

## BYLAWS OF THE CHICAGO UNIVERSITY BIBLE FELLOWSHIP

### ARTICLE 1. DEFINITIONS, PURPOSE, SCOPE AND OFFICES

#### ▪ 1.1 Definitions.

1. "Act" means the Illinois General Not-For-Profit Corporation Act of 1986, as amended.
2. "UBF NA" means The University Bible Fellowship (USA/CANADA), a Mississippi not for-profit corporation.
3. "Chicago UBF" or "Church" means The Chicago University Bible Fellowship, an unincorporated local chapter of UBF NA.

- 1.2 Purpose and Scope. Chicago UBF is organized and operated exclusively for religious purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, Chicago UBF is dedicated to encouraging the propagation of the gospel of Jesus to all people of the world, especially to college students and teenagers, through the study and teaching of the Bible. This purpose is rooted in the command of Jesus in Matthew 28:18-20, which says, "All authority in heaven and on earth has been given to me. Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age." (NIV)

- 1.3 Mission Statement. Chicago UBF is a non-denominational international evangelical church dedicated to Christ and his kingdom. Our main focus is to study the Bible, grow in the grace and knowledge of our Lord and Savior Jesus Christ, and live according to his teachings. We especially pray to reach college students and teenagers, to help them grow as his lifelong disciples. Our goal is to obey our Lord's commands to love one another and to go and make disciples of all nations (Jn 13:34; Mt 28:18-20). We pray that God may continue to call and raise lay missionaries through us and send them to the ends of the earth (Ac 1:8).

- 1.4 Offices. The principal office of the Chicago UBF is located at 6558 N. Artesian Avenue, Chicago, Illinois 60645. Other offices and places of worship may be designated from time to time, when deemed necessary, by the Board of Elders.

### ARTICLE 2. DENOMINATIONAL AFFILIATION

- 2.1 Denomination. Chicago UBF is a non-denominational church affiliated with UBF NA, and, as such, is subject to UBF NA's Bylaws and chapter guidelines.

## ARTICLE 3. AUTHORITY OF ARTICLES

- 3.1 Scope of Authority. These articles constitute the organization and means of operating Chicago UBF. It is understood that this document is intended to set forth the governance and other important operational procedures of Chicago UBF. In the event of any conflict or inconsistency, UBF NA's Bylaws will govern Chicago UBF. UBF NA's Bylaws will apply in any area not specifically covered by these articles.

## ARTICLE 4. MEMBERSHIP

- 4.1 Qualification of Members. Members of Chicago UBF shall be those who: 1) confess faith in Jesus Christ as their personal Savior and Lord; 2) agree with Chicago UBF's Purpose Statement, Mission Statement, and Statement of Faith, as included in these Bylaws; and 3) live a godly life compatible with the teachings of the Bible.

The Members shall exercise governance in Chicago UBF through their election of Elders. In addition, the Members, as more specifically described in these Bylaws, retain certain reserved rights in the governance of Chicago UBF.

Chicago UBF shall have two classes of Members: Members & Honorary Members.

- 4.2 Member Statement of Faith.

The theological beliefs of Chicago UBF are set forth as follows in this Statement of Faith. Adherence to this Statement of Faith is essential for advancing Chicago UBF's religious purpose. All Members, Elders, Directors, Officers, and Staff, in joining Chicago UBF, are expected to be in full agreement with the Statement of Faith as a condition of their involvement and, more importantly, as the foundation for their abundant life promised by Jesus Christ. Furthermore, all Members, Elders, Directors, Officers, and Staff of Chicago UBF must affirm that the Bible is the only rule of faith and conduct.

1. We believe that there is one God in three Persons: God the Father, God the Son, and God the Holy Spirit.

2. We believe that God created the heavens and the earth and all other things in the universe: that He is the Sovereign Ruler of all things; that the Sovereign God reveals Himself; we believe in his redemptive work and in his final judgment.

3. We believe that the Bible is inspired by God; that it is the truth; that it is the final authority in faith and practice.

4. We believe that since the fall of Adam, all people have been under the bondage and power of sin and are deserving of the judgment and wrath of God.

5. We believe that Jesus Christ, who is God and man, through his atoning, sacrificial death on the cross for our sins and his resurrection, is the only way of salvation; he alone saves us from sin and judgment and purifies us from the contamination of the world caused by sin.

6. We believe that Jesus Christ rose from the dead, ascended into heaven and sits at the right hand of God the Father.

7. We believe that regeneration is by the work of the Holy Spirit, and that it is necessary if one is to enter the kingdom of God. We believe that God sent his Holy Spirit to empower his church to witness to Jesus to the ends of the earth.

8. We believe that we are made righteous by grace alone, through faith in Jesus alone.

9. We believe that the Holy Spirit works in the heart of every believer to lead him.

10. We believe that the church is the body of Christ and that all Christians are Members of it.

11. We believe that Jesus will come again in glory to judge the living and the dead.

- 4.3 Member Agreement. Chicago UBF Members must agree to the following, as a condition of their Chicago UBF Membership:
  - To acknowledge Chicago UBF as their primary local church of Membership.
  - To support the ministry of the Chicago UBF church with prayer, participation, and giving. Members are expected to be financially responsible, and thus are expected to offer a world mission offering; and
  - To accept the guidance of the Church leadership regarding discipline and conflict resolution.
- 4.4 Becoming a Member. To become a Member, an individual must: 1) submit a Membership application form to a pastor or Elder of Chicago UBF; 2a) Complete a series of Membership classes led by qualified teachers designated by the Chicago UBF Board of Elders; 2b) This requirement can be waived at the discretion of the elders and pastors

(majority vote), for example if someone is transferring membership from another UBF Chapter; 3) Prayerfully consider what they have learned and if they agree to it, sign a Membership covenant form; 4a) Submit a brief life testimony to the elders and pastors 4b) Additionally, meet with the elders and pastors of Chicago UBF to introduce themselves and/or share their life testimonies. Requirements 4a) and/or 4b) can be waived at the discretion of the elders and pastors (by majority vote). 5) Once the covenant form has been approved by the Board of Elders, publicly acknowledge their Membership at the earliest opportunity. These acknowledgements can be done at a Sunday worship service, for example.

The Membership Covenant form shall include written agreement to be bound by section 4.13 these Bylaws on church discipline and the applicant shall agree to first pursue any conflict through the provisions of Article 4.12 of these Bylaws prior to taking legal action against the Pastors, Directors, Officers, Church Staff, or other Members of the Church in conjunction with their official duties.

All Members in good standing shall have one vote on all matters that come before the Congregation or which are submitted to a vote of the Members under these Bylaws.

- 4.5 Member Age and Other Restrictions. Members must be at least ~~18~~ 14 years of age or older, or of age to attend their first year of high school in the USA,<sup>±</sup> must accept and affirm the Statement of Faith, and must complete the procedure in Section 4.4 of these Bylaws. Applicants under age 18 must apply for membership of their own free will, but must have parental/guardian's consent (signature) in order to become a Member. Members have the right to vote if they are age 18 or older.
  
- 4.6 Inactive Membership / Membership Renewal. The Chicago UBF Elders and Pastors will appoint a committee to keep our membership roll up to date and communicate with active and inactive members as necessary. Membership will lapse for Members if they: 1) Have permanently changed their residences to other distant communities; 2) Have not attended any Chicago UBF function in the past one year; 3) Have not made any identifiable financial contribution in the past one year; or 4) Have been removed from the Church through the process of church discipline.

The Board of Elders is practicable. By a majority vote of those present at any regularly constituted meeting of Members, the Members may thus terminate the Membership of any ineligible Member.

- 4.7 Reinstatement. Former Chicago UBF Members who wish to have their Membership reinstated may submit a written request that will be reviewed and approved by the Board of Elders.

- 4.8 Honorary Membership. Former Members of Chicago UBF can request honorary Membership if they are moving away from the community but because of special circumstances wish to maintain connection to Chicago UBF. Requests should be made to the Board of Elders in writing. Honorary Membership will not lapse, but shall not have any vote, nor shall they be counted for purposes of quorum, or be eligible to serve as an Officer, Director, or team or committee Member, or retain any rights, responsibilities, or privileges held by Members of Chicago UBF. Honorary Membership involves continuing interest and/or financial support, and therefore it is subject to Board review as per Section 4.6 above.
- 4.9 Resignation. Any Member may resign by submitting a written resignation to the Board of Elders, but such resignation shall not relieve the Member so resigning of the obligation to pay any pledges, assessments, or other charges theretofore accrued and unpaid.
- 4.10 Former Members. Former Members of other UBF churches are not automatically active Members of Chicago UBF and must complete the procedure outlined above. Former Chicago UBF Members who wish to have their Membership reinstated may submit a written request that will be reviewed and approved by the Board of Elders. Former Members shall not have any vote, nor shall they be counted for purposes of quorum, or be eligible to serve as an Officer, Directors, or team or committee Member.
- 4.11 Rights and Responsibilities of Members.<sup>2</sup> Members are responsible for supporting the ministry of the Church with prayer, participation and giving. Members have the right to:
  - Nominate Church Members to be Church Elders.
  - Vote in the election of Elders.
  - Participate in Membership meetings and offer feedback on any reports, proposals, and decisions presented by the Board of Elders.
  - Review and offer input on Church finances and budget.
  - Propose matters of interest or concern about Church affairs for discussion and action at Membership meetings.

<sup>2</sup> Members are responsible for supporting the ministry of the Church with prayer, participation and giving.

- To be heard by or seek out counsel from the Board of Elders as needed.
  - To bring up issues or concerns they might have to the Board of Elders, during a regularly scheduled meeting of the Board of Elders. They must give advance notice (one week) of their attendance at the meeting of the Board of Elders.
- **4.12 Biblical Settlement of Disputes.** In any dispute arising between or among Church Members, pertaining to any matter of spiritual teaching or practices, church finances, or other official church matters, the dispute shall be resolved by the Chicago UBF Board of Elders. A decision shall be reached after prayerful consideration, in a spirit of humility, with each elder striving to preserve the unity of the Spirit in the bond of peace (Eph 4:1-3).

In any other dispute arising between or among Church Members, the dispute may be resolved by the Chicago UBF Board of Elders (or a duly appointed committee by the Chicago UBF Board of Elders) under the Christian Conciliation Rules and Procedures available at

<https://web.archive.org/web/20170317162026/http://peacemaker.net/project/guidelines-for-christian-conciliation/>.

Any dispute between a Member and the Church, excepting those involving the process of Church Discipline as described in Article 4.13, shall be resolved by the Chicago UBF Board of Elders. If mediation does not resolve the dispute, then legally binding Christian Arbitration may be employed by the Chicago UBF Board of Elders or additional help may be sought from the North America UBF (USA/CANADA) Board of Elders.

In the event that a dispute arises between a staff member and the Chicago UBF Board of Elders, then the North America UBF Board of Elders shall resolve the matter. Every effort shall be made by all parties involved to recover the unity of the body through prayer, mutual forgiveness and humility.

- **4.13 Church Discipline.** Chicago UBF is a body of Christian believers who hold certain beliefs and standards in common. On occasion, Members of UBF Chicago may conduct themselves in a manner contrary to the Statement of Faith or Biblical standards of conduct and thereby become ineligible for Membership in the Church. It shall be a high priority for the Church to restore such persons into conformity with the fellowship as outlined in Matthew 18:15-17. The discipline of the Church shall be entrusted to the Board of Elders and the Pastoral Staff. If Biblical discipline is necessary, the Board of Elders and Pastoral Staff have the authority to place the individual(s) under Church discipline, with the objective of restoration (Ga 6:1-3, Mt 18:15-18). “Disciplinary

Action” may include formal warning or exhortation, mandatory counseling, suspension from office or ministry, and suspension or removal of Membership.

Prior to any decision to take Disciplinary Action, an investigation shall be conducted of the alleged charges, and a hearing at which the accused Member may speak. The Member may request information concerning the alleged specific causes for suspension or removal, and shall be permitted to address the Board of Elders in defense of his or her Membership status, should he or she so request. The accused Member, who may be subject to suspension or removal, may select one or two Elders or Members in good standing to appear with him or her before the Board of Elders. The selected Elder(s) or Member(s) shall be permitted to speak on behalf of the accused.

If the Board votes to take Disciplinary Action, the accused Member will be advised of the rationale of the decision, and how they may be restored.

- 4.14 Suspension, Discipline and/or Removal of Members for Cause. The Board of Elders may suspend, or remove, any Member for cause after conducting an appropriate investigation and hearing on the matter. The definition of cause shall include behavior contrary to the Statement of Faith or Biblical standards of conduct, as the Board of Elders in its discretion may determine. Any Member so considered for suspension or removal shall be notified.

Should the Board of Elders elect to suspend a Member, it shall be for the purpose of attempting to reconcile the Member to the standards and expectations of the Congregation. Suspension may be for a period not to exceed sixty (60) days, after which action to remove or reinstate the Member shall be taken. With the agreement of the Board of Elders and the Member, however, the period of suspension may be extended.

When the Board of Elders elects to remove or reinstate a Member, it shall vote to do so within ten (10) days of completing an investigation and hearing, or within ten (10) days after completion of a suspension.

The Board of Elders shall report the removal of a Member to the congregation as soon as reasonably possible. All communications surrounding the suspension or removal shall be limited to Members of Chicago UBF, and handled in a manner that is sensitive to all concerned.

- 4.15 Transfer of Membership. Membership in Chicago UBF is not transferable or assignable.

## ARTICLE 5. MEETING OF MEMBERS

- 5.1 Semiannual Meeting. The Board of Elders shall be responsible for calling Semiannual Meetings of the Members of Chicago UBF, to be held at the meeting place of the church, with one meeting to take place in March, and the other in September of any given calendar year, or at some other time or place designated by the Board of Elders. Each year, one of the semiannual meetings will be formal, following the proceedings outlined below in article 5.3. The other may be a more informal gathering intended to encourage communication among Elders, staff and Members about the affairs of the Church, including sharing of progress reports from the previous six months.
- 5.2 Special Meetings. Special meetings of Members may be called by the Board of Elders or upon petition of not less than one-tenth of the Members having voting rights. The date, time, and location shall be designated by the party calling the meeting. If no designation is made, the place of meeting shall be the University Bible Fellowship Church, 6558 N. Artesian, Chicago, Illinois. The agenda for the special meeting must be set forth in the notice of said meeting. By action of the Membership at such meeting, the agenda may be amended except that no Church action may be taken in regard to matters added to the agenda at the meeting.
- 5.3 Outline of Proceedings for the Annual Formal Meeting of the Members. Meetings of Members shall be presided over by the President of the Board of Elders, or in his or her absence, the Vice-President. The basic outline of the Annual Formal Meeting will be as follows:
  1. Prayer, remarks, and ministry update by the Board of Elders and / or the Chicago UBF Senior Pastor.
  2. Review of Membership, including the addition of new Members and removal of inactive Members.
  3. Report of finances and budget with time for feedback and discussion by Members.
  4. Review of any decisions and actions taken by the Board of Elders within the preceding six months, with time for feedback and discussion by Members.
  5. Any issues or discussion topics the Board of Elders wishes to address.
  6. Matters of interest or concern about Church affairs that Members wish to discuss and/or about which to propose action.
  7. Voting, by secret ballot, for new Elders during election years, to ratify any amendments to the Bylaws, or on other such Church business.
  8. Prayer topics and thanksgiving topics.



## 9. Corporate prayer.

- 5.4 Notice of Meetings. All notices under this Section shall include the place, date, and hour of the scheduled meeting and any purposes for which the meeting may be called. Written notice shall be mailed via first class U.S. Mail, or emailed to each Member, not less than twenty (20) nor more than sixty (60) days before the date of such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Church, with postage thereon prepaid. Notice requirements may be satisfied by sending an email communication in a timely manner to the Voting Member's email address on the Church's records.
- 5.5 Quorum. One-half of the active Members eligible to vote in a Members' Meeting (see Clause 4.6) shall constitute quorum at such a meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting without further notice.
- 5.6 Manner of Acting. The act of a majority of the Members present and eligible to vote at a duly convened meeting shall be the act of the Church's Membership, unless the act of a greater number is required by statute, these bylaws, or the UBF NA Bylaws.
- 5.7 Absentee Ballots. A Member eligible to vote may vote on any action to be taken at a semiannual or special meeting of the Members without attending the meeting by requesting an absentee ballot from the Secretary of the Board of Elders. Absentee ballots shall be made available at least seven (7) days prior to a meeting of the Members, and shall set forth each proposed action and provide an opportunity for the Member to vote for or against each proposed action. The Member's absentee ballot will be counted towards quorum and manner of acting, provided that he or she timely delivers by hand, mail, or email the completed ballot to the Church office by 4.00 PM (CST) on the last business day prior to the meeting. Members may not vote by proxy.

## ARTICLE 6. ELDERS

- 6.1 Scriptural Basis. The Scriptures teach that a plurality of Elders governed individual New Testament churches (Ac 14:23; Ac 20:28; Tit 1:5; Php 1:1). A plurality of godly leaders, exercising their individual giftedness is consistent with the Scripture's teaching that wisdom is found in a plurality of godly counselors (Pr 11:14; 12:15; 15:22; 19:20; 24:6). In Chicago UBF, both Elders and pastoral staff work together as leaders.
- 6.2 Elders as Part of the Governing Leadership. The Board of Elders shall, for purposes of the Act, constitute the Board of Directors, and shall manage the affairs, business, and all

legal matters of Chicago UBF, except for those rights reserved to the Members.

- 6.3 Laiety of Elders. Elders shall typically be laymen, while pastoral staff may include full time ministry workers. Elders are elected, while pastoral staff are appointed by the Senior Pastor and confirmed by the Elders. Under normal circumstances, only the Senior Pastor will be both an Elder and a member of the pastoral staff.
- 6.4 Number and Tenure. The Board of Elders shall be composed of a minimum of five (5) Elders and may be increased to 10, without amendment of the Bylaws, by a resolution of the Board of Elders. The Chicago UBF Board of Elders shall include the Senior Pastor (as an ex-officio voting member of the Board). Other Elders shall be elected as provided below in Sections 6.10 and 6.11. Such Elders appointed by UBF NA to Chicago UBF's Board of Elders may not also serve as elected Elders for Chicago UBF. If current UBF NA Elders are elected to the Chicago UBF Board of Elders by the Chicago UBF Membership, they must resign from their position on the UBF NA Board of Elders before they can take office as an elected Elder for Chicago UBF. The current Board of Elders may, from time to time, by amendment of these Bylaws, change the minimum and maximum number of Elders as needed to accommodate changes in the size of the ministry's Membership, and pursuant to the procedures established in these Bylaws, but in no case shall the number of Elders be less than five (5).
- 6.5 Board of Elders Responsibilities. The primary duty, attitude, and reward of Elders is expressed in 1 Peter 5:1-4, "To the Elders among you, I appeal as a fellow Elder and a witness of Christ's sufferings who also will share in the glory to be revealed: Be shepherds of God's flock that is under your care, watching over them - not because you must, but because you are willing, as God wants you to be; not pursuing dishonest gain, but eager to serve; not lording it over those entrusted to you, but being examples of the flock. And when the Chief Shepherd appears, you will receive the crown of glory that will never fade away." The specific duties of the Board of Elders includes the following:
  - Ensure that true Christian doctrine is upheld according to the Bible and as it is expressed in the Member Statement of Faith (See article 4.2).
  - Work together with the Senior Pastor and pastoral staff to clarify the mission statement of Chicago UBF and carry out its implementation.
  - Faithfully pray for the ministry and its leaders, taking to heart the words of Colossians 4:2: "Devote yourselves to prayer, being watchful and thankful."
  - Collaborate with the pastoral staff in the visitation ministry of church members,

visit the elderly, comfort the sick, and share in the hospitality of guests.

- Take part in marriages, baptisms, funerals, the administration of sacraments and any other activity of the Church.
- Together with the pastoral staff, oversee the Membership classes and the educational program of the Church.
- The Elders shall administer in love, respect and humility the process of church discipline as outlined in Scripture (Mt 18:15-20, Gal 6:1-4, Titus 3:10, 2 Thes 3:14-15, 1 Tim 5:17-25, 1 Co 5, 2 Cor 2:5-11, and Ro 16:17).
- Regularly attend scheduled board meetings where ministry direction and various issues will be reviewed, discussed and resolved. This includes participating as a voting Member for open issues that are presented and being involved in closed door conflict resolution.
- The Elders oversee and are responsible for the financial affairs of Chicago UBF. They make decisions regarding employment or personnel, purchase of property, and the conduct of any and all business of the Church. The Board of Elders decides how the property of the Church is to be used. The Board of Elders shall designate an auditor or auditors to audit the books.
- Ensure that the collection and disposition of funds shall be made in accordance with the laws of the government and that no debt or liability is incurred that exceeds the net assets of the Church.
  - Elders are to pray for and provide care for the Senior Pastor and his family.
  - Elders are to pray for world mission. They work with the Senior Pastor and Church Members to support UBF missionaries from all over the world.
- 6.6 Board of Elder Rights. The Board of Elders reserves the right to do the following:
  - Define and appoint specific Members to serve in a particular office for administrative purposes (i.e. President, Secretary, etc.) in collaboration with the Senior Pastor.
  - Form committees or councils in coordination with the Senior Pastor to oversee various aspects of ministry. Such committees may include, but are not limited to: Hospitality Committee, Relief Committee, Visitation Committee, and Finance Committee.

- Opt to convene in closed session at any time during a meeting of the Board of Elders. Otherwise, all active Members of Chicago UBF are welcome to observe any board meeting with advanced notice to the board.
  
- 6.7 Qualifications of Elders. Scripture is to be used as a guide to determining the qualification of Elders. Passages which discuss such qualifications are 1 Timothy 3:1-7 and Titus 1:6-9. Elders must also satisfy the following criteria:
  - Be a current and active Member in good standing of Chicago UBF.
  - Have attended Chicago UBF for at least the last five (5) years prior to the year a given Elder candidate faces election.
  - Preferably have served in a leadership capacity, such as a fellowship leader role or equivalent.
  - Have a clear testimony of God's grace in their lives, have a well-attested godly character, and an Elder candidate must have had a leadership position for at least 3 years.
  - Must be deeply committed to Chicago UBF, and have an in-depth and clear understanding of Chicago UBF's ministry.
  - Have served in a leadership capacity in Chicago UBF, and have spiritual qualifications such as a godly character, sound Bible teaching, relational and good communicator, a shepherd, life of prayer, good reputation with outsiders, practices hospitality, manages their household well, and is influential among God's people.
  - An elder may be male or female. (Ro 16:1, Ac 18:24-26, Titus 2:3-5)
  - Be known and approved for consideration by a Member of the leadership staff, the current Chicago UBF Board of Elders, or the election committee.
  - Possess the capacity, flexibility, and availability to serve in the role of Elder. Elders must be willing to dedicate the necessary amount of time required to fulfill their duties, including monthly meetings, conferences, visitation, and committee responsibilities.
  - Paid staff (except the Senior Pastor), the Chicago UBF Treasurer, and immediate family Members of the paid staff, Chicago UBF Elders, and Chicago UBF Treasurer may not serve on the Board of Elders.

Any elder candidate needs to be examined for any conflict of interest, such as being an immediate family member of church staff, pastoral staff, etc. See Article 15.4.

- 6.8 Term of Elected Elders. Each elected Elder shall serve as God enables, for a three year term or until such time as he or she senses God's leading to resign. At the end of the three-year term, Elders may be re-elected for another term. An Elected Elder may serve no longer than 3 consecutive terms.

Each Elder shall hold office for the term until the first of the following to occur: until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

- 6.9 Vacancies. Any mid-term vacancy occurring among the Board's Elected Elders shall be filled by the Board of Elders. An Elder elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each such election by the Board shall be subject to the approval or disapproval of the Members at the next regular or special meeting of the Members, or as soon as is otherwise practicable.
- 6.10 Procedure to Elect Elders for Term of Service. The following procedure shall be used to fill Elected Elder terms. The Board of Elders will form an election committee at least two months before the Members meeting called for such purposes as include the election of Chicago UBF Elders. The committee will include at least one current Chicago UBF Elder, one Chicago UBF full time staff Member, and one active and current Chicago UBF Member in good standing who is not a current Elder. The Senior Pastor will introduce the election committee to the Members not less than one month before the Members meeting called for such purposes as include the election of Chicago UBF Elders. During that month, Members will convene for a special meeting to nominate new elders, which will consist of a Bible study on the qualifications and role of an elder/overseer, and a time of prayer. Then the committee will take nominations anonymously from the Members. A candidate must be nominated by at least two Members. Next, the committee should communicate with them about their willingness to serve when their names are put forth. If they are willing to serve as elders, then the committee should review the qualifications of the nominees by an interview and/or a questionnaire about their calling and commitment to become elders, complete any necessary background checks, determine their viable physical and mental capacity for being an elder, and finalize and introduce the candidates for Chicago UBF Eldership to the Members at least two weeks before the election for Chicago UBF Elders. The committee will communicate other necessary procedures with the Members for a fair

election at the time of the actual duly called and convened Members meeting with such purposes as include the election of Chicago UBF Elders.

- 6.11 Election of Elders. The Chicago UBF Elders to be elected shall be elected to office by Chicago UBF Members at a duly called and convened Member meeting, by a majority vote of the voting Members. The nominees as defined in article 6.10 will be voted upon by secret ballot. Members may use one vote per nominee, with no cumulative votes. The top vote-getters among the nominees for the vacancies who also receive a majority of affirmative votes among a quorum of voting Chicago UBF Members shall be elected as Chicago UBF Elders. If there is a tie of 2 or more nominees for a vacancy, there must be additional special rounds of voting on the candidates who tied until the tie is broken.
  
- 6.12 Board of Elders Meetings.
  1. Regular Meetings. A regular meeting, at least monthly, of the Board of Elders shall be held, and at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, for election of directors and officers, and for the transaction of such other business as may come before the meeting.
  2. Special Meetings. Special meetings of the Board of Elders may be called by or at the request of the President, Senior Pastor, or any two Elders. The person or persons authorized to call special meetings of the Board of Elders may fix any place or time for holding any such special meeting of the Board of Elders, in accordance with the notice provisions herein below.
  3. Notice.
    - a. Time. Except as otherwise provided herein, written notice of any meeting of the Board of Elders shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.
    - b. Email. Notice requirements may be satisfied by sending an email communication in a timely manner to the Elders' email addresses on the church records. Telephone communications may be useful for establishing the time and place of meeting, but shall not be used in lieu of the email notice. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each Elder may qualify as notice of the next meeting of the Board, if the minutes concerning the meeting are clearly set forth and concise in its composition.
    - c. Extraordinary Notice. Notice of no less than twenty (20) days shall be provided for meetings of Elders called for the purposes of amending the Bylaws or removing an Elder as required under applicable state law.
    - d. Emergency Notice. For special meetings of the Board of Elders called to

consider temporary suspension of the Senior Pastor as provided for in Article 8.8, notice shall be provided no less than three (3) days prior to such a meeting.

e. Waiver. Notice of any meeting of the Board of Elders may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of an Elder at any meeting shall constitute a waiver of notice of such meeting, except where an Elder attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Elders, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

4. Manner of Acting. The act of a majority of the Elders present and voting at a duly convened meeting shall be the act of the Church unless the act of a greater number is required by statute, or these Bylaws. Elders may not vote by proxy or under any other power of attorney.

5. Telephone Meetings. Any meeting of the Elders may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment. Directors of non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

6. Action Without a Meeting. Any action which may be taken at a meeting of the Board of Elders, or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the Elders, or all of the members of such committee, entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from an Elder's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Church's Secretary to be filed in the Church's records. The action taken shall be effective when all the Elders, or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

▪ 6.13 Voting Procedures and Quorum. A majority of the Board of Elders then in office shall

constitute a quorum for the transaction of business at any meeting; but if less than a majority of the Elders are present, a majority of Elders present may adjourn the meeting. The decisions made by two-thirds majority of the Elders present at a meeting at which a quorum is present shall be the act of the Board of Elders, unless the act of a greater number is required by law or the UBF NA Bylaws. When voting on an issue within the Board of Elders, a two-thirds majority vote of those present is needed for approval. Any Member of the board may call for a vote as long as a quorum is present.

- 6.14 Removal. The Chicago UBF Elders, by affirmative vote of two-thirds of all those present at a regularly constituted meeting may suspend an Elder for cause after an appropriate hearing. At the next meeting of Chicago UBF Members, or as soon as is practicable, this action must be reviewed by the Members, and by a majority vote of Members, the Elder may be removed from office.
- 6.15 Resignation. Any Elder may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the individual so resigning of the obligation to pay any pledges, assessments, or other charges theretofore accrued and unpaid.
- 6.16 Reinstatement. On written request signed by a former Elder and filed with the Secretary, the Chicago UBF Membership, by the affirmative majority vote, may reinstate the former Elder.
- 6.17 Fiduciary Duties.
  1. Duty of Diligence. Elders ultimately hold full non-delegable responsibility for the Church's actions and well-being. Elders are required to carry out their Board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in Board deliberations, seeking outside counsel and guidance and appropriate, and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed on the church's behalf.
  2. Duty of Loyalty. Elders must always act in the best interests of the Church. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, Elders, directors, and officers involved in the Church. Elders shall comply at all times with the Conflict of Interest Policy adopted by the Church, and shall at no time make non-program loans, gifts, or advances to any person, except as permitted under the Act.
  3. Duty of Obedience. Elders are required to ensure that the Church's activities adhere



and conform to the religious purposes set forth in the Church's purpose statement above, and to utilize the assets of the Church for the best interest of the Church's beneficiaries. They are to avoid wasting charitable assets. This includes, but is no limited to incurring penalizes, fines, and unnecessary taxes.

- 6.18 Compensation. Appointed or Elected Elders shall not receive compensation from Chicago UBF for their services as Elders. However, by resolution of the Board of Elders, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board of Elders, provided that nothing herein contained shall be construed to preclude any Elder from serving the Church in any other capacity and receiving reasonable compensation therefor.
- 6.19 Confidentiality. As part of their fiduciary duties owed to the Church, all Elders, directors, officers, committee members, and other agents of the Church are expected to maintain appropriate confidentiality of information related to the Church, including donor and supporter lists and related records, fundraising strategies, financial information about the Church, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third-parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Church. Each Elder, director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in the Dispute Resolution Policy adopted by the Church, the Church may enforce this provision as it deems appropriate (including mediation and arbitration, at its option), and it shall be entitled to recover attorney's fees and costs against those found liable for violating this provision.

## ARTICLE 7. OFFICERS

- 7.1 Officers. The officers of Chicago UBF shall be: Senior Pastor, President, Vice President, Secretary, Treasurer, and other such officers as may be elected or appointed by the Board of Elders in accordance with the provisions of this article and who shall perform such duties and functions in accordance with God's leading.

Any two (2) offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person concurrently. The President, Vice President, and Secretary must be Elders of Chicago UBF. The Treasurer may or may not be an Elder of Chicago UBF.

- 7.2 Election. The President, Vice-President, and Secretary shall be nominated by the Board of Elders and elected for a term of three years by a majority of affirmative votes among Chicago UBF Members. The other officers and finance director shall be nominated by the Senior Pastor and approved by a majority of the Chicago UBF Elders.
- 7.3 Term of Office. Officers shall serve a term of three years at the discretion of the Board. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.
- 7.4 Powers and Duties of the President. The President shall preside at the meetings of Members as well as at the meetings of the Board of Elders. He shall be responsible for spiritual oversight of all meetings. The President shall be responsible for organizing the agenda for all the official meetings of the Board of Elders, and have authority to sign on behalf of the Church any deeds, contracts or other legal instruments which the Board of Elders has authorized to be executed. The President shall perform such other duties as usually appertain to the office.
- 7.5 Powers and Duties of the Vice President: The Vice President shall act in the absence of or at the request of the President, at which time he or she shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such other duties as usually appertain to the office or as may be assigned to him or her from time by the President or the Board of Elders.
- 7.6 Powers and Duties of the Secretary: The Secretary shall be the official Secretary of the board, shall see that proper books and records are maintained, that proceedings of the Board are regularly reported to the Congregation, that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and shall perform such other duties as may be specified from time to time by the President or the Board. All records of the Secretary shall be the property of the Church, but shall be maintained and held by the Secretary as their custodian, along with all corporate records, including all notices and voting records, and whether in electronic or paper form. He or she shall be responsible for notifying the Membership of all Congregational Meetings and of all matters to be acted upon at said meetings.
- 7.7 Powers and duties of the Treasurer. The Treasurer shall serve as Chicago UBF's chief financial officer. In consultation with the Senior Pastor, he or she will make decisions about the managing the various funds of the Church. Such decisions should be reported to and approved by the Board of Elders. This person is to have general oversight of the

finances of the Church.

The Treasurer shall monitor the financial books of the Church, maintain regular books of account and make them available for inspection at all times to the Chicago UBF Elders, render to the Board from time to time as may be required of him or her, an account of the financial condition of the Church, and, in general, discharge all duties incident to the office of Treasurer, and such other duties as may be specified by the President of the Board.

The Treasurer shall also work with the Senior Pastor and Chicago UBF Board of Elders to develop a proposed annual budget for Chicago UBF. Such proposed budget must be submitted to UBF NA for final approval before it may be adopted by Chicago UBF.

- 7.8 Removal. Any officer or agent elected or appointed by the Board of Elders may be removed by the Board of Elders whenever, in the Board's judgment, the best interests of the Church would be served thereby, and such removal shall be without prejudice to the contract right, if any, of the person so removed. The Members may remove any officer elected by either Members or by the Board of Elders at a duly called and convened regular or special meeting.
- 7.9 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by action of the Board of Elders for the unexpired portion of the term.
- 7.10 Delegation of Authority. In the case of the absence of any officer of the Church, or for any reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any Elder or employee of the Church, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

## ARTICLE 8. SENIOR PASTOR

- 8.1 Senior Pastor. There shall be a Senior Pastor, also known as the chapter director, for Chicago UBF as a voting Elder and officer. The Senior Pastor's primary role is to be a minister of God's word and a shepherd for the people of God in Chicago UBF. As a minister of God's word, he is to prayerfully seek God's guidance, and to lead the Church in the faithful, deep study and application of God's word. This includes, but is not limited to, preparing and delivering Sunday messages, providing Bible study material, and helping equip the Elders, pastoral staff, campus ministers, fellowship leaders and others to carry out their respective ministries. As a shepherd, he is generally responsible for the spiritual well-being of the Members of Chicago UBF. Working with the Elders, pastoral

staff, and other ministry leaders, he is to encourage the spiritual growth and development of each Member. He is to be a capable Bible teacher, counselor and mentor who can make disciples of our Lord Jesus Christ. He is authorized to baptize, administer communion, and perform weddings, funerals and other pastoral functions necessary for the oversight of Chicago UBF. The Senior Pastor prays for and supports world missions. He is to continually encourage the Church to be a missionary sending Church, and works with Members to serve UBF missionaries from all over the world. Most of all, the Senior Pastor is expected to live a godly life compatible with the teachings of the Bible as an example to those he leads and serves.

- **8.2 Election of the Senior Pastor.** A search committee, the Chicago UBF Elders, the UBF General Director and the Chicago UBF Membership shall work together to nominate and appoint the Chicago UBF Senior Pastor.

The process of election is as follows: A search committee representing Chicago UBF Membership and appointed by the Chicago UBF Elders will work to find the best possible candidates. A selection committee made up of the search committee Members and the body Chicago UBF Elders will also be formed. Nominations from among the candidates will be made by the selection committee and will be prayerfully discussed with the UBF General Director. One nominee will be elected by a two-thirds supermajority of affirmative votes by the selection committee and also approved by the UBF General Director. The appointment must be then approved by a majority of affirmative votes among Chicago UBF Members. If the appointment is approved by the Chicago UBF Membership, the nominee shall become the acting Chicago UBF Senior Pastor. If the appointment is not approved by Chicago UBF Members, the nomination process shall be restarted.

The UBF General Director shall nominate to the annual meeting of UBF representative Members the acting Chicago UBF Senior Pastor to be approved or disapproved by them.

Once approved by the UBF representative Members, the acting Chicago UBF Senior Pastor will assume the official Senior Pastor role for Chicago UBF.

- **8.3 Term of Office.** The Board of Elders shall be responsible to negotiate the terms and conditions of employment of the Senior Pastor. Such terms of employment shall generally be consistent with other similarly situated senior pastors in other UBF congregations.

The Senior Pastor shall serve for any number of four year terms at the discretion of the

Board and the consent of the UBF General Director. A formal review of the Chicago UBF Senior Pastor by the UBF General Director and the Chicago UBF Elders must be given every year.

- 8.4 Powers and Duties of the Senior Pastor. The Senior Pastor shall be the principal executive officer of Chicago UBF, and shall have such duties and powers as are necessary to carry out the purpose of the Church as stated in the articles. This person shall be an ex officio Member of the Board of Elders, with the right to vote. This person shall make periodic reports to the Chicago Board of Elders, and recommend policies for their approval or disapproval. This person shall make a report on the state of the Church at the annual meeting of Members. At this person's recommendation, such officers may be removed or appointed during the year by the Board of Elders if necessary. The Senior Pastor is responsible for practicing and teaching good stewardship of funds and property.
- 8.5 Assistant pastors. Assistant pastors may be appointed by the Senior Pastor, subject to the approval of a majority of the Chicago UBF Elders. Assistant pastors shall have powers and duties as delegated to them from the Senior Pastor, while working under his direction. Assistant pastors serve any number of 2 year terms subject to the review of the Senior Pastor and the continued approval of the Chicago UBF Elders.
- 8.6 Chicago UBF staff and other supporting personnel. The Senior Pastor may appoint individuals to oversee various aspects of the ministry or affairs of the Chicago UBF Church. The positions are subject to a majority approval of the Chicago UBF Elders.
- 8.7 Removal. The Senior Pastor may be removed by the Chicago UBF leadership as follows, whenever, in their judgment, the best interests of the Church would be served thereby, and such removal shall be without prejudice to the contract right, if any, of the Senior Pastor:
  1. A two-third supermajority vote of the Chicago UBF Board of Elders must agree to remove the Senior Pastor;
  2. The UBF General Director must approve the removal; and
  3. The UBF North America Coordinator must approve the removal.

Such removal must additionally be approved by a majority vote of the Chicago UBF Membership.

- 8.8 Suspension. The Senior Pastor may be suspended by a two-thirds majority vote of the Chicago UBF Elders, for a period of up to six months, and such time period is intended to provide the Church leadership sufficient time for investigation, prayerful

evaluation, and follow-up with the Church Membership.

## ARTICLE 9. COMMITTEES

- 9.1 Committees of Elders. The Board of Elders may designate by resolution one or more committees, each of which shall consist of one or more Elders, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Elders in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Elders or any individual Elder of any responsibility imposed on it or him by law.

Such committees designated by the Elders may be appointed as standing or special committees by a resolution of the Board. The resolution of the Board creating the special or standing committee shall specify: (1) the task(s) assigned to the committee; (2) whether or not the committee has authority to act on behalf of the Church; and (3) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution. Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Elders beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

- 9.2 Other Committees. The Senior Pastor may appoint such committees as he deems necessary for carrying out the mission of Chicago UBF subject to the majority vote approval of the Chicago UBF Board of Elders.
- 9.3 Committee Meetings. Meetings of any committee may be called by the President of the Church, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with the notice requirements pertaining to Meetings of the Board of Elders in Article 6 above.
- 9.4 Resignation and Removal. Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Church. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Elders.
- 9.5 Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a

quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections above with respect to Telephone Meetings and Action without a Meeting in Article 6 above.

## ARTICLE 10. FACILITY USAGE

- 10.1 Usage. Chicago UBF seeks to exercise wise stewardship over all aspects of its facilities. Chicago UBF's facilities shall be used only to promote its religious purposes, and shall be used only in ways consistent with its Statement of Faith and otherwise as follows.
- 10.2 Marriage and Related Uses.
  1. Definition. Christian marriage as defined by Chicago UBF is a lifelong covenant or sacrament between one man and one woman (Mt 19:4-6). It is between a man and a woman who both profess Jesus Christ as Lord and Savior (2Cor 6:14) and have demonstrated their commitment to Christ through regular worship and service of His body – the church.
  2. Purpose. Christian marriage promotes the bearing and rearing of godly children, spreading the gospel and exercise of stewardship over creation (Gen 2:27-28). The essence of a Christian wedding is the Divine blessing of the bride and groom as they exchange vows while God receives the worship of the congregation as they witness those vows and as they offer Him prayer and praise.
  3. Marriage Ceremony Facilities. Chicago UBF prohibits the use of its facilities for marriages outside of the Christian marriage ceremony. Additionally, any wedding showers, wedding receptions or other similar ceremonies must first be approved by the Chicago UBF Senior Pastor.
- 10.3 Facility Usage, Generally.
  1. Decision-Making Authority. The Church's Board of Elders shall make decisions as needed regarding the use of the Church's facilities, all in the best interests of the Church.
  2. Doctrinal Restrictions. The Church's facilities may be used only for purposes and in ways consistent with the Church's doctrinal beliefs as reflected in the Bible, the Church's Statement of Faith as stated in Section 4.2 above, and otherwise, particularly with respect to sexual activity standards and other

conduct. The Board of Elders shall be the final decision-maker regarding whether any use is in conformity with, or contrary to, the Church's religious doctrine.

3. Donations or Cost-Sharing Contributions. The Church may request donations or charge for cost-sharing contributions in order to defray the estimated cost of facility use. No such fees shall be charged with any impermissible view to profit, and any and all fees are subject to waiver or reduction based on the prospective user's financial need.

4. Memorialization, Insurance, and Communication. The Board of Elders shall be responsible for memorializing guest facility usage. Such written agreements shall include identification of the religious purposes served by a guest's facility usage, as the Board deems appropriate. Insurance coverage shall be maintained for all uses of the Church's facilities, including certificates of coverage from other users as appropriate. The Board shall be responsible for communicating these requirements and other guidelines to all prospective guests of the facilities.

#### ARTICLE 11. CONTRACTS, CHECKS, DEPOSITED FUNDS, AND PROPERTY

- 11.1 Contracts. The Board of Elders may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.
- 11.2 Acquisition and Disposition of Property. A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Church outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the church shall be authorized only upon receiving the vote of two-thirds of the directors in office.
- 11.3 Checks Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church, shall be signed by such officer or officers, agent or agents of the Church, and in such manner as shall from time to time be determined by resolution of the Chicago UBF Elders. In the absence of such determination by the Chicago UBF Elders, such instruments shall be signed by the Treasurer, his or her proxy, or the Senior Pastor of the Church.



- 11.4 Deposits. All funds of the Church not otherwise employed shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Chicago UBF Elders may select.
- 11.5 Gifts. The Board of Elders may accept on behalf of the Church any contribution, gift, bequest or device for any purpose of the Church.

#### ARTICLE 12. BOOKS AND RECORDS

- The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Elders, committees having and exercising any of the authority of the Board of Elders, and shall keep at the principal office a record of the names and addresses of the Members entitled to vote. All books and records of the Church may be inspected by any Member or his agent or attorney for any purpose at any reasonable time.

#### ARTICLE 13. TITHING AND FISCAL YEAR

- 13.1 Tithing. The chapter expects to tithe to UBF NA regularly (at least annually), offering one tenth of its total offerings.
- 13.2 Fiscal year. The fiscal year of the Church shall be the calendar year.

#### ARTICLE 14. CORPORATE LIMITATIONS

- 14.1 Distributions. The Church, being organized exclusively for religious purposes, may make distributions to organizations and individuals in furtherance of its religious purposes and in accordance with Section 501(c)(3) of the Code.
- 14.2 Prohibition Against Private Benefit and Inurement. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Church 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 in Article III, Section A above.
- 14.3 Political Activity. No substantial part of the activities of the Church shall be to attempt to influence legislation by propaganda or otherwise, and the Church shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- 14.4 Other Prohibitions. The Church shall not carry on any other activities not permitted to be carried on (1) under the Act or Illinois Charitable Trust Law; (2) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (3) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
  
- 14.5 Dissolution. Upon dissolution of the Corporation in accordance these bylaws, the Board 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 to UBF NA, being qualified as a tax-exempt organization under Section 501(c)(3) of the Code, or if such organization has dissolved or is unwilling or unable to accept said assets under the conditions of Section 501(c)(3) of the Code, to another such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and be engaged in activities substantially similar to those of the dissolving corporation. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

#### ARTICLE 15. MISCELLANEOUS

- 15.1 Books and Records. The Church, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Church may be inspected by a director, or his agent or attorney, at any reasonable time.
  
- 15.2 Amendments. The articles may be altered, amended or repealed, and new articles may be adopted by a majority vote of the Members at any regular or special meeting and by a two-thirds supermajority of the Chicago UBF Elders.
  
- 15.3 Corporate Acquisition, Consolidation, Merger, or Dissolution. In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall recommend, and the Voting Members shall adopt a plan setting forth the terms

and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a vote of a majority of the Voting Members.

- **15.4 Conflict of Interest.** All staff, elders and employees of Chicago UBF shall disclose all real or perceived conflicts of interest that they discover or that have been brought to their attention in connection with the Chicago UBF Church activities.

A "conflict of interest" occurs where a person is responsible for promoting the interest of the ministry at the same time he or she is involved in a competing personal interest (financial, business, personal, or relational).

"Disclosure" shall mean providing properly, to the appropriate person, a written description of the facts comprising the real or apparent conflict of interest. An annual disclosure statement shall be circulated to staff, elders and employees to assist them in considering such disclosures, but disclosure is appropriate and required at any time conflicts of interest may occur. The written notices of disclosures shall be filed with the Senior Pastor or such other person designated by the Senior Pastor to receive such notifications. At the meeting of the Chicago UBF Board of Elders, all disclosures of real or perceived conflicts of interest shall be noted for the record in the minutes.

An individual staff, elder or employee who believes that he or she or an immediate member of his or her immediate family might have a real or perceived conflict of interest, in addition to filing a notice of disclosure, must abstain from:

1. participating in discussions or deliberations with respect to the subject of the conflict (other than to present factual information or to answer questions),
2. using his or her personal influence to affect deliberations,
3. making motions,
4. voting,
5. executing agreements, or
6. taking similar actions on behalf of the organizations where the conflict of interest might pertain by law, agreement, or otherwise.

At the discretion of the Chicago UBF Board of Elders or a committee thereof, a person with a real or perceived conflict of interest may be excused from all or any portion of

discussion or deliberations with respect to the subject of the conflict.

A member of the Chicago UBF Board of Elders or a committee thereof, who, having disclosed a conflict of interest, nevertheless shall be counted in determining the existence of a quorum at any meeting in which the subject of the conflict is discussed. The minutes of the meeting shall reflect the individual's disclosure, the vote thereon, and the individual's abstention from participation and voting.

The Senior Pastor and President of the Chicago UBF elders shall ensure that all staff, elders and employees of the Chicago UBF Church are made aware of the organization's policy with respect to conflicts of interest.

- 15.5 Breach of Confidentiality. With respect to breaches of confidentiality related to disputes among Members in Article 4.12, as required herein, the Church may at its option protect its interests through injunctive and other judicial relief available through litigation.
- 15.6 Seal. The Church shall not maintain a corporate seal.
- 15.7 Severability. The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

**CERTIFICATION OF ADOPTION OF BYLAWS**

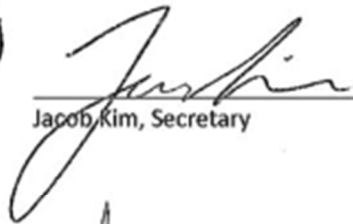
The undersigned, being the duly elected elders of Chicago University Bible Fellowship hereby certify that the attached bylaws were adopted by the official act of the Voting Members and the same do constitute the bylaws of the Church.

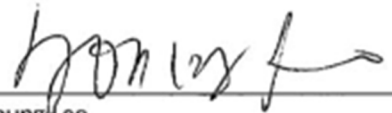
Dated this 15<sup>th</sup> day of April, 2018.


  
\_\_\_\_\_  
Ron Ward, Senior Pastor


  
\_\_\_\_\_  
David Choi, President

  
\_\_\_\_\_  
David Saethre, Vice President

  
\_\_\_\_\_  
Jacob Kim, Secretary

  
\_\_\_\_\_  
Young Lee

  
\_\_\_\_\_  
James Ahn

  
\_\_\_\_\_  
Grace Koh

  
\_\_\_\_\_  
Paul Chung

  
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Alan Wolff