

# UNIVERSITY BAPTIST FOUNDATION

## BYLAWS

ADOPTED APRIL 17, 1975

REVISED APRIL 27, 1989

Typed May 1989

### ARTICLE I – NAME AND PURPOSE

#### Section 1 – Name

The name of the Foundation is: THE UNIVERSITY BAPTIST FOUNDATION OF NORMAL, IL.

#### Section 2 – Location

The location of the FOUNDATION is: 210 West Mulberry Street, Town of Normal (61761), County of McLean, state of Illinois.

#### Section 3 – Purpose

The purpose of the FOUNDATION is to create, maintain, finance and coordinate American Baptist involvement in campus ministry at Illinois State University and Illinois Wesleyan University.

#### Section 4 – Affiliation

The University Baptist Foundation is affiliated with the American Baptist Churches-USA, specifically the Great Rivers Region and the Chicago Baptist Association.

### ARTICLE II – DIRECTORS

#### Section 1 – Representation

The business of the FOUNDATION shall be conducted by a Board of Directors, numbering 20, to be composed of Ex-officio, Regional, At Large, and Student members according to the following manner:

##### A – Ex-officio with voting power (four directors)

- (1) The Regional Minister of the Great Rivers Region, American Baptist Churches (GRR); the Regional Minister may designate the Area III minister to fill this position.
- (2) The Minister of Education for the GRR Region.
- (3) The pastors of the First Baptist Church of Bloomington, the First American Baptist Church of Normal, and Christview Church, Bloomington.

B – Regional with voting power (three directors)

- (1) The Board of Managers of the Great Rivers Region, American Baptist Churches, shall select three directors, to be ratified as voting directors by the full board.

C – At Large with voting power (nine directors)

- (1) The directors shall elect nine members at large with voting power.

D – Students with voting power (four members)

- (1) The Judson Fellowship shall nominate four persons who are students at Illinois State University or Illinois Wesleyan University, subject to election by board members in office at the time of nomination.

E – Others without voting power

- (1) Employed professional staff of the Foundation, UBF committee members, special resource people, and others who may be invited may participate in the business of the Board of Directors, except that they shall not vote.

Section 2 – Terms of Office

- A – Ex-officio terms shall be perpetual.
- B – Regional terms shall be for three years, with directors eligible for two consecutive three-year terms, after which they shall be ineligible for one year. Terms of the three Regional directors may be arranged at the discretion of GRR in order to provide continuity.
- C – At Large terms shall be for three years, with directors eligible for two consecutive three-year terms, after which they shall be ineligible for one year. Terms of the nine At Large directors may be staggered to provide continuity.
- D – Student terms shall be for one year, with directors eligible for re-election to no more than four consecutive terms.

Section 3 – Vacancies

Vacancies shall be filled by a successor appointed by either the University Baptist Foundation or the Region.

Section 4 – Responsibilities

The Board of Directors shall have the general care of the properties and investment of the FOUNDATION and supervision and control of same, as well as of its activities, officers, and employees. It shall have the same power to:

- A – Enter into such contracts as may be appropriate for carrying out its purposes with any person, corporation, or association;

- B – Receive funds from the Institutional Support Program, churches, individuals, agencies, legacies, and endowments; invest, hold, buy, or sell the same, subject to the deed of gift; and carry on any other appropriate business, provided that all property received shall be held in trust for use within the area of the Great Rivers Region and the Chicago Baptist Association.
- C – Formulate policies in the areas of finance, property, personnel and strategy, and allocate funds for such work.

#### Section 5 – Officers

- A – The officers of the Board, elected at the annual meeting, shall be a president, and a vice-president, elected by the Board from among their number; and a secretary, a treasurer, and a financial secretary, elected by the Board, who need not be a member of the Board, in which case he or she shall not vote.
- B – The duties of the officers shall be those normally assigned to such officers by the laws of the State, and such others as may be assigned by the Board of Directors.

#### Section 6 – Committees

- A – There shall be an Executive Committee, consisting of the officers, chairman of any Standing Committee, and those persons listed in “D” of this Section, which shall act ad interim on behalf of the FOUNDATION, subject to review and approval by the Board of Directors at their next meeting.
- B – There may be such other committees with such other duties, privileges, and powers as may from time to time be determined by the Board. Such standing committees may include the following: (1) a Finance and Promotion Committee, (2) a Program Committee, (3) a House Committee, (4) a Nominating Committee, and (5) a Personnel Committee.
- C – All members of the Standing Committee shall serve one-year terms, or until their successors are appointed.
- D – The president of the Board, the employed professional staff of the FOUNDATION, the Regional Minister of the GRR or his representative, and the Minister of Education for the Region are to be considered ex-officio members of all committees.
- E – Actions of all committees are subject to review and approval of the Board of Directors.

#### Section 7 – Meetings

##### A – Time and Place

- (1) The Board of Directors shall meet quarterly from the date of the annual meeting, unless otherwise determined by the Board.

- (2) The annual meeting shall be held at the registered office of the FOUNDATION in January of each year or at such other time and place as decided upon by the Executive Committee.
- (3) Special meetings may be held at such other times and places as may be necessary or desirable as determined by the Executive Committee, the professional staff, or by written request of three (3) members of the Board.

#### B – Notice of Meetings

Notice shall be given each director not less than five (5) days before the date of the meeting, and shall include a listing of major agenda items.

#### C – Quorum

- (1) A quorum for the transaction of business at any annual, quarterly, or special meeting of the FOUNDATION Board shall be nine (9).
- (2) In the event a quorum is not present at any regularly called meeting, members present may conduct any business at hand, or as stated in the notice, after which a copy of the minutes must be transmitted to the absent members of the Board for their approval. After a sufficient number of approvals has been obtained to constitute a quorum, the secretary shall append the minutes of the meeting to this effect, at which time such action as was taken at that meeting shall be binding upon the FOUNDATION.

#### Section 8 – Personal Liability

- A – The personal property of the members of the Board of Directors shall be exempt from corporate debts and liability. This section shall not be changed.
- B – The FOUNDATION shall provide a blanket bond for all its persons who handle money.

### ARTICLE III – STAFF

#### Section 1 – Selection and Oversight

The Board shall select the University Baptist Campus Minister and such other staff as it deems wise to advance the general interests of the FOUNDATION. Such staff shall be under the direction of the Board of Directors, who shall from time to time prescribe duties and determine compensation of staff.

#### Section 2 – Tenure

The tenure of the staff shall be for as long as is mutually agreeable. Notice to terminate the arrangement shall be presented in writing at least sixty (60) days in advance of the effective date, or sooner by mutual agreement.

#### ARTICLE IV – STANDING RULES

The Board of Directors shall have the power to create such Standing Rules as are necessary for effective administration, provided such Standing Rules are not contrary to or in conflict with the Articles of Incorporation and/or Bylaws of the FOUNDATION. Standing Rules may be created, deleted, or amended at any properly noticed meeting of the Board, provided the notice included notice of the proposed change(s).

#### ARTICLE V – FISCAL YEAR

The fiscal year of the FOUNDATION shall be January through December.

#### ARTICLE VI – AFFILIATION AND DISSOLUTION

This FOUNDATION shall not be dissolved voluntarily except by the approval of the Board of managers of the American Baptist Churches of the Great Rivers Region.

In the event this FOUNDATION shall cease to cooperate with and promote the general aims and objectives of the American Baptist Churches USA, or terminate its affiliation with either the American Baptist Churches USA or the American Baptist Churches of the Great Rivers Region by any manner, or upon dissolution of the UBF or the winding up of its affairs, the assets of this FOUNDATION shall become the property of the American Baptist Churches of the Great Rivers Region, or its successor, recognized as exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended

#### ARTICLE VII – AMENDMENTS

Except for Section 8 of Article II of the Bylaws, these Articles of Incorporation and Bylaws may be amended by a majority vote of the Board of Directors present and voting at any properly scheduled and noticed meeting of the Board, providing that the action is ratified by the Board of Directors of the G.R.R.