of Chairman, Vice-Chairman, Secretary or Treasurer

If the Chairman, Vice-Chairman, Secretary, or Treasurer resigns, is removed or cannot fulfill the duties of the office during the term of office, the Selection Committee will recommend a replacement to the entire Board of Deacons. The vacancy shall be filled by a majority vote of the members of the Board of Deacons, at a duly called and constituted meeting.

7.4. Removal of Chairman, Vice-Chairman, Secretary or Treasurer

A Proposal to remove the Chairman, Vice-Chairman, Secretary or Treasurer must be approved by a two-thirds (2/3rds) vote of the deacons then in office and eligible to vote, at a duly called meeting at which a quorum is present. If the Chairman, Vice-Chairman, Secretary or Treasurer is present and removal action is being taken against him, he shall recuse himself from the vote concerning the proposal to remove him as an officer. Further, if the Chairman, Vice-Chairman, or Secretary or Treasurer is removed as an officer, his removal shall not effect his removal from the Board of Deacons, unless the requirements of Section 5.2 are independently satisfied.

Section 8 **Employees**

8.1. Number

The Church shall have a Lead Pastor and any number of associate pastors that the Board of Deacons may approve.

8.2. Qualifications

The Lead Pastor shall be an ordained minister. Associate pastors shall be licensed or ordained ministers. The Lead Pastor and associate pastors shall practice personal holiness, maintain a life above reproach, be able to teach, have a good reputation both inside and outside the Church, annually subscribe to the Statement of Faith and act in a manner consistent with the Statement of Faith, and otherwise meet all the requirements in I Timothy 3:1-7 and I Peter 5:1-4, as understood and interpreted by the Board of Deacons. Qualifications for ordination and licensure shall be established by the Lead Pastor and the Board of Deacons.

8.3. Duties

- 8.3.1. Lead Pastor: The Lead Pastor of the Church shall be the leader of the Church in all of its ministries, and shall preach the Gospel regularly, administer the ordinances, serve as non-voting ex-officio member of the Board of Deacons and committees (except as otherwise provided in the Bylaws or by law or regulation), tenderly watch over the membership and spiritual interest of the church, organize and develop its strength for the best possible service, and be administrator of the Church and executive officer of the staff. The Lead Pastor shall be responsible for all employment decisions with respect to Church employees other than the Lead Pastor.
- 8.3.2. Associate Pastors & Other Employees: Associate pastors and all other employees shall operate under the direction of the Lead Pastor and are considered at-will employees.

8.4. Calling of Lead Pastor

When the need arises, the Board of Deacons shall establish a Search Committee and the process by which the search for a Lead Pastor shall be conducted.

The Search Committee shall recommend to the full Board of Deacons potential candidate(s) for Lead Pastor. At a meeting duly called, the Board of Deacons shall then vote on the recommendation and if approved by at least a two-thirds (2/3rds) vote of those present and eligible to vote, shall present the candidate(s) to the membership for confirmation. The confirmation shall take place at a special business meeting of which notice shall be given two weeks prior to the date of the meeting. A two-thirds (2/3rds) vote of those present and eligible to vote at the special business meeting is required to call a new Lead Pastor.

The Lead Pastor shall serve for an indeterminate term.

8.5. Dismissing Employees

- 8.5.1. Lead Pastor: The Board of Deacons may, at a duly called meeting at which a quorum is present, and by a two-thirds (2/3rds) vote of the deacons then in office and eligible to vote, dismiss the Lead Pastor if the Board determines that the Lead Pastor no longer meets the qualifications required of the Lead Pastor when he undertook his office, as set forth in Section 8.2 and Section 5.4.4 of these Bylaws.
- 8.5.2. Associate Pastors & All Other Employees: The Lead Pastor, or his designee, shall have the authority to dismiss all other employees of the Church.
- 8.5.3. Absence of Lead Pastor. In the absence of the Lead Pastor, the Board shall have the authority to exercise Lead Pastor responsibilities until a new Lead Pastor is called.

Section 9 **Meetings of Members of the Church**

9.1. Meetings

- 9.1.1. Place: Meetings of the members of the Church shall be held at a building on the Church property or at such other place or places as may be designated from time to time by the Lead Pastor or Board of Deacons.
- 9.1.2. Annual Business Meeting of Members: An annual business meeting of the members shall be held once each calendar year. The purpose of this meeting shall be to confirm new deacons by ballot and to transact such other business as the Board of Deacons may recommend, or as otherwise required or permitted by law.
- 9.1.3. Special Meetings of Members: Only the Lead Pastor or the Board of Deacons may call special meetings of the members and they may do so at any time. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or by law, notice shall be given to the Church at least seven (7) days in advance, stating in general terms the business to be transacted.

9.2. Quorum and Vote

Unless otherwise set forth in these Bylaws or required by law, a quorum shall be deemed to exist if at least 10% of the voting membership is present at a duly constituted meeting, and the vote of the majority of members eligible to vote at such meeting shall be deemed sufficient to approve a matter presented to the members.

The following summarizes the quorum and vote required with respect to specific matters:

<u>Subject Matter or Meeting</u>	<u>Quorum</u>	<u>Vote Required for Passage</u>
Annual or Special Meetings	10% of voting membership	majority of voting members present
Vote to Confirm Deacons	10% of voting membership	majority of voting members present
Vote to Call Lead Pastor	20% of voting membership	2/3 majority of voting members present

Section 10

Fiscal Matters

10.1. Deposits.

The Board of Deacons shall select one or more banks, trust companies, or other depositories in which all funds of the Church not otherwise employed shall, from time to time, be deposited to the credit of the Church.

10.2. Checks.

All checks or demands for money and notes of the Church shall be signed by such officer or officers or such other persons as the Board of Deacons may from time to time designate.

10.3. Fiscal Year.

The Board of Deacons shall have the power to fix, and from time to time, to change the fiscal year of the Church. Unless otherwise fixed by the Board, the fiscal year shall begin on January 1 and end on December 31 of each year.

10.4. Designated Contributions.

The Church may accept any designated contribution, grant, bequest, or devise provided it is consistent with the Church's (1) mission and spiritual priorities as determined from time to time by the Board, (2) budget process and fiscal restrictions, (3) full ownership and control of the funds or assets, and (4) tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. The Church shall reserve all right, title and interest in and to, and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use.

10.5. Books and Records.

The Church shall keep at its office correct and complete books and records of account, the complete copies of its Articles of Incorporation and Bylaws, the activities and transactions of the Church, minutes of the proceedings of the Board of Deacons and any committee of the Board, and a current list of the deacons and officers of the Church and their residence addresses. Any of the books, minutes, and records of the Church may be in written form or in any other form capable of conversion into written form within a reasonable time.

10.6. Accounting and Fiduciary Guidelines.

The directors and officers of the Church shall conduct their affairs with integrity in the sight of God and men, and shall to that end maintain prudent and responsible control and accountability over all funds they receive and ensure that all funds are dedicated to the Church's tax-exempt purposes. Toward that end, the deacons and officers shall implement practices, procedures, and / or policies that enable the Church to be a model of faithful stewardship and quality internal accounting controls and procedures

Section 11 **Limitations of Liability and Indemnification**

No person shall be liable to the Church for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a pastor, deacon, or officer of the Church provided that:

- (1) said action was within that person's scope of authority and was taken in good faith and said person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or
- (2) said person took or omitted to take such action in reliance upon the written advice of the counsel for the Church.

Any person made a party or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a deacon or officer, employee, or agent of the Church, may be indemnified by the Church, and the Church may advance his related expenses, to the full extent permitted by law.

The Church may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its deacons, officers, employees, and agents.

Section 12 **Rules of Order**

Except where these Bylaws state otherwise, *Robert's Rules of Order* shall be the accepted pattern for the transaction of all Church business.

Section 13 **Amendments to the Bylaws**

13.1. Amendments

Except as provided in Section 13.2 or otherwise required by law, these Bylaws or any provision(s) thereof, and/or the Statement of Faith contained in the Appendix to these Bylaws, may be altered, amended or repealed upon the affirmative vote of two-thirds (2/3rds) of those present at a duly called meeting of the Board of Deacons at which a quorum is present. All

previous bylaws and rules that are or may be deemed in conflict with these Bylaws are declared null and void.

13.2. Limitations on Amendments

Any alteration, amendment, or repeal to Sections 3 or 4 of these Bylaws, or any repeal of the Bylaws or Articles of Incorporation as may be required by law, shall require a vote of the members, as set forth in Section 3.2 of these Bylaws.

[END]

**APPENDIX
to
BYLAWS
of**

**CrossPoint Community Church of Modesto, California
A California Nonprofit Religious Corporation**

STATEMENT OF FAITH

[INSERT]

ND: 4850-9746-1507, v. 1

**CERTIFICATE OF AMENDMENT OF BYLAWS
OF
CROSSPOINT COMMUNITY CHURCH OF MODESTO, CALIFORNIA,
a California Nonprofit Religious Corporation**

Section 5.1. of the Bylaws of the Church, as Amended on May 3, 2011,
were amended by the Board of Deacons to read as follows:

“The Board of Deacons shall consist of no fewer than 9 and not more than 12 members. Deacons shall be appointed to serve for terms of up to three years and until the confirmation and qualification of their successors, on a rotating basis so that approximately one-third of the Board (not including the Lead Pastor) will be confirmed each year. No person shall be eligible to serve on the Board of Deacons for more than five consecutive years, other than the Lead Pastor, who serves ex officio (see Section 8.3.1.).

I, Mike Freese, Secretary of the CrossPoint Community Church of Modesto, California, a California corporation, declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge, and that this amendment was adopted in accordance with section 13.1. of the church's bylaws on Tuesday, October 15, 2024, and that this amendment is now in full force and effect.

Michael Freese Date 10/15/24
Corporate Secretary, Mike Freese
CrossPoint Community Church of Modesto, California

**CERTIFICATE OF AMENDMENT OF BYLAWS
OF
CROSSPOINT COMMUNITY CHURCH OF MODESTO, CALIFORNIA,
a California Nonprofit Religious Corporation**

Section 5.1. of the Bylaws of the Church, as Amended on October 15, 2024, were amended by the Board of Deacons to read as follows:

The Board of Deacons shall consist of no fewer than seven members and no more than twelve members. The Board shall determine the appropriate number of deacons within this range based on the shepherding, ministry support, and operational needs of the church.

Deacons shall be appointed to serve for terms of up to three years and until the confirmation and qualification of their successors, on a rotating basis so that approximately one-third of the Board (not including the Lead Pastor) will be confirmed each year. No person shall be eligible to serve on the Board of Deacons for more than five consecutive years, other than the Lead Pastor, who serves ex officio (see Section 8.3.1.).

I, Mike Freese, Secretary of the CrossPoint Community Church of Modesto, California, a California corporation, declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge, and that this amendment was adopted in accordance with section 13.1. of the church's bylaws on Tuesday, November 18, 2025, and that this amendment is now in full force and effect.

Mike Freese Date 11/20/2025
Corporate Secretary, Mike Freese
CrossPoint Community Church of Modesto, California

**CERTIFICATE OF AMENDMENT OF BYLAWS
OF
CROSSPOINT COMMUNITY CHURCH OF MODESTO, CALIFORNIA,
a California Nonprofit Religious Corporation**

Section 8.3.1. of the Bylaws of the Church, as Amended on May 3, 2011,
were amended by the Board of Deacons to read as follows:

8.3.1. Lead Pastor: The Lead Pastor is a member of the Elder Team, and is described as "first among equals"—not as the sole authority, but as a key shepherd and visionary voice who collaborates with the rest of the Elder Team on matters of doctrine, church direction, and discipline.

He shall preach the Gospel regularly, administer the ordinances, serve as non-voting ex-officio member of the Board of Deacons and committees (except as otherwise provided in the Bylaws or by law or regulation),

He provides spiritual leadership, teaching, and pastoral care to the congregation. He will tenderly watch over the membership and spiritual interest of the church, organize and develop its strength for the best possible service.

The Lead Pastor leads the Shepherding Team and hires and manages all church employees (within an approved structure) other than the Lead Pastor.

I, Mike Freese, Secretary of the CrossPoint Community Church of Modesto, California, a California corporation, declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge, and that this amendment was adopted in accordance with section 13.1. of the church's bylaws on Tuesday, May 19, 2026, and that this amendment is now in full force and effect.

Michael Freese Date 5/19/2026
Corporate Secretary, Mike Freese
CrossPoint Community Church of Modesto, California