

# **University Baptist Foundation of Normal, IL**

## **Constitution and Bylaws**

Adopted April 17, 1975  
Revised April 27, 1989  
Revised September 13, 2010

### **Article I – Name, Location, Purpose, and Affiliation**

#### **Section 1 – Name**

The name of the organization is the University Baptist Foundation of Normal, IL. In this document, it will also be referred to as UBF.

#### **Section 2 – Location**

Until changed by amendment to the bylaws and to the articles of incorporation, the location of the UBF is the town of Normal, the county of McLean, the state of Illinois. The Post Office and physical address of its business is 210 West Mulberry Street, Normal IL 61761.

#### **Section 3 – Purpose**

The UBF is an American Baptist Mission to the Illinois State University community and other local institutions of higher learning, reaching out to people on and around campus, inviting and equipping them to be disciples of Jesus Christ.

The purpose of the UBF is to provide a worshipping campus community and to maintain, finance, and coordinate American Baptist involvement in campus. The UBF exists to reach American Baptist students, to connect them with a community of Christian believers, to help them grow in their faith, to equip them to encourage others, and to challenge them to serve God with their lives while following American Baptist principles.

#### **Section 4 – Affiliation**

The UBF is affiliated with the American Baptist Churches USA, specifically the American Baptist Churches of the Great Rivers Region and the American Baptist Churches of Metro Chicago.

### **Article II – Directors**

#### **Section 1 – Representation**

A Board of Directors, numbering no fewer than five (5) or no more than fifteen (15), to be composed of Ex-officio, Regional, At large, and Student members according to the following manner, shall conduct the business of the UBF. Board of Directors members must be members in good standing of an American Baptist Churches USA church:

##### **A – Ex-officio with voting power (one to three directors)**

The Regional Minister of the American Baptist Churches of the Great Rivers Region; the Regional Minister may designate the Regional Associate Minister for Area III to fill this position.

The pastors of the First Baptist Church of Bloomington, and North Bridge Baptist Church of Normal.

**B – Regional with voting power (one director)**

The Board of Managers of the American Baptist Churches of the Great Rivers Region shall select one director, to be ratified as a voting director by the full board.

**C – At Large with voting power (four directors)**

The directors shall elect up to four (4) members at large with voting power.

**D – Students with voting power (two to four members)**

The Judson Fellowship shall nominate two to four persons who are students at Illinois State University or other local institutions of higher learning, subject to election by board members in office at the time of nomination.

**E – Others without voting power**

Employed professional staff of the UBF, UBF committee members, special resource people, and other invited people may participate in the business of the Board of Directors, but shall not be allowed to vote.

**Section 2 – Terms of Office**

Ex-officio terms shall be perpetual.

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 Regional director may be arranged at the discretion of American Baptist Churches of the Great Rivers Region in order to provide continuity.

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 four At Large directors may be staggered to provide continuity.

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 UBF or the American Baptist Churches of the Great Rivers Region.

**Section 4 – Responsibilities**

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

- Enter into such contracts as may be appropriate for carrying out its purposes with any person, corporation, or association.
- 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 American Baptist Churches of the Great Rivers Region and the American Baptist Churches of Metro Chicago.

- Formulate policies in the areas of finance, property, personnel and strategy, and allocate funds for such work.

### **Section 5 – Officers**

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 members of the Board, in which case such persons shall not vote.

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**

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 UBF, subject to review and approval by the Board of Directors at their next meeting.

There may be such other committees with such other duties, privileges, and powers as may from time to time be determined by the Board.

All members of Standing Committees shall serve one-year terms, or until their successors are appointed.

The president of the Board, the employed professional staff of the UBF, and the Regional Minister of the American Baptist Churches of the Great Rivers Region or his/her representative are to be considered ex-officio members of all committees.

Actions of all committees are subject to review and approval of the Board of Directors.

### **Section 7 – Meetings**

#### **A – Time and Place**

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

The annual meeting shall be held at the registered office of the UBF in January of each year or at such other time and place as decided upon by the Executive Committee.

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 two (2) weeks before the date of the meeting, and shall include a listing of major agenda items.

**C – Quorum**

A quorum for the transaction of business at any annual, quarterly, or special meeting of the UBF Board shall be either fifty percent (50%), or a minimum of three (3).

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 will 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, or an officer of the Board 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 UBF.

**Section 8 – Personal Liability**

The personal property of the members of the Board of Directors shall be exempt from corporate debts and liability. The UBF shall provide a blanket bond for all its persons who handle money.

This section shall not be changed.

**Section 9 – Compensation**

The Board of Directors will receive no compensation other than reasonable expenses.

**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 UBF. 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. The University Baptist Campus Minister may hire staff as needed with board approval, and such staff shall be under the direction of the Minister.

**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 UBF. 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 UBF shall be January through December.

**Article VI – Affiliation And Dissolution**

The UBF 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 the UBF 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 the UBF 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, UBF Articles of Incorporation and/or Bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors present and voting at any properly scheduled and noticed meeting of the Board.