

**BYLAWS OF
FIRST BAPTIST CHURCH OF GENEVA**

Article I. Name, Organization & Affiliation

Section 1. Name. The name of this corporation shall be First Baptist Church of Geneva (hereinafter referred to as the "church" or "FBCG").

Section 2. Organization. The church was organized on October 14, 1894, and incorporated as an Illinois not-for-profit corporation on November 13, 1957. (Certificate of Incorporation Number 9023)

Section 3. Affiliation. FBCG is affiliated with the Baptist General Conference (Converge Worldwide) and the Midwest Baptist Conference (Converge Midamerica).

Article II. Vision and Mission

Section 1. Vision. The vision of FBCG is to be a community of faith that shines like a beacon of hope to our region, doing whatever it takes to share God's transforming love with the world.

Section 2. Mission. The mission of FBCG is to honor God by making more disciples for Jesus Christ. We will accomplish this mission by reaching the people and families of our local community, connecting them to each other and to the church; and equipping them through a process of intentional spiritual growth to serve the world in the name of Christ.

Section 3. Statement of Faith.

A. The Word of God

We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and practice.

B. The Trinity

We believe that there is one living and true God, eternally existing in three persons: Father, Son and Holy Spirit; that these are equal in every divine perfection and that they execute distinct but harmonious offices in the work of creation, providence and redemption.

C. God the Father

We believe in God, the Father, an infinite, personal Spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of men, that He hears and answers prayer and provides salvation for all who come to Him through Jesus Christ.

D. God the Son – Jesus Christ

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary, atoning death; bodily resurrection; ascension into heaven; perpetual intercession for His people and personal visible return to earth.

E. God the Holy Spirit

We believe in the Holy Spirit, the Divine Comforter, who indwells every believer in Christ as an abiding helper, teacher and guide. We believe that He is the divine agent in bringing individuals into relationship with Christ, and to that end He convinces the world of the reality of sin, righteousness and judgment. He regenerates, sanctifies, equips and empowers all who believe in Jesus Christ.

F. Regeneration

We believe that mankind was created in the image of God, but fell from his position through disobedience, and as result of this, his moral nature was corrupted and spiritual and physical death ensued. This nature was transmitted through Adam resulting in the total depravity of all mankind. Restoration to fellowship with God is made possible only by the new birth. The new birth occurs when an individual, by faith, trusts Jesus Christ as Savior and Lord.

G. Christian Conduct

We believe that a Christian believer should endeavor to live with an awareness of the sovereignty and the grace of God. He will seek to bring glory to God, to sustain integrity in his personal conduct both publicly and privately, to exercise responsible stewardship of person and possessions, and to encourage a developing relationship with Christ both for himself and others.

H. Religious Liberty

We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that therefore Church and State must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.

I. The Church

We believe in the universal Church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on profession of faith and associated for the purposes set forth in Article II of this Constitution. We believe that God has entrusted to these believers the ministry of reconciliation with/to God through the sharing of the gospel of Jesus Christ with the world. We declare that his local church is to be autonomous and self governing, functioning within the framework of the biblical concept of religious liberty.

J. Church Cooperation

We believe that local churches are a part of God's total plan for His Church, and that cooperation for ministry beyond the immediate sphere of the local church can best be achieved through voluntary affiliation with a denominational organization. Such an organization, formed to accomplish together what could not be achieved individually, exists and functions by the will of the churches, and recognizes the opportunity of voluntary interdenominational fellowship.

K. The Ordinances

We believe that Jesus Christ entrusted to His Church two ordinances, Baptism and the Lord's Supper. Both are representative of the relationship believers have with Him, and both are to be observed until his return. We believe that Baptism is the immersion of the believer in water, expressing that believer's identification and

union with Jesus Christ in regeneration. We believe that the Lord's Supper is a proclamation of the communion provided for the believer by the death of Christ.

L. The Last Things

We believe in the personal and visible return of the Lord Jesus Christ to earth and the consummation of this body. We believe in the resurrection of the body, the final judgment, the eternal joy of the righteous and the endless separation of the wicked from the presence of God.

Article III. Offices

The church shall maintain a registered office in the State of Illinois and a registered agent at such office. The church may have other offices within the state.

Article IV. Membership

Section 1. Role and Responsibilities of Members. Church membership is the mutual acceptance and commitment of the church body to the individual and the individual to the church body. We believe that God has given spiritual gifts to every member of the church to be used in ministry for the church, our local communities and throughout the world. The church is responsible to assist each individual believer to discover and develop his or her spiritual gifts, and to equip each believer for Godly living and ministry. Each individual believer is responsible to live a Godly life and to use his or her gifts in ministry in the church, the local community and the world.

Section 2. Qualifications for Membership. Any person desiring to become a member of this church must: A) Testify to personal faith in Jesus Christ as Savior and Lord, B) Give evidence in daily life (words and actions) of being a disciple of Jesus Christ, C) Be baptized by immersion (at this church or at another like-minded church), and D) Express agreement with the FBCG's vision, mission, statement of faith and membership covenant statement.

Section 3. Procedure for Membership. The Executive Council and Senior Pastor shall establish procedures to insure that any person desiring to become a member of this church shall meet the requirements set forth in Section 2 of this article. Persons recognized as qualified under these procedures shall be added to the membership roll of the church.

Section 4. Categories of Members. There will be the following categories of membership: A) Active members, who demonstrate active involvement in and with the church as determined by policies established by the Executive Council and Senior Pastor, and B) Inactive members, who have ceased to demonstrate active involvement in and with the church. Inactive membership is to be a temporary classification, with members demonstrating long-term inactivity subject to removal from membership. The Executive Council shall ensure that an accurate list of members and classifications to establish those members that are entitled to voting privileges is maintained.

Section 5. Removal of Members. An individual may be removed from the membership of this church for any of the following reasons: A) Voluntary resignation of membership, B) Death, C) Long-term inactivity, or D) Discipline.

Section 6. Discipline of Members. Members agree to submit to the statement of faith, leadership and discipline of FBCG, and the church (through the Executive Council

and Senior Pastor or pastoral staff) shall have the authority to exercise Biblical discipline to members that engage in any activity that brings reproach upon Jesus Christ or the church. The goals of church discipline shall be the spiritual restoration of the individual and the protection of the reputation of the church. The process outlined in Matthew 18:15-17 shall be followed. A member that does not respond appropriately to discipline may be removed as a member of the church.

Section 7. Voting Rights. Each active member age 18 or older is entitled to one vote on each matter submitted to a vote of the membership. With regard to “special business items” a majority of three-fourths (3/4) of the active members present in person or by proxy and voting shall decide all matters submitted to the membership for a vote. With regard to “regular business items” a simple majority of the active members present in person or by proxy and voting shall decide all matters submitted to the membership for a vote. “Special business items” and “regular business items” are defined in the following Section 8 of these bylaws.

Section 8. Governance Responsibilities of Members. FBCG is committed to a congregational form of government, which means that while the Executive Council and Senior Pastor have leadership responsibilities, the membership of the church must participate in the governance and major decisions of the church. The following matters must be approved by the members entitled to vote: A) The approval of the church’s annual budget, B) The approval of members of the Executive Council, C) The approval of members of the Nominating Committee, D) The employment or removal of the Senior Pastor, E) Change of affiliations, F) Consolidation or merger with another church, G) Dissolution of the church, H) The purchase, sale or lease of real estate and construction related to real estate (except when the purchase, sale, lease or construction has a value of less than 10% of the church’s then current fiscal year budget), I) The acquisition of any debt secured by real estate, and J) The amendment of the church’s bylaws. For purposes of applying Article IV, Section 7, and Sections 4 and 7 of Article V of these bylaws, items A,B, and C of this section are considered “regular business items”, and items D,E,F,G,H,I and J are considered “special business items”.

Article V. Meetings of Members

Section 1. Annual Meeting. An annual meeting of the membership shall be held as close to the end of the fiscal year as practical, at such time and place as may be fixed by the Executive Council.

Section 2. Special Meetings. Special meetings of the members may be called by the Senior Pastor, the Executive Council, or by not less than fifteen percent (15%) of the members having voting rights.

Section 3. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the membership shall be delivered, either personally, by regular or electronic mail, or otherwise, to each member entitled to vote at such meeting, at least fourteen (14) days before the date of such meeting, or in the case of a removal of one or more Executive Council members the Senior Pastor, bylaw amendments, a merger, consolidation, dissolution or sale, lease or exchange of substantially all of the church’s assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. When required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be 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. If sent by electronic message, the notice of a meeting will be deemed to

be delivered when sent to the member at his or her electronic address as it appears on the records of the church.

Section 4. Quorum. With regard to regular business items (approval of the annual church budget, approval of members of the Executive Council, approval of members of the Nominating Committee, approval of minutes of members meetings and other such routine matters), the members holding not less than fifteen percent (15%) of the votes which may be cast at any meeting will constitute a quorum at such meeting. With regard to special business items (the employment or removal of the Senior Pastor, change of affiliations, consolidation or merger with another church, dissolution of the church, the purchase, sale or lease of real estate and construction related to real estate (except when the purchase, sale, lease or construction has a value of less than 10% of the church's then current fiscal year budget), the acquisition of any debt secured by real estate, and the amendment of the church's bylaws) the members holding not less than twenty five percent (25%) of the votes which may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Absentee Ballots and Proxies. Absentee ballots, for voting on regular or special matters, shall be available to members who will not be able to attend any meeting. These ballots may be requested from and returned to the chairman of the Executive Council or his or her designate any time prior to the vote. Absentee ballots will include the granting of a proxy by the member to the Executive Council or another church member, to be voted in accordance with the direction of the Executive Council or the designated church member on any matters brought before the congregation during the meeting. Absentee and proxy votes cast will be counted in determining quorum.

Section 6. Voting by Mail. With regard to the approval of Executive Council members the approval of the employment of a candidate for Senior Pastor, and any other matters as may be consistent with Illinois state law, such approval may be conducted by mail (regular or electronic mail) in such manner as the Executive Council determines.

Section 7. Action on Special Business Items. Motions related to any special business items may be introduced at any regular or special business meeting. However, such proposed motions shall not be acted upon until the following duly called business meeting.

Section 8. Procedure for Meetings. The rules contained in Robert's Rules of Order (as updated from time to time), shall guide members meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or Illinois state law.

Article VI. Executive Council

Section 1. General Powers. With the exception of those matters specifically reserved to the members of the church in Article IV, Section 8 of these bylaws, the affairs of the church will be governed by its Executive Council, whose members have been duly appointed to represent the church. The Executive Council shall have the responsibilities and authority normally granted to the board of Executive Council members of like not-for-profit corporations organized under the laws of the State of Illinois. The Executive

Council may designate authority to manage the day-to-day operation of the church to the Senior Pastor and other church officers. The Executive Council shall give authoritative interpretation to the Articles of Incorporation, Bylaws, Guiding Principles and any other established policies of the church.

Section 2. Number and Tenure. The Executive Council shall consist of not less than ten (10) or more than twelve (12) individuals (hereafter referred to as “Executive Council members”). The Senior Pastor shall serve as an ex-officio Executive Council member, and his term of service on the Executive Council shall correspond to his term as Senior Pastor. All other Executive Council members shall be nominated by a Nominating Committee and approved by the members of the church. Each Executive Council member will hold office for a term of not more than three (3) years, or until his or her death or until he or she shall resign, be removed or otherwise have membership on the Board terminated. Executive Council members may serve up to two (2) successive terms. Former Executive Council members are eligible for additional service after a one year absence from the Executive Council.

Section 3. Qualifications. To be eligible to serve on the Executive Council, an individual must be an active, voting member of the church, who has participated in some type of church ministry, demonstrated generosity, and whose life is characterized by spiritual maturity, wise judgment and integrity. Candidates for the Executive Council must commit to comply with the Executive Council Member Code of Conduct, which deals with required fiduciary duties and expected behavior, and is contained in the Executive Council’s Guiding Principles, before being placed on the ballot for approval by church membership. With the exception of the Senior Pastor, paid members of the church staff shall not be eligible to serve on the Executive Council.

Section 4. Nominating Committee. Candidates for Executive Council members may be nominated by any active member of the church (including pastoral staff and other staff members), according to policies and procedures adopted by the Executive Council, with all potential candidates to be screened by a Nominating Committee. The Nominating Committee shall consist of seven (7) members, three of whom shall be recommended by the Executive Council, and four (4) of whom shall be recommended by the sitting Nominating Committee. All seven members of the committee shall be approved by the church members entitled to vote, at the church’s annual meeting. Any active member of the church may be appointed to the Nominating Committee. In recommending appointments to the Nominating Committee, the Executive Council and sitting Nominating Committee shall seek to recommend a committee that reasonably represents the various age, gender and ministry interests of the congregation. Individuals appointed to the Nominating Committee shall serve for a one-year term. The Nominating Committee shall review candidates in accordance with policies approved by the Executive Council, and shall submit final candidates for approval by the members of the church.

Section 5. Regular Meetings. Regular meetings of the Executive Council shall be held not less than quarterly.

Section 6. Special Meetings. Special meetings of the Executive Council may be called by or at the request of the Senior Pastor, the Chairman or any two Executive Council members.

Section 7. Notice. Notice of any special meeting of the Executive Council will be given at least five days previously thereto by written notice delivered personally or sent by mail (regular mail or electronic mail) to each Executive Council member at his or her address as shown by the records of the church. Any Executive Council member may waive notice of any meeting. The attendance of an Executive Council member at any meeting will constitute a waiver of notice of such meeting, except where an Executive Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum. A majority of the Executive Council will constitute a quorum for the transaction of business at any meeting of the Executive Council; but if less than a majority of the Executive Council members are present at said meeting, a majority of the Executive Council members present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting. The act of a majority of the Executive Council members present at meeting at which a quorum is present will be the act of the Executive Council, unless the act of a greater number is required by law, the Articles of Incorporation or by these bylaws.

Section 10. Vacancies. Any vacancy occurring in the Executive Council and any Executive Council membership to be filled by reason of an increase in the number of Executive Council members may be filled by the Executive Council and ratified by the members of the church. An Executive Council member elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

Section 11. Compensation. Executive Council members shall serve as volunteers, and will not receive any stated salaries for their services. It is understood that the Senior Pastor, while not receiving compensation for serving on the Executive Council, will receive compensation for his service as Senior Pastor of the church.

Section 12. Informal Action by Executive Council members. Any action required by law to be taken at a meeting of the Executive Council, or any action which may be taken at a meeting of Executive Council members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Executive Council members.

Section 13. Attendance by Interactive Technology. Executive Council members may participate in any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence at the meeting of the person or persons so participating.

Section 14. Removal. An Executive Council member may be removed for cause, in accordance with policies adopted by the Executive Council and in accordance with Illinois law.

Article VII. Officers

Section 1. Enumeration. The officers of the church will be a Senior Pastor, a Chairman, Vice Chairman, a Secretary, and a Treasurer. The Executive Council may elect or appoint such other officers, including one or more Assistant Secretaries and one

or more Assistant Treasurers, as it deems desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Executive Council.

Section 2. Election and Term of Office. Other than the Senior Pastor, the officers of the church will be elected annually by the Executive Council. Each officer will hold office until their successors are elected and qualified, or until their death, resignation or removal. Election of an officer shall not of itself create contract rights.

Section 3. Removal. Any officer elected or appointed by the Executive Council may be removed by the Executive Council whenever in its judgment the best interests of the church would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Council for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall preside at all meetings of the Executive Council. He shall be ex-officio a member of all committees, and shall perform all duties incident to the office of Chairman and such other duties as may be prescribed from time to time. The Chairman, must be a member of the Executive Council, and shall be elected annually by the Executive Council. The Chairman may serve successive terms as Chairman.

Section 6. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence of the Chairman, as well as such other duties as may be prescribed by the Executive Council from time to time. The Vice Chairman must be a member of the Executive Council, and shall be elected annually by the Executive Council. The Vice Chairman may serve successive terms as Vice Chairman.

Section 7. Senior Pastor. Qualifications for the position of Senior Pastor are outlined in the New Testament. The Senior Pastor will be the principal executive officer of the church and will in general manage all of the spiritual and business ministries and programs of the church in accordance with these bylaws and policies adopted by the Executive Council. The Senior Pastor will have the authority to hire, supervise, and terminate all other church employees, including other pastoral staff. In general the Senior Pastor will perform all duties incident to the office of Senior Pastor as defined in a written job description approved by the Executive Council and such other duties as may be prescribed by the Executive Council from time to time. The Senior Pastor shall serve in an "employment-at-will" situation, for as long as the arrangement is acceptable to the church and the senior pastor. When a vacancy in the office of Senior Pastor occurs, the Executive Council will initiate a search process to establish a candidate for the position. A candidate for Senior Pastor will be nominated by the Executive Council and ratified by the members of the church at a meeting of the members. The Senior Pastor may be removed from office for cause, upon recommendation of the Executive Council and ratification of the members of the church at a meeting of the members. The Executive Council shall have the authority to suspend the Senior Pastor from his duties prior to member action on a recommendation to remove the Senior Pastor from his office.

Section 8. Treasurer. The Treasurer will have charge and custody of and be responsible for all funds and securities of the church; receive and give receipts for moneys due and payable to the church and gifts given to the church from any source whatsoever, and deposit all such moneys in the name of the church in such banks, trust companies or other depositories as are selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such

other duties as from time to time may be assigned to the Treasurer by the Senior Pastor. The Treasurer may, but need not be, a member of the Executive Council.

Section 9. Secretary. The Secretary will keep the minutes of the meetings of the members and of the Executive Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the church; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Senior Pastor or by the Executive Council. The Secretary may, but need not be, a member of the Executive Council.

Section 10. Other Officers. The Executive Council may elect or appoint other Assistant Treasurers and Assistant Secretaries and such other officers as are required by the church. These officers shall perform such duties as shall be assigned to them by the Executive Council. Any such other officers may, but need not be, members of the Executive Council.

Article VIII. Committees

The Executive Council, by a duly adopted resolution, may designate and appoint one or more committees, to assist in the governance of the church, as per Illinois law. Members of such committees, the terms of such members, committee assignments, and purpose and duration of the committee shall be set forth in the resolution establishing the committee. Committee members need not be members of the church, and any committee members may be removed by the Executive Council whenever in its judgment the best interests of the church shall be served by such removal.

Article IX. General Provisions

Section 1. Contracts. The Executive Council 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 confined to specific instances.

Section 2. Checks, Drafts, etc. 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 Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Senior Pastor of the church.

Section 3. Deposits. All funds of the church shall be deposited from time to time to the credit of the church in such banks, trust companies or other depositories as the Executive Council may select.

Section 4. Gifts. The Executive Council may accept on behalf of the church any contribution, gift, bequest or devise for the general purposes or for any special purpose of the church.

Section 5. 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 and Executive Council, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All disclosable books and records of the church may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 6. Fiscal Year. The fiscal year of the church shall begin on the first day of September and end on the last day of August in each year.

Section 7. Indemnification. Each member of the church's board or committees, and each officer of the church shall be indemnified by the church against all expenses actually and necessarily incurred by such member or officer in connection with the defense of any action, suit or proceedings to which he has been made a party by reason of his being or having been such member or officer except as to matters as to which such member or officer shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

Section 8. Tax-exempt provisions

A) This church is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future US Internal Revenue law – hereinafter the “Code”). Notwithstanding any other provision of these bylaws, this church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this church, and the church shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

B) No substantial part of the activities of this church shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this church shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Code.

C) The property of this church is irrevocably dedicated to religious purposes, as set forth in Article II above. No part of the net earnings of this church shall inure to the benefit of its Executive Council members, officers, or members, or to any individual.

D) Upon dissolution of the church, all outstanding debts of the church shall be paid and the remaining assets shall be transferred to such religious, educational or charitable organization(s) as shall be selected by the Executive Council and ratified by the members of the church, provided that such organization(s) shall be described in Section 501(c)(3) of the Code and exempt from taxation under 501(a) of said Code.

Article X. Amendments to Bylaws

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the membership of the church. Such action may be taken at a regular or special meeting for which written notice of the purpose is given. The Bylaws may contain any provisions for the regulation and management of the affairs of the church not inconsistent with law or the Articles of Incorporation.