Constitution Committee Report

The IBSA Constitution Committee met on March 26, 2026 and August 27, 2026 to review the IBSA Constitution, the Bylaws for both the Baptist Children's Home and Family Services (BCHFS) and the Baptist Foundation of Illinois (BFI), and the Association's Officer and Committee Manual as directed in Article VIII, Section 8 of the IBSA Constitution.

SUMMARY OF PROPOSED AMMENDMENTS FOR SECOND READING

This past Spring, the Constitution Committee engaged legal counsel to review language up for second reading and approval this year. As a result of this consultation, **the Constitution Committee recommends that messengers vote to rescind all language up for second reading in all documents this year.** This will allow for a strategic pause to further review the documents and ensure all language properly articulates IBSA's ministry and its relationships with BFI and BCHFS.

The pages following this report contain, in red print, the changes to the IBSA Constitution, BFI Bylaws, and BCHFS Bylaws for second reading, which received first reading at the 2025 IBSA Annual Meeting. The committee recommends **rescinding** these second reading changes. The committee has no recommendations for first readings.

Respectfully Submitted:
Will Ferguson
Jared French, Chair
Corey Menken
John Newby, Vice Chair
Jenn Philbrick
Joe Radosevich
Robert Semanik
Kathy Stanford
Mark Staton, Secretary
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2027 Officers:
Joe Radosevich, Chair
Corey Menken, Vice Chair
Will Ferguson, Secretary

CONSTITUTION

Illinois Baptist State Association

Complete document approved November 12, 2015
Updates approved November 5, 2025

ARTICLE I

NAME AND ENTITIES

The name of this organized body of messengers from autonomous, cooperating Baptist churches is Illinois Baptist State Association, hereinafter referred to as The Illinois Baptist State Association or the Association.

Through the election of independent boards of directors or trustees, the Association facilitates ministry to its cooperating churches through three separate entities: the "mission board" of IBSA (hereafter referred to as "IBSA the Corporation"), the Baptist Children's Home and Family Services (hereafter referred to as "BCHFS"), and the Baptist Foundation of Illinois (hereafter referred to as "BFI").

IBSA the Corporation received a charter as a~~n~~ Illinois Corporation on November 2, 1907, at Marion, Illinois, and is governed by the Illinois General Not For Profit Corporation Act. The purpose of IBSA the Corporation is to assist in establishing and developing effective Baptist churches in their context. IBSA the Corporation shall engage in other related activities it considers relevant to its corporate fellowship.

BCHFS is a nonprofit agency that is a ministry of ~~Southern~~ Illinois Baptists ~~in Illinois~~ established in 1918 and incorporated in 1939 under the laws of the State of Illinois. ~~The Corporation~~ BCHFS recognizes the value of children and families and is dedicated to strengthening families across Illinois by sharing hope in Christ.

BFI was formed under the laws of the State of Illinois in 1965 and is organized to serve and further the development of any religious, benevolent, charitable, educational or missionary purpose, undertaking, institution, or agency operated, sponsored, sanctioned, supervised or supported by the Illinois Baptist State Association.

ARTICLE II

NATURE AND PURPOSE

The Illinois Baptist State Association is an organized body of messengers from autonomous Baptist churches cooperating to encourage sound Biblical doctrine, cooperative missions, and Baptist fellowship. As an autonomous body, the Association shall not violate the autonomy of any church or other Baptist body.

ARTICLE III

DOCTRINE

Section 1. The Association affirms the Bible as the basis of Baptist faith and practice.

Section 2. Illinois Baptists have used various confessions of faith to better explain their understanding of the Bible. The Association acknowledges the value of these various documents, especially the Philadelphia Confession of Faith (1742), the New Hampshire Confession of Faith (1833), and the Baptist Faith and Message of the Southern Baptist Convention statement of 1925, with revisions in 1963, 1998, 2000, and 2023. The Association encourages Baptist congregations and local associations to use confessions of faith as resources to inform and edify concerning the basic tenets of biblical faith. These documents will thus equip churches and church members as they seek to fulfill Baptists' historic commitment to evangelism, discipleship, missions, education, godly living, and mutual cooperation in bearing a Baptist witness to the world.

Section 3. The churches of the Association have historically recognized that there are distinctive doctrines that both unify Baptists and distinguish them from other Christian groups. Throughout history, doctrinal statements have been adopted that express the common, but not necessarily universally held, elements of Christian faith. Baptists have always cherished the belief that individuals and churches are to study the Bible and form their beliefs as the Holy Spirit leads them. In keeping with this history, the Association affirms the following statement as a basis of our continued cooperation in sharing ~~our message~~ biblical truth with the people of Illinois and the whole world:

1. Confessions of faith constitute a consensus of opinion of some Baptist body for the general instruction and guidance of its people and others concerning those articles of the Christian faith which are most surely held among us.

2. The Association does not regard confessions of faith as complete statements of doctrine, having any quality of finality or infallibility. Baptists should hold themselves free to revise their statements of faith as may seem to them wise and expedient at any time while remaining true to Holy Scripture.

3. Any group of Baptists has the inherent right to draw up for itself and publish to the world a confession of faith whenever the group determines it advisable to do so.

4. The sole authority for faith and practice among Baptists is the Scriptures of the Old and New Testaments. Confessions are only guides in interpretation, having no authority over the individual conscience.

5. Confessions of faith are statements of religious convictions, drawn from the Scriptures, and as such are not to be used to hamper freedom of thought or investigation into other realms of life.

Section 4. ~~We~~ The Association affirms that the Baptist Faith and Message of the Southern Baptist Convention adopted in 1925, and revised in 1963, 1998, 2000, and 2023, represents a consensus of Baptist beliefs for general instruction and guidance.

These documents may be used with confidence by local churches and associations, and contain statements of Christian convictions, drawn from the Scriptures, affirming historic Baptist beliefs including the doctrines of soul competency, the priesthood of all believers, and salvation by grace alone, through faith in Jesus Christ. Cooperating churches or other interested parties may be instructed in how they might obtain a current publication of these documents by contacting IBSA the Corporation.

ARTICLE IV

ASSOCIATION COOPERATION

Section 1. The Association, in session, shall be composed of messengers who, as members of cooperating Association churches, are elected and certified by said churches that have voluntarily accepted the nature, purpose, and doctrinal affirmation of the Association and that have been approved by vote of the messengers of the Association in session, based upon the recommendation of the Credentials Committee of the Association (see Article VIII, Section 7).

Section 2. The Credentials Committee of the Association shall receive and review all applications for cooperation, as well as constitutions and bylaws, operative documents, statements of faith (in accordance with Article III Section 2) and other documents requested by the committee, from those churches seeking to cooperate with the Association. The Credentials Committee of the Association shall then make recommendations to the messengers of the Association in session regarding those churches' requests for cooperation with the Association.

Section 3. A church will be considered a cooperating church with the Association when it has submitted an annual church profile and has contributed financially to the Association through the Cooperative Program of the Southern Baptist Convention, and/or the Mission Illinois Offering the preceding year to fulfill the nature, purpose, and doctrinal affirmations of the Association.

Section 4. Cooperating churches who subsequently fail to fulfill the requirements of cooperation shall be subject to review and possible designation as non-cooperating and thereby unable to seat messengers at the Annual Meeting of the Association.

1. As soon as reasonable, after the closing of the Annual Meeting of the Association the Credentials Committee shall check available records to identify churches failing to meet the requirements of a cooperating church.

2. During the course of the year, the Credentials Committee shall work with the staff of IBSA the Corporation to make every effort to encourage non-cooperating churches to begin fulfilling all of the expectations of a cooperating church.

3. The Credentials Committee, with assistance from the staff of IBSA the Corporation will assume responsibility for communicating with churches who fail to meet the requirements of a cooperating church. Determination will be made as to the church's intent/desire to continue as a cooperating church in the Association. The Association reserves the right to designate as non-cooperating churches who do not fulfill the cooperation requirements of the Association.

4. The Credentials Committee shall report its findings and recommendations at the next Annual Meeting of the Association.

Section 5. Each cooperating church of the Association shall be entitled to four (4) messengers, plus one messenger for each multiple of fifty (50) resident members, except that no church shall exceed fifteen (15) messengers.

Section 6. Voting privileges are given only to seated messengers from cooperating churches of the Association.

Section 7. Messengers elected and certified by cooperating churches shall be seated at each Annual Meeting of the Association, upon verification by and recommendation of the Credentials Committee.

Section 8. Churches seeking cooperation with the Association may have their messengers seated, upon recommendation by the Credentials Committee and approval by the Association in session.

Section 9. Any motion charging doctrinal incompatibility against a cooperating church of the Association shall only be presented in writing by a messenger at an Annual Meeting and will be automatically referred to the Credentials Committee.

1. The Credentials Committee shall seek additional information or evidence and, along with the accusing messenger, shall consult with the leadership of the church being charged to determine the validity of the charges.

2. The Credentials Committee shall report its findings and recommendations to the next Annual Meeting of the Association.

Section 10. Upon recommendation of the Credentials Committee, the Illinois Baptist State Association in annual session reserves the right to designate as non-cooperating any church of the Association for failure to conform to Article IV Section 3 or Article IV Section 9, by a 2/3 vote of the messengers present and voting.

ARTICLE V

MEETINGS OF THE ASSOCIATION

Section 1. The Association shall meet in annual session at such time and place as it may determine.

Section 2. Special meetings of the Association may be called:

1. Upon the request of five (5) messengers at the Annual Meeting of the Association in writing to the president of the Association or by two officers of the Association in writing to the chairperson of the Board of Directors of IBSA the Corporation.

2. Approval of a Special Meeting shall require a two-thirds affirmative vote of those present and voting either by the messengers at the Annual Meeting of the Association or by the Board of Directors of IBSA the Corporation.

Section 3. The time and/or place of the Annual Meeting or special meetings of the Association ~~IBSA~~ may be changed upon approval of two-thirds of the Board of Directors of IBSA the Corporation.

Section 4. If emergency circumstances prohibit an in-person Annual Meeting of the Association, the Board of Directors of IBSA the Corporation shall be authorized to conduct the essential operational business of the Association, excluding Constitutional and Bylaw changes, until the time of the next Annual Meeting of the Association.

Section 5. In case of the absence of the vice president from the Annual Meeting or special meetings of the Association, the president shall appoint an assistant, subject to the approval of the messengers, to serve when the Association is in session.

Section 6. In case of the absence of the president from the annual or special meetings of the Association, the vice president shall assume the duties of the president, retaining the position of vice president. The vice president may appoint an assistant, subject to the approval of the messengers, to serve when the Association is in session.

Section 7. Motions made by messengers dealing with internal operations or ministries of an entity shall be referred to the elected board of the entity for consideration and a report to the constituency and to the next Annual Meeting of the Association. On all matters referred by the messengers, the Association entities (IBSA the Corporation, BCHFS, BFI) shall respond in writing at the close of their report in the Book of Reports and the *Annual of the Association*, giving specific information on:

1. How the matter referred was considered,
2. How it was reported to the constituency; and,
3. Any actions on the matter taken by the entity or action proposed to the Annual Meeting of the Association.

ARTICLE VI

OFFICERS OF THE ASSOCIATION

Section 1. The officers of the Association shall be a president, a vice president, a recording secretary, and an assistant recording secretary.

1. Election of the president and the recording secretary shall take place during the first session of the annual meeting. Election of the vice president and the assistant recording secretary shall take place during the final session of the annual meeting.

2. Officers must have been members in residence of cooperating churches of the Association for at least the twelve months immediately prior to their election, shall continue such membership during their term, and shall not be eligible to serve more than two consecutive full terms. No employee of the entities or corporations of ~~IBSA~~ the Association or family member of an employee of the entities or corporations of ~~IBSA~~ the Association, nor any person whose salary is subsidized by the entities or corporations of ~~IBSA~~ the Association, nor any person whose service shall provide a conflict of interest, shall serve as an officer of the Association.

3. These officers shall be elected annually by ballot, except that by unanimous consent, any single nominee for an office may be elected by acclamation.

Nominations for officers shall be received from messengers present at the Annual Meeting of the Association. All nominators, after obtaining prior consent of the nominee, in their nomination speech shall include but not be limited to: 1) the name and role of the nominee, 2) the nominee's history of service to the Association, and 3) the history of participation in the Cooperative Program of the Southern Baptist Convention and/or the Mission Illinois Offering by the nominee's church and/or the nominee personally. Newly elected officers shall be installed during the Annual Meeting and shall assume responsibilities at the conclusion of the Annual Meeting. They shall serve until the end of the next Annual Meeting and until their successors assume office.

4. Election of all officers shall be determined by a majority vote, not simply a plurality vote when three or more candidates are considered.

Section 2. The President shall preside at meetings of the Association. The president shall be an ex-officio member with vote of the Board of Directors of IBSA the Corporation, the Board of Trustees of the BCHFS, and the Board of Trustees of the BFI. The president shall serve as an ex-officio member of all committees of the Association without vote. The immediate past president shall serve as an ex-officio member without vote of the Board of Directors of IBSA the Corporation, the Board of Trustees of the BCHFS, and the Board of Trustees of the BFI for one (1) year and shall be ineligible for election to all entity ~~the~~ boards until one (1) year has elapsed following the year of ex-officio service.

Section 3. The vice president, in the absence of or at the request of the president, shall preside at meetings of the Association. The vice president shall be an ex-officio member with vote of the Board of Directors of IBSA the Corporation, the Board of Trustees of the BCHFS, and the Board of Trustees of the BFI. The vice president shall serve as an ex-officio member of all committees of the Association without vote.

Section 4. The recording secretary shall be accountable for recording the proceedings of the Association in session. A certified copy of the minutes of the Annual Meeting of the Association shall be submitted to the Executive Director of IBSA the Corporation for inclusion in the *Annual of the Association*. The recording secretary shall convene meetings of the Association in the absence of the president and the vice president and shall be an ex-officio member with vote of the Board of Directors of IBSA the Corporation, the Board of Trustees of the BCHFS, and the Board of Trustees of the BFI. The recording secretary shall serve as an ex-officio member of all committees of the Association without vote.

Section 5. The assistant recording secretary shall perform the duties of the recording secretary in the absence of or at the request of the recording secretary. The assistant recording secretary shall be an ex-officio member with vote of the Board of Directors of IBSA the Corporation, the Board of Trustees of the BCHFS, and the Board of Trustees of the BFI. The assistant recording secretary shall serve as an ex-officio member of all committees of the Association without vote.

Section 6. With the exception of the president (see Section 2), immediate past officers of the Association (vice-president, recording secretary, and assistant recording secretary) shall be ineligible for membership on the boards of all the Association's entities until one (1) year has elapsed.

Section 7. In the event the president of the Association is unwilling or unable to complete the term of office, the vice president of the Association shall assume the office of president, vacating the office of vice president. Assumption of the office of president by the vice president will be considered a full term providing the major fraction of the term is served.

Section 8. A detailed guideline of the work of each officer of the Association shall be placed in the Officer and Committee Manual of the Association. Such guidelines shall include a particular method for reviewing and dismissing officers for violations of policy which are deemed necessary by its members for ~~the~~ effective and ethical service.

~~**ARTICLE VII**~~

~~BOARD OF DIRECTORS OF IBSA THE CORPORATION~~

~~**Section 1.** The Illinois Baptist State Association is an autonomous body. It shall be solely responsible for its organization. It shall elect a Board of Directors of IBSA the Corporation to direct all affairs of the Association between annual meetings. One third (1/3) of the members of the board of IBSA the Corporation shall be elected at each Annual Meeting of the Association for a three-year term.~~

~~**Section 2.** The Board of Directors of IBSA the Corporation shall determine the work to be performed by and the resources to be apportioned to all related organizations of the Association except those related entities existing as separate corporations.~~

~~1. The Board of Directors of IBSA the Corporation shall be composed of thirty-three (33) members. Twenty-four of the members shall be elected from six regions apportioned decennially by the Board of Directors of IBSA the Corporation and nine of the members shall be elected from the state at large.~~

~~2. The Board of Directors of IBSA the Corporation shall determine its time of meeting, organization, and method of procedures subject to the Constitution of the Association. The Board of IBSA the Corporation may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.~~

~~3. The Board of Directors of IBSA the Corporation shall employ one Executive Director of IBSA the Corporation to accomplish the objectives the board may determine and shall set policy limits within which the Executive Director of IBSA the Corporation shall function.~~

~~4. The Executive Director of IBSA the Corporation shall form and manage the staff of IBSA the Corporation and shall have only such authority as has been delegated by the Board of Directors of IBSA the Corporation.~~

~~5. The Executive Director of IBSA the Corporation shall serve as an ex-officio member without vote on the respective boards of IBSA the Corporation, the~~

BCHFS, and the BFI, but may be excused from executive sessions of the boards unless requested to remain by decision of the boards.

Section 3. Members of the Board of Directors of IBSA the Corporation shall be recommended by the Nominating Committee of the Association according to Article VIII Section 6. Nominees shall be published during the Annual Meeting and shall assume responsibilities at the conclusion of the Annual Meeting. They shall serve until the end of their respective terms and until their successors assume office. Terms shall be specified as ending at the conclusion of the Annual Meeting.

1. Individuals may not serve for more than two consecutive terms or major fraction thereof until one year has elapsed from their last date of service on the board.

2. In the event a member of a board is absent from more than one-half of the scheduled board and committee meetings in a twelve (12) month period, their position will automatically become vacant.

3. If vacancies occur between Annual Meetings of the Association, prospective board members may be nominated by the Nominating Committee of the Association and considered by the board of IBSA the Corporation.

4. The primary criteria to be used by the Nominating Committee of the Association for the selection of nominees to the board of IBSA the Corporation are:

    a. the individual's ability to make a maximum contribution toward attaining the goals of IBSA the Corporation,

    b. the goal of equitable representation of members from across the state,

    c. the membership of the board consisting of a minimum of one-third (1/3) laypersons. (A lay person shall be defined as anyone who is not vocationally employed in a ministry position by a church or association. A lay person who begins ministry employment with a church or association during a term of Board service shall be eligible to continue service until the expiration of his/her term),

    d. the consideration of an individual's special skills and abilities

    e. the maintaining of an equal number of Class A (one year remaining), Class B (2 years remaining), and Class C (3 years remaining) members among those serving on the board,

    f. the reservation of membership on the board of IBSA the Corporation for those persons who are members of cooperating churches of the Association and who have been members in residence of cooperating churches for at least twelve (12) months immediately prior to their election, and who continue such membership during their term,

    g. the prohibition of any cooperating church of the Association from having more than one (1) member on any one IBSA entity board at the same time or more than two (2) members on all Association entity

boards at the same time. A member of the board of IBSA the Corporation moving to a church which has a member on the board of IBSA the Corporation or two (2) members on all Association entity boards shall resign. Officers of the Association are excepted from the moving provision.

h. the stipulation that the members of any Association entity board must meet the requirements established by any licensing agency applicable to that Association entity board,

i. the courtesy of considering the recommendation of the Executive Director and the chair of the Association entity board.

5. No employee of the entities or corporations of the Association, or family member of an employee of the entities or corporations of the Association, nor any person whose salary is subsidized by the entities or corporations of the Association, nor any person whose service shall provide a conflict of interest, (other than those disclosed to and approved by the Board of IBSA the Corporation), shall serve as a member of the board of IBSA the Corporation.

Section 4. During the fiscal year, the Board of Directors of IBSA the Corporation shall not obligate IBSA the Corporation to expenditure nor incur accumulative indebtedness that will exceed its annual budget by an amount greater than three percent of its annual budget.

Section 5. The president of the Association shall recommend to the Association in session a firm of certified public accountants to audit the financial records of IBSA the Corporation for the ensuing year. The Board of Directors of IBSA the Corporation shall submit to the Association a report of its finances and shall submit to the Association in annual session a proposed financial program or budget for the ensuing year. Such proposal shall be based on the anticipated gross receipts according to its financial report.

Section 6. Only the properties and assets of IBSA the Corporation shall be owned by the Corporation. The Board of Directors of IBSA the Corporation, by a two-thirds vote of the board members present and voting, may purchase, or otherwise acquire, lease, mortgage, sell, exchange, or otherwise dispose of any property, personal or real, of IBSA the Corporation. The Association in annual session must approve the sale, lease, exchange or otherwise disposal of over one-half the fair market value of all of the property of IBSA the Corporation, other than in the usual and regular course of its activities. The Board of Directors of IBSA the Corporation may appoint and delegate the authority to committees to act for them in the interim of their sessions. These committees shall not have authority to mortgage, exchange, or otherwise dispose of the property, personal or real, of IBSA the Corporation, unless specifically authorized and directed to do so by a two-thirds vote of the Board of IBSA the Corporation.

Section 7. A quorum shall be present for any action of the Board of Directors of IBSA the Corporation, or any committee of the board. Fifty-one percent of the members of the board or committees of the board, in office at the time of the meeting, shall constitute a quorum.

Section 8. The officers of the Board of Directors of IBSA the Corporation shall be a chair, a vice-chair, and a recording secretary. These officers shall be elected annually by the board at its last meeting prior to the Annual Meeting of the Association. They shall serve no more than two consecutive terms in any one elected board office. Members of the board whose final term expires shall not be eligible for re-election as an officer. Officers of the Board of Directors of IBSA the Corporation shall serve on the Advisory Committee of the board with vote and shall serve with vote on the board committee to which they are elected, however they shall serve on the other standing committees of the board as ex-officio members without vote.

Section 9. It shall be the duty of the board chair to preside at all meetings of the board, and to perform such other duties as usually pertain to this office. The chair shall be an ex officio member without vote of all committees of the board.

Section 10. It shall be the duty of the board vice-chair to perform the duties of the board chairperson in the absence of the chair. In the event of the death or resignation of the chair, the vice-chair shall serve until a new chair is elected.

Section 11. It shall be the duty of the board secretary to keep an accurate account of the proceedings of each meeting of the board, and to perform such other duties as usually pertain to this office.

Section 12. The chair of the board shall initiate an annual evaluation of that entity's executive officer, using the forms and processes adopted by the board.

Section 13. The board of IBSA the Corporation shall submit for consideration by the Association in session a budget in keeping with Section 5. The board shall have the authority to change line items, providing the total budget figure remains the same as approved by the Association in session. The board of IBSA the Corporation shall submit for consideration by the Association any plans for new special offerings or capital fund-raising activities. Authorized offerings for state-wide promotion are: 1) the Annie Armstrong Easter Offering for North American Missions, 2) the Mothers Day's Offering for the Baptist Children's Home and Family Services, 3) the Mission Illinois Offering, 4) the Lottie Moon Christmas Offering for International Missions, and 5) the World Hunger Offering.

Section 14. The board of IBSA the Corporation shall be organized into standing committees. Each committee shall have a chairperson, a vice-chairperson, and a secretary. At the last committee meeting of the year, officers are elected for the following year. The chairperson of the board, in consultation with the Executive Director, shall appoint each board member to one standing committee each year. The standing committees shall evaluate, approve, and recommend to the board such goals as may pertain to that committee's area of responsibility.

Section 15. The standing committees of the Board of Directors of IBSA the Corporation are:

1. The Administrative Committee will review board policy and recommend adjustments to ensure efficient operations of the board and the staff of IBSA the Corporation, in order that the various segments of IBSA the Corporation may effectively work together to achieve the mission, vision, and goals of IBSA the Corporation.

2. The Strategic Planning Committee will work directly with the Executive Director to assess the needs of churches and associations, to establish and recommend to the Board of Directors mission, vision and goal statements, to assist the Board of Directors in identifying end results that are desired from the activities and ministries of IBSA the Corporation, to assess the effectiveness of IBSA the Corporation's delivery of services, to recommend effective communication channels, and to recommend special ministry projects that will assist IBSA the Corporation in accomplishing its mission, vision, and goals.

3. The Resource Development Committee shall assist the Executive Director in gathering and recommending the distribution of resources to meet the mission, vision, and goals of IBSA the Corporation. It will assist in budget development, allocation of Cooperative Program resources, long range financial planning, and management of all facilities of IBSA the Corporation.

4. The Advisory Committee shall consist of: 1) the chair of the board, as Advisory Committee chair, 2) other officers of the board, and 3) the chair of each of the other standing committees of the board. The Advisory Committee will act as counsel for the executive officer. In the event of the death, incapacity, or prolonged absence of the executive officer, the Advisory Committee shall assume responsibilities for day-to-day operations until the next meeting of the board and shall report to the board at each regular and special meeting any actions it has taken in the interim.

Section 16. Regular meetings of the board of IBSA the Corporation and the committees of the board shall be held at least semi-annually. The board shall fix the dates, times, and places of its meetings. Special meetings may be called by two officers of the board. At least seven days written notice of the date, time, and place shall be given to each member of the board by the person(s) calling the meeting. The notice shall state the nature of the business to be considered at the special meeting, and no business other than that stated in the notice shall be considered at such meeting.

Section 17. A detailed guideline of the work of the board of IBSA the Corporation will be placed in the Policy and Procedures Manual of the board. Such guideline shall include a particular method for reviewing and dismissing members for violations of policy which are deemed necessary by its members for effective and ethical service.

ARTICLE VII~~I~~

STANDING COMMITTEES OF THE ASSOCIATION

Section 1. The standing committees of the Association shall be: 1) Committee on Committees, 2) Committee on Order of Business, 3) Nominating Committee, 4) Credentials Committee, 5) Constitution Committee, 6) Resolutions and Christian Life Committee, and 7) Historical Committee.

Section 2. The standing committees of the Association shall consist of twelve (12) members each. One-third (1/3) of the members shall rotate off annually. Any person having served three (3) years, or major fraction thereof, shall be ineligible

for re-election to the same committee until at least one (1) year has elapsed. Committee membership shall be reserved for those who have been a member in residence of cooperating churches of the Association for at least twelve (12) months immediately prior to election, and who continue such membership during their term.

1. No employee of the entities or corporations of the Association or family member of an employee of the entities or corporations of the Association, nor any person whose salary is subsidized by the entities or corporations of the Association, nor any person whose service shall provide a conflict of interest, shall serve as a member of any standing committee of the Association.

2. No person may serve simultaneously as a member of the board of any Association entity and as a member of an Association standing committee.

3. In the event committee members absent themselves from two (2) consecutive committee meetings that appear on the Association calendar, their positions shall be automatically vacant.

4. A quorum shall be present for any action of the standing committees. Fifty-one (51) percent of the members of the committee in office at the time of the meeting shall constitute a quorum.

5. The Committees of the Association may permit any or all members to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all members participating may hear each other simultaneously during the meeting. A member participating in a meeting by such means is deemed to be present in person at the meeting.

6. If a person has been elected to a standing committee or an ad hoc committee of the Association and then is later elected to the position of an officer of the Association, such person shall vacate the committee role in order to fulfill the role of an officer. Such vacancies shall be handled in the same manner of committee vacancies that may occur for any other reason.

7. No church shall have more than one (1) member on a standing committee of the Association at the same time, with no more than two (2) different members from one church on all standing committees of the Association. A member of a standing committee moving to a church which has a member on that same committee or two (2) members on all standing committees shall resign. Officers of the Association are excepted from the moving provision.

8. If vacancies occur on a standing committee between Annual Meetings, that committee will function with the number of members left on the committee until the next Annual Meeting of the Association.

Section 3. Upon assuming office, the newly elected president of the Association shall appoint members to fill vacancies on the Committee on Committees.

Section 4. The Committee on Committees shall submit a written report at each Annual Meeting of the Association and shall nominate ~~at each Annual Meeting of the~~

~~Association~~ persons for membership on all standing committees and all ad hoc committees, including all committee vacancies, with the exception of the board committees of the Association entities. While serving on the Committee on Committees, members shall be ineligible for nomination to other standing committees and all ad hoc committees of the Association.

Section 5. The Committee on Order of Business shall suggest a program including an order of business for the Annual Meeting of the Association. It shall provide time for the introduction of matters requiring a vote not scheduled on the agenda and shall fix a time for the consideration of the same. The committee shall submit a written report to each Annual Meeting of the Association and shall recommend the time and place for the Annual Meeting of the Association three (3) years in advance. The committee shall recommend a speaker for the annual sermon for the succeeding Annual Meeting of the Association.

Section 6. The Nominating Committee of the Association shall submit a written report to each Annual Meeting of the Association and shall nominate members for the boards of the entities of the Association to the Association in session. If vacancies occur between annual meetings of the Association, prospective board members shall be nominated by the Nominating Committee of the Association and considered by the entity board where the vacancies occur. While serving on the Nominating Committee, members shall be ineligible for nomination to the boards of entities of the Association.

Section 7. The Credentials Committee shall register all qualified messengers, those elected and certified by cooperating churches, at each annual meeting and special meetings of the Association.

1. The committee shall monitor the registration of church messengers at the meetings of the Association and dispense all official materials.

2. The committee shall receive and review all applications for cooperation, constitutions and bylaws, operative documents, statements of faith, (in accordance with Article III, Section 2) and other documents requested by the committee from those churches seeking to cooperate with the Association. The committee shall ~~then~~ submit a written report to each Annual Meeting of the Association and shall make recommendations to the messengers of the Association in session regarding churches requesting to cooperate with the Association.

3. The Credentials Committee shall also review information regarding churches which may fail to fulfill the requirements of cooperation and shall make recommendations to the Association in session regarding the cooperating status of said churches, including but not limited to issues of doctrinal affirmation. (See also Article IV Section 3)

4. It shall also be the responsibility of the Credentials Committee to count all ballots at the Annual Meeting.

Section 8. The Constitution Committee shall review the Constitution and the Officer and Committee Manual of the Association at least annually.

1. The committee shall submit a written report to each Annual Meeting of the Association, containing an assessment of the work of the Association in light of the Constitution's constraints, and any suggestions for adjustments or amendments. The committee shall consider and make recommendations on all proposed amendments to the Constitution. When requested, interpretation of the Constitution shall be given by the committee through its chairperson or a designee of the committee.

2. The committee shall make updates and changes to the Officer and Committee Manual of the Association.

Section 9. The Resolutions and Christian Life Committee shall prepare and submit a written report to the Association in session, and shall present all resolutions, which it deems appropriate for adoption, and report on all matters submitted to it by messengers of the Association, with or without recommendations or amendments. All proposed resolutions shall be referred to the Resolutions and Christian Life Committee no later than the end of the first session of the Annual Meeting of the Association.

Section 10. The Historical Committee shall procure and preserve historical records relevant to the history of Illinois Baptists. In addition, the committee shall seek to keep the churches and messengers of the Association informed of those items which it deems of historical significance to the life and ministry of the Association. The committee shall submit a written report to each Annual meeting of the Association.

Section 11. The Executive Director of IBSA the Corporation shall serve as an ex-officio member without vote on all standing committees of the Association. The standing committees shall request of the Executive Director of IBSA the Corporation such assistance or work as they may require. Allocated resources shall be prescribed in the annual budget of IBSA the Corporation for all standing committees of the Association.

Section 12. A detailed guideline of the work of each standing committee of the Association shall be placed in the Officer and Committee Manual of the Association. Such guideline shall include a particular method for reviewing and dismissing members for violations of policy which it deems necessary for the effective and ethical service by its members.

Section 13. The Association shall create such ad hoc committees as it may require. The nomination of committee members shall be made by the Committee on Committees. The allocated resources of each ad hoc committee shall come from available funds of IBSA the Corporation with the recommendation of any limitations of funds coming from the Executive Director of IBSA the Corporation and approval by the Board of Directors of IBSA the Corporation or the Association in session.

ARTICLE ~~IX~~ VIII

RELATED ENTITIES OF THE ASSOCIATION

Section 1. The Illinois Baptist State Association is the sole member and controlling

entity of IBSA the Corporation, of the Illinois Baptist Children's Home and Family Services (BCHFS) and of the Baptist Foundation of Illinois (BFI), all of which are corporations governed by the Illinois General Not For Profit Corporation Act.

Section 2. A Coordinating Council shall: 1) coordinate the work of IBSA the Corporation, BCHFS and BFI to facilitate harmony and unity, 2) ~~decide~~ help arbitrate matters of dispute between the entities, and 3) ~~give~~ offer direction to the boards of each entity in matters not clearly defined in this Constitution, written policy, bylaws or law. The Coordinating Council shall be comprised of the president of the Association, the vice-president of the Association, the chair and the vice-chair of each entity's board, and the executive officer of each entity operating under the direction of each entity's board.

1. Each member of the council shall be a voting member.

2. The president of the Association and the vice-president of the Association shall serve as the chair and the vice-chair, respectively, of the Coordinating Council.

3. The Coordinating Council shall meet at least semi-annually and report to the Association during each annual meeting.

4. The president of the Association shall be empowered to call additional meetings of the Coordinating Council as necessary.

Section 3. The Association alone in annual session shall authorize new entities set apart by the Association and the composition of the board to govern such separate entities. The Association alone in annual session shall authorize the dissolution or merger of any of the entities of the Association.

Section 4. The president, vice president, recording secretary, assistant recording secretary of the Association, and executive director of the IBSA the Corporation shall serve as ex-officio members of the boards of IBSA the Corporation, BCHFS and BFI. The executive director of IBSA the Corporation shall serve without vote. The president, vice president, recording secretary and the assistant recording secretary of the Association shall serve with vote.

Section 5. No cooperating church of the Association shall have more than two (2) members on the collective boards of the IBSA the Corporation, BCHFS and BFI at any one time.

Section 6. The president of the Association shall report to the Association in annual session the firm(s) of certified public accountants selected by IBSA the Corporation, BCHFS and BFI to audit the financial records of each entity for the ensuing year. IBSA the Corporation, BCHFS and BFI shall each submit a financial report to the Association in annual session, and a proposed budget for its approval.

Section 7. The Nominating Committee of the Association will nominate board members for IBSA the Corporation, BCHFS, and BFI for election by the Association in annual session, with consideration given to suggestions from board members and executive director of the respective entities.

ARTICLE IX

AMENDMENTS

All proposed amendments to the Constitution of the Association must be submitted in writing to the Constitution Committee no later than three (3) months prior to the Annual Meeting for possible presentation and first reading at the Annual Meeting. All motions to amend the constitution presented at the Annual Meeting will automatically be referred to the Constitution Committee by the Presiding Officer for review and recommendation to the messengers at the next annual meeting.

1. Such proposed amendments which may be recommended by the Constitution Committee shall be presented at two (2) consecutive annual meetings of the Association, the first for reading only, the second for reading, consideration, and vote.

2. All proposed amendments shall be reviewed by an attorney, parliamentarian, and/or financial advisor, at the discretion of the Constitution Committee chairperson or the Executive Director of IBSA the Corporation, prior to presentation to the Association for consideration.

3. Such recommendations shall be considered by messengers during the first session of the Annual Meeting of the Association.

4. No vote is required at the time of first reading. Following the second reading and the subsequent consideration, a two-thirds (2/3) affirmative vote of those messengers present, and voting is required for approval of such recommendations.

5. Amendments shall become effective at the close of the Annual Meeting of the Association in which they are properly presented and approved, unless otherwise provided in the amendment.

ARTICLE X~~I~~

PARLIAMENTARY AUTHORITY

The president of the Association shall appoint a parliamentarian, subject to the approval of the messengers, to serve when the Association is in session. Parliamentary rulings shall be governed by the current edition of the Robert's Rules of Order.

~~**ARTICLE XII**~~

~~INDEMINIFICATION~~

~~**Section 1. Indemnification in Actions other than by or in the Right of the Corporation.** IBSA the Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the Right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer,~~

employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Corporation. IBSA the Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, employee, or agent of IBSA the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by IBSA the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors of IBSA the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a

~~civil or criminal action, suit, or proceeding may be paid by IBSA the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors of IBSA the Corporation in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.~~

~~**Section 6. Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.~~

~~**Section 7. Insurance.** IBSA the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.~~

~~(Article XII was approved for insertion 11-2-16.)~~

ARTICLE XI~~II~~

MERGER/DISSOLUTION

Only the Illinois Baptist State Association in annual session shall authorize the dissolution or merger of any of the Association entities (~~the~~ IBSA the Corporation, BCHFS, or BFI.) As ~~a~~ wholly owned, single member organization of the Association, if dissolved, all net assets and all contractual or fiduciary obligations of any Association entity ~~IBSA the Corporation~~ become the property or responsibility of the Association.

By passing this Article, the Association agrees to accept, direct, or dispose of all assets and all contractual or fiduciary obligations of any of the Association's entities ~~IBSA the Corporation~~ upon dissolution ~~of IBSA the Corporation~~ by the Association.

Dissolution of the Association may be authorized after two consecutive meetings of the Association and a 2/3 vote of the messengers in attendance. The messengers will direct all assets of the Association with preferential consideration given to the Cooperative Program of the Southern Baptist Convention and/or Southern Baptist Convention mission board entities.

BYLAWS
OF
IBSA the Corporation

an Illinois Not For Profit Corporation

Proposed November 4, 2025 for first reading
Proposed November 3, 2026 for second reading

ARTICLE I
NAME AND PURPOSE

1. **Name.** The name of the not-for-profit corporation is the Illinois Baptist State Association, the Corporation, referred to hereafter as "IBSA the Corporation." IBSA the Corporation received a charter as an Illinois Corporation on November 2, 1907, at Marion, Illinois, and is governed by the Illinois General Not for Profit Corporation Act.

2. **Purpose.** ~~IBSA the Corporation received a charter as an Illinois Corporation on November 2, 1907, at Marion, Illinois, and is governed by the Illinois General Not for Profit Corporation Act.~~ The purpose of IBSA the Corporation is to assist in establishing and developing effective Baptist churches in their context. IBSA the Corporation shall engage in other related activities it considers relevant to its corporate fellowship.

ARTICLE II
MEMBERSHIP

The Illinois Baptist State Association (or the "Association') is an organized body of messengers from autonomous, cooperating Baptist churches and is the sole member and controlling entity of IBSA the Corporation, which is a corporation governed by the Illinois General Not for Profit Corporation Act. IBSA the Association refers to the governing body of churches through its messengers.

ARTICLE III
BOARD OF DIRECTORS

1. The Illinois Baptist State Association (the Association) ~~is an autonomous body. It~~ shall be solely responsible for ~~it's~~ the organization of IBSA the Corporation. It shall elect a Board of Directors of IBSA the Corporation to direct ~~all~~ affairs of the Association as needed between annual meetings. One third (1/3) of the members of the board of IBSA the Corporation shall be elected at each Annual Meeting of the Association for a three-year term.

2. **General Powers.** The Board of Directors of IBSA the Corporation shall determine the work to be performed by and the resources to be apportioned to all related organizations and activities of the Association, except those related entities existing as separate corporations with separate boards (e.g. Baptist Children's Home and Family Services and Baptist Foundation of Illinois).

3. **Number, Election, and Term.** The Board of Directors of IBSA the Corporation shall be composed of thirty-~~three~~ seven (3~~3~~7) members. Twenty-four of the members shall be elected from six regions apportioned decennially by the Board of Directors of IBSA the Corporation and nine of the members shall be elected from the state at large. In addition, t~~T~~he president, vice president, recording secretary, and assistant recording secretary of the Association shall serve as ex-officio members with vote.

4. Qualifications: Members of the Board of Directors of IBSA the Corporation shall be recommended by the Nominating Committee of the Association according to Article VII~~I~~ Section 6. Nominees shall be published during the Annual Meeting and shall assume responsibilities at the conclusion of the Annual Meeting of the Association. They shall serve until the end of their respective terms and until their successors assume office. Terms shall be specified as ending at the conclusion of the Annual Meeting of the Association.

A. Individuals may not serve for more than two consecutive terms or major fraction thereof until one year has elapsed from their last date of service on the board.

B. In the event a member of a board is absent from more than one-half of the scheduled board and committee meetings in a twelve (12) month period, their position will automatically become vacant.

C. If vacancies occur between Annual Meetings of the Association, prospective board members may be nominated by the Nominating Committee of the Association and considered by the board of IBSA the Corporation. A member elected at a Board Meeting to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

D. The primary criteria to be used by the Nominating Committee of the Association for the selection of nominees to the board of IBSA the Corporation are:

1. The individual's ability to make a maximum contribution toward attaining the goals of IBSA the Corporation,

2. The goal of equitable representation of members from across the state,

3. The membership of the board consisting of a minimum of one-third (1/3) laypersons, not including the Association officers as ex-officio members. (A lay person shall be defined as anyone who is not vocationally employed in a ministry position by a church or association. A lay person who begins ministry employment with a church or association during a term of Board service shall be eligible to continue service until the expiration of his/her term),

4. The consideration of an individual's special skills and abilities

5. The maintaining of an equal number of Class A (one year remaining), Class B (2 years remaining), and Class C (3 years remaining) members among those serving on the board,

6. The reservation of membership on the board of IBSA the Corporation for those persons who are members of strongly cooperating churches of the Association and who have been members in residence of cooperating churches for at least twelve (12) months immediately prior to their election and who continue such membership during their term.

7. The prohibition of any cooperating church of the Association from having more than one (1) member on any one IBSA entity board at the same time or more than two (2) members on all Association entity boards at the same time. A member of the board of IBSA the Corporation moving to a church which has a member on the board of IBSA the Corporation or two (2) members on all Association entity boards shall resign. Officers of the Association are excepted from the moving provision.

8. The courtesy of considering the recommendation of the Executive Director and the board chair of IBSA the Corporation ~~the Association entity board~~.

9. No employee of the entities or corporations of the Association, or family member of an employee of the entities or corporations of the Association, nor any person whose salary is subsidized by the entities or corporations of the Association, nor any person whose service shall provide a conflict of interest, (other than those disclosed to and approved by the Board of IBSA the Corporation), shall serve as a member of the board of IBSA the Corporation.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

1. **Regular Meetings.** The Board of Directors of IBSA the Corporation shall determine its time of meeting, organization, and method of procedures subject to the Constitution of the Association. Regular meetings of the board of IBSA the Corporation and the committees of the board shall be held at least semi-annually. The board shall fix the dates, times, and places of its meetings. The Board of IBSA the Corporation may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

2. **Special Meetings.** Special meetings may be called by two officers of the board. At least seven days written notice of the date, time, and place shall be given to each member of the board by the person(s) calling the meeting. The notice shall state the

nature of the business to be considered at the special meeting, and no business other than that stated in the notice shall be considered at such meeting.

3. **Quorum and Voting.** A quorum shall be present for any action of the Board of Directors of IBSA the Corporation, or any committee of the board. Fifty-one percent of the members of the board or committees of the board, in office at the time of the meeting, shall constitute a quorum.
4. **Procedures.** A detailed guideline of the work of the board of IBSA the Corporation will be placed in the Policy and Procedures Manual of the board. Such guideline shall include a particular method for reviewing and dismissing members for violations of policy which are deemed necessary by its members for effective and ethical service.

ARTICLE V
OFFICERS OF THE BOARD OF DIRECTORS

1. **Officers.** The officers of the Board of Directors of IBSA the Corporation shall be a chairperson (herein "the Chair"), a vice-chairperson (herein "the Vice Chair), and a ~~recording~~ secretary.

2. **Election and Term of Office.** These officers shall be elected annually by the board at its last meeting prior to the Annual Meeting of the Association. They shall serve no more than two consecutive terms in any one elected board office. Members of the board whose final term expires shall not be eligible for re-election as an officer. Officers of the Board of Directors of IBSA the Corporation shall serve on the Advisory Committee of the board with vote and shall serve with vote on the board committee to which they are elected, however they shall serve on the other standing committees of the board as ex-officio members without vote.

3. **Chair~~person~~: Powers and Duties.** It shall be the duty of the board chair to preside at all meetings of the board, and to perform such other duties as usually pertain to this office. The chair shall be an ex-officio member without vote of all committees of the board. The chair of the board shall initiate an annual evaluation of that entity's executive officer, using the forms and processes adopted by the board.

4. **Vice Chair~~person~~: Powers and Duties:** It shall be the duty of the board vice-chair to perform the duties of the board chair~~person~~ in the absence of the chair. In the event of the death or resignation of the chair, the vice-chair shall serve until a new chair is elected.

5. **Secretary: Powers and Duties:** It shall be the duty of the board secretary to keep an accurate account of the proceedings of each meeting of the board, and to perform such other duties as usually pertain to this office.

ARTICLE VI
COMMITTEES OF THE BOARD OF DIRECTORS

1. **Standing Committees.** The board of IBSA the Corporation shall be organized into standing committees. Each committee shall have a chair~~person~~, a vice-chair~~person~~, and a secretary. At the last committee meeting of the year, officers are elected for the following year. The chair~~person~~ of the board, in consultation with the Executive Director, shall appoint each board member to one standing committee each year. The standing committees shall evaluate, approve, and recommend to the board such goals as may pertain to that committee's area of responsibility. The standing committees of the Board of Directors of IBSA the Corporation are:

   A. **Administrative Committee**. The Administrative Committee will review board policy and recommend adjustments to ensure efficient operations of the board and the staff of IBSA the Corporation, in order that the various segments of IBSA the Corporation may effectively work together to achieve the mission, vision, and goals of IBSA the Corporation.

   B. **Strategic Planning Committee**. The Strategic Planning Committee will work directly with the Executive Director to assess the needs of churches and associations, to establish and recommend to the Board of Directors mission, vision and goal statements, to assist the Board of Directors in identifying end results that are desired from the activities and ministries of IBSA the Corporation, to assess the effectiveness of IBSA the Corporation's delivery of services, to recommend effective communication channels, and to recommend special ministry projects that will assist IBSA the Corporation in accomplishing its mission, vision, and goals.

   C. **Resource Development Committee**. The Resource Development Committee shall assist the Executive Director in gathering and recommending the distribution of resources to meet the mission, vision, and goals of IBSA the Corporation. It will assist in budget development, allocation of Cooperative Program resources, long range financial planning, and management of all facilities of IBSA the Corporation.

   D. **Advisory Committee**. The Advisory Committee shall consist of 1) the chair of the board, as Advisory Committee chair, 2) other officers of the board, and 3) the chair of each of the other standing committees of the board. The Advisory Committee will act as counsel for the executive officer. In the event of the death, incapacity, or prolonged absence of the executive officer, the Advisory Committee shall assume responsibilities for day-to-day operations until the next meeting of the board and shall report to the board at each regular and special meeting any actions it has taken in the interim.

ARTICLE VII
EXECUTIVE DIRECTOR

1. **Employment and Duties**. The Board of Directors of IBSA the Corporation shall employ one Executive Director of IBSA the Corporation to accomplish the objectives the board may determine and shall set policy limits within which the Executive Director of IBSA the Corporation shall function.
2. **Personnel.** The Executive Director of IBSA the Corporation shall form and manage the staff of IBSA the Corporation and shall have only such authority as has been delegated by the Board of Directors of IBSA the Corporation.
3. The Executive Director of IBSA the Corporation shall serve as an ex-officio member without vote on the ~~respective~~ Board~~s~~ of IBSA the Corporation, ~~the BCHFS, and the BFI,~~ but may be excused from executive sessions of the board~~s~~ unless requested to remain by decision of the board.

ARTICLE VIII
USE AND MANAGEMENT OF FUNDS

During the fiscal year, the Board of Directors of IBSA the Corporation shall not obligate IBSA the Corporation to expenditure nor incur accumulative indebtedness that will exceed its annual budget by an amount greater than three percent of its annual budget.

ARTICLE IX
PURCHASE AND SALE OF PROPERTY

Only the properties and assets of IBSA the Corporation shall be owned by the Corporation. The Board of Directors of IBSA the Corporation, by a two-thirds vote of the board members present and voting, may purchase, or otherwise acquire, lease, mortgage, sell, exchange, or otherwise dispose of any property, personal or real, of IBSA the Corporation. The Association in annual session must approve the sale, lease, exchange or otherwise disposal of over one-half the fair market value of all of the property of IBSA the Corporation, other than in the usual and regular course of its activities. The Board of Directors of IBSA the Corporation may appoint and delegate the authority to committees to act for them in the interim of their sessions. These committees shall not have authority to mortgage, exchange, or otherwise dispose of the property, personal or real, of IBSA the Corporation, unless specifically authorized and directed to do so by a two-thirds vote of the Board of IBSA the Corporation.

ARTICLE X
BUDGET AND REPORT

The Board ~~of Directors of IBSA the Corporation~~ shall submit to the Association a report of its finances and shall submit to the Association in annual session a proposed financial program or budget for the ensuing year. Such proposal shall be based on the anticipated gross receipts according to its financial report. ~~The board of IBSA the Corporation shall submit for consideration by the Association in session a budget in keeping with Section 5.~~

The ~~b~~Board shall have the authority to change line items, providing the total budget figure remains the same as approved by the Association in session. The ~~b~~Board ~~of IBSA the Corporation~~ shall submit for consideration by the Association any plans for new special offerings or capital fund-raising activities. Authorized offerings for state-wide promotion are: 1) the Annie Armstrong Easter Offering for North American Missions, 2) the Mother's Day Offering for the Baptist Children's Home and Family Services, 3) the Mission Illinois Offering, 4) the Lottie Moon Christmas Offering for International Missions, and 5) the World Hunger Offering.

ARTICLE XI
COORDINATING COUNCIL

The Association is the sole member and controlling entity of IBSA the Corporation, of BFI, and of the BCHFS, all of which are corporations governed by the Illinois General Not For Profit Corporation Act (herein together the "Entities"). A Coordinating Council shall: 1) coordinate the work of the Entities to facilitate harmony and unity, 2) help arbitrate matters of dispute between the Entities, and 3) offer direction to the Boards of the Entities in matters not clearly defined in the governing documents of the entities or law. The Coordinating Council is comprised of the president and vice president of the Association, the chair and the vice chair of boards of the entities, and the Executive Director of each of the Entities. The governing documents of the Association provide for all terms governing the Coordinating Council.

ARTICLE XII
INDEMNIFICATION

1. **Indemnification in Actions other than by or in the Right of the Corporation.** IBSA the Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the Right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

2. **Indemnification in Actions by or in the Right of the Corporation.** IBSA the Corporation may indemnify any person who was or is a party or is threatened to be made a

party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

3. **Right to Payment of Expenses.** To the extent that a director, officer, employee, or agent of IBSA the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

4. **Determination of Conduct.** Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by IBSA the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors of IBSA the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

5. **Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by IBSA the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors of IBSA the Corporation in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

6. **Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be

a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7. **Insurance.** IBSA the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

~~(Article XII was approved for insertion 11-2-16.)~~

ARTICLE XIII
MERGER/DISSOLUTION

Only the Illinois Baptist State Association (the "Association") in annual session shall authorize the dissolution or merger of the IBSA the Corporation. As a wholly owned, single member organization of the Association, if dissolved, all net assets and all contractual or fiduciary obligations of IBSA the Corporation become the property or responsibility of the Association.

By passing this Article, the Association agrees to accept, direct, or dispose of all assets and all contractual or fiduciary obligations of IBSA the Corporation upon dissolution of IBSA the Corporation by the Association.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended by a vote of the Association in its annual sessions, and the submission and approval of any amendments shall follow the same procedures required to amend the governing documents of the Association. The Bylaws may contain any provisions for the regulation and management of the affairs of IBSA the Corporation not inconsistent with law or the Articles of Incorporation.

BYLAWS

OF

ILLINOIS BAPTIST CHILDREN'S HOME AND FAMILY SERVICES

an Illinois Not For Profit Corporation
(herein called "BCHFS")

Adopted November 5, 2014
Changes approved November 5, 2025

ARTICLE I
NAME AND PURPOSE

1. **Name.** The name of the not-for-profit corporation is the Illinois Baptist Children's Home and Family Services (BCHFS).

2. **Purpose**. BCHFS is a nonprofit agency that is a ministry of Southern Baptists in Illinois established in 1918 and incorporated in 1939 under the laws of the State of Illinois. BCHFS recognizes the value of children and families and is dedicated to strengthening families across Illinois by sharing hope in Christ.

ARTICLE II
MEMBERSHIP

BCHFS has a sole member, being the Illinois Baptist State Association (the "Association"). IBSA the Association refers to the governing body of churches through its messengers. IBSA the Association is also sole member of a separate entity governed by a separate Board of Directors, and this entity is referred to hereafter as "IBSA the Corporation."

ARTICLE III
BOARD OF TRUSTEES

1. **General Powers.** The Board of Trustees will carry out and effectuate the purposes of BCHFS and manage the business and affairs of BCHFS, with full authority to determine the service and operating programs of BCHFS and to take whatever action it may deem advisable to achieve BCHFS' objectives. The Board is accountable to the Association.

2. **Number, Election and Term.** The Board shall consist of 21 trustees, and each trustee shall serve a term of 3 years, with one-third of the trustees elected annually by the Association in its annual session. Trustees may be elected for no more than two consecutive terms and will not be eligible for reelection to the Board until at least one year has lapsed. The president, vice president, recording secretary, and assistant recording secretary of the Association, ~~and the executive director of the IBSA the Corporation~~ shall serve as ex-officio members of the board of the BCHFS. The president, vice president, recording secretary and the assistant recording secretary of the Association shall serve with vote.~~, while the executive director of IBSA the Corporation shall serve without vote.~~

3. **Qualifications**. The primary criteria to be followed for selection of BCHFS Board members shall be:

A. An individual's ability to make a maximum contribution to attaining the goals of BCHFS.

B. An individual's understanding of or sympathy for the mission and purpose of BCHFS.

C. An individual's high level of emotional and spiritual maturity in the way they conduct their own business and in the way they relate to their own local churches.

D. An individual's possession of a reputable and responsible character, and who has not been convicted of a felony or indicated as a perpetrator of a child abuse or neglect report.

E. An individual's ability to commit to attend at least 50% of the regularly scheduled Board meetings and invest the time necessary to fulfill assigned responsibilities.

F. An individual's active membership in a cooperating church of the Association.

G. Individuals that reflect a diversity of strengths and perspectives, possess appropriate skills and experience, and reflect the community being served (i.e. demographically, culturally, pastors and laity).

H. A minimum of 2/3 of the Board members shall be individuals not ordained to the Gospel ministry or do not derive the major portion of their income from church related employment.

I. No employee of the entities of the Association, or family member of an employee of the entities of the Association, nor any person whose salary is subsidized by the entities of the Association, nor any person whose service shall provide a conflict of interest, (other than those disclosed to and approved by the BCHFS Board of Trustees), shall serve as a member of the board of BCHFS.

J. No church shall have more than one member on the Board at the same time. A member of the Board moving to a church, which has a member of the Board, shall resign from the Board. No church shall have a Board member if such church already has a church member on the board of IBSA the Corporation and the Baptist Foundation of Illinois.

K. The Nominating Committee of the Association will nominate Board members for election by the Association in accordance with the rules of the Association, with consideration given to suggestions for trustees from the Executive Director of BCHFS.

4. **Resignation.** Any Trustee may resign at any time by delivering a resignation in writing to the Chairperson (herein referred to as the Chair) or Secretary of the Board. The acceptance of any resignation, unless required by its terms, shall not be necessary to make the resignation effective. The resignation shall be effective when the notice is received unless the notice specifies a later effective date.

5. **Removal.** Any Trustee may be removed at any time in either of the following manners:

A. Upon the recommendation of the Board of Trustees, the Association may remove a Trustee prior to the expiration of the Trustee's term in accordance with its own governance and rules. Such removal may occur only upon the Association's finding that the removal of such Trustee is in the best interest of BCHFS and one or more of the following causes for removal are deemed by the Association to exist: breach of trust; neglect of duty; diminished physical or mental capacity; immoral, fraudulent or dishonest conduct; or breach of loyalty or conflict of interest.

B. In the event a member of the Board is absent from more than one-half of the scheduled Board and committee meetings in a twelve (12) month period, such Board member shall be automatically removed from the Board and their position shall become vacant.

6. **Vacancies**. If vacancies occur between annual meetings of the Association, prospective board members shall be nominated by the IBSA Nominating Committee and considered by the BCHFS Board of Trustees. A trustee elected at a Board Meeting to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

7. **Conflict of Interest**. No member of the Board may derive or appear to derive any personal profit or gain, directly or indirectly, by reason of his or her membership on the Board or because of services provided to the Board. Each Board member must disclose to the Board any personal interest which he or she may have in any current or potential matter before the Board and refrain from participation in any decision on such matters.

No employee of BCHFS or family member of an employee of BCHFS, nor any person whose salary is subsidized by BCHFS nor any person whose service shall provide a conflict of interest (other than those disclosed to and approved by the Board), shall serve as a member of the Board of BCHFS.

ARTICLE IV
MEETINGS OF THE BOARD OF TRUSTEES

1. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held four times each year. The Board shall fix the date, time and place of its meetings.

2. **Special Meetings**. The Chair~~person~~, Executive Director or at least twenty percent of the Trustees then in office may call a special meeting of the Board of Trustees. At least 7 days written notice of the date, time and place shall be given to each member of the Board by the person(s) calling the meeting. The notice shall state the nature of the business to be considered at

the special meeting, and no business other than that stated in the notice shall be considered at such meeting.

3. **Quorum and Voting.** At all meetings of the Board of Trustees, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the trustees present at the time of any vote shall be the act of the Board. The Board may permit any or all trustees to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all trustees participating may hear each other simultaneously during the meeting. A trustee participating in a meeting by such means is deemed to be present in person at the meeting.

4. **Action by the Board.** Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or committee are polled and the action evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be initiated by the Chair~~person~~ over his or her signature and also requires the consent of the Vice Chairperson (herein referred to as the Vice Chair), or, in the absence of the Vice Chair~~person~~, the Secretary.

5. **Records and Minutes.** Written records and minutes of all Board meetings and committee meetings shall be maintained and made available for review. Such records reflect the official actions of the Board and at a minimum contain the date of each Board meeting, any committee reports made to the Board, and all actions taken by the Board.

6. **Procedures.** The meetings shall be conducted in accordance with the current edition of Roberts Rules of Order.

7. **Access**. Meetings of the Board of Trustees and committees thereof shall be open to the general public; provided, however, that the Board of Trustees may hold a closed meeting at a specified future date or close a portion of a meeting to the public upon a majority vote of a quorum of the trustees present. Such vote must be taken in an open meeting, and meetings may only be closed for certain issues and discussion in the closed meeting limited to the cited issue(s). Minutes must be taken of the closed meeting. The issues that may be discussed in closed meetings of the Board of Trustees include: 1) personnel and employee compensation matters, 2) hearing of testimony on a complaint against BCHFS or employee to determine the validity, 3) pending or threatened litigation against, affecting, or on behalf of BCHFS, 4) real estate transactions, or 5) the sale or purchase of securities and investments.

ARTICLE V
OFFICERS OF THE BOARD OF TRUSTEES

1. **Officers.** The officers of the Board of Trustees shall be a Chair~~person~~, a Vice Chair~~person~~ and a Secretary.

2. **Election, Term of Office and Removal.** The officers of BCHFS shall be elected for a one (1) year term at the Fall meeting of the Board of Trustees. Any officer of BCHFS may be

removed as an officer, with or without cause, by a vote of a majority of the entire Board. When a vacancy occurs, the vacant office will be filled at the next meeting of the Board.

3. **Chair~~person~~: Powers and Duties.** The Chair~~person~~ shall preside at all meetings of the Board of Trustees and perform such other duties as usually pertains to this office or as the Board of Trustees shall from time to time proscribe. The Chair~~person~~ shall serve as a voting member of one of the standing committees and an ex-officio member of all other committees of the Board without vote.

4. **Vice Chair~~person~~: Powers and Duties.** The Vice Chair~~person~~ shall perform the duties of the Chair~~person~~ in the absence of or at the request of the Chair~~person~~, and all other duties the Board of Trustees shall from time to time proscribe. The Vice Chair~~person~~ shall serve as a voting member of one of the standing committees and an ex-officio member of all other committees of the Board without vote.

5. **Secretary: Powers and Duties.** The Secretary shall record the proceedings of the Board of Trustees and provide a copy of the minutes to the Executive Director after each meeting, and shall perform all other duties the Board of Trustees shall from time to time proscribe. The Secretary shall serve as a voting member of one of the standing committees and an ex-officio member of all other committees of the Board without vote.

6. **Delegation**. In case of the absence or disability of any officer or of any person authorized to act for such officer, the Board may from time-to-time delegate the powers and duties of such officer to any other officer, trustee, or person whom it may select during such period of absence or disability.

ARTICLE VI
COMMITTEES OF THE BOARD OF TRUSTEES

1. **Standing Committees**. The Board of Trustees shall be organized into four standing committees. The Chair~~person~~ of the Board, in consultation with the Executive Director, shall appoint each Board member to serve on at least one standing committee each year. Each committee shall have a chair~~person~~, vice chair~~person~~ and a secretary that are elected at the Fall Board meeting. The standing committees of the Board are:

A. Advisory Committee. The Advisory Committee consists of all officers of the Board of Trustees and the chair~~person~~s of each of the other standing committees. The Advisory Committee will act as counsel for the Executive Director. In the event of the death, incapacity, or prolonged absence of the Executive Director, the Advisory Committee shall assume responsibilities for day-to-day operations until the next meeting of the Board, and shall report to the Board at each regular and special meeting any actions it has taken in the interim. The Advisory Committee will meet with the Executive Director prior to the Fall Board meeting to discuss and develop a slate of nominees for Board officers for the next year.

B. Administrative Committee. The Administrative Committee is responsible for the general areas of properties, personnel, policy and procedures. The committee shall study,

evaluate and make recommendations to the Board regarding: 1) maintenance of current facilities, 2) planning for new construction, 3) long-range planning for the modernization and improvement of the facilities and physical needs of BCHFS, 4) personnel practices, 5) employee compensation and benefits, 6) staffing standards, 7) manual of procedures, 8) all client and employee grievances, and 9) approval of new positions and job descriptions.

C. Program Committee**.** The Program Committee is responsible for the general areas of programs and services of BCHFS, and strategic planning. The committee shall study, monitor, evaluate and make recommendations to the Board regarding: 1) the program philosophy of BCHFS, including the needs of society and the distinctive role of BCHFS in meeting those needs, 2) program objectives and annual goals including the strategy most appropriate to meet objectives, 3) ongoing program services and recommend changes if needed, 4) new programs, 5) the strategic plan with regular updates to the Board of Trustees, and 6) the residential care behavior management system according to the Department of Children and Family Services (DCFS) licensing standards.

D. Finance and Development Committee. The Finance and Development Committee is responsible for the general areas of financial and investment policies, budgeting, fundraising, and public relations. The committee has the responsibility to monitor, evaluate, establish and make recommendations to the Board regarding: 1) measurable outcomes and goals for specific fundraising efforts, 2) the communication and public relations efforts of BCHFS, 3) approval of internal audit staffing, procedures, and reports, 4) the annual external audit to ensure financial integrity of BCHFS, 5) investment policies regarding designated gifts and long-term endowment funds, 6) financial reports, 7) annual budget, and 8) financing of all current needs and capital projects approved by the Board.

2. **Meetings**. Each committee shall meet as frequently as may be needed to accomplish its business at the call of its chair~~person~~, the chair~~person~~ of the Board of Trustees or the Executive Director.

ARTICLE VII
EXECUTIVE DIRECTOR

1. **Employment and Duties**. The Board of Trustees shall employ one Executive Director to provide executive management of BCHFS, administer its programs and services, and perform all other duties assigned by the Board. The Executive Director shall provide an annual report to the Board concerning the status of BCHFS, and also make any recommendations to the Board concerning the needs of BCHFS. The Executive
Director shall have only such authority as has been delegated by the Board.

2. **Personnel**. The Executive Director shall have authority to appoint, reassign, and discharge all employees and staff of BCHFS. Any new position shall be approved by the Administrative Committee of the Board prior to being filled by the Executive Director. With the advice and consent of the Board, the Executive Director shall also appoint and be responsible for all Program Directors as deemed necessary. Program Directors shall perform such administrative

duties as are assigned by the Executive Director, and shall be responsible to and under the supervision of the Executive Director.

3. **Properties**. The Executive Director shall have responsibility for the physical properties of BCHFS and shall cause to make any needed repairs or minor improvements to such properties as he or she deems necessary and appropriate.

4. **Execution of Documents**. The Executive Director shall execute all documents on behalf of BCHFS, provided that all conveyances of real estate must be co-signed as provided herein. The Executive Director shall have the authority to authenticate records of BCHFS.

ARTICLE VIII
COORDINATING COUNCIL

The Association is the sole member and controlling entity of BCHFS, and of IBSA the Corporation, and of the Baptist Foundation of Illinois (BFI), all of which are corporations governed by the Illinois General Not For Profit Corporation Act (herein together the "Entities"). A Coordinating Council shall: 1) coordinate the work of the Entities to facilitate harmony and unity, 2) help arbitrate ~~decide~~ matters of dispute between the Entities, and 3) offer ~~give~~ direction to the Boards of the Entities in matters not clearly defined in the governing documents of the Entities or law. The Coordinating Council is comprised of the president and vice president of the Association, the chair~~person~~ and the vice chair~~person~~ of boards of the Entities, and the Executive Director of each of the Entities. The governing documents of the Association provide for all terms governing and controlling the Coordinating Council.

ARTICLE IX
FISCAL YEAR

The fiscal year of BCHFS shall begin January 1 and end December 31.

ARTICLE X
USE AND MANAGEMENT OF FUNDS

The Board of Trustees shall maintain all funds, such as trust funds, endowment funds, and current and capital funds, separate and inviolate as to the cause for which the funds were received. Such funds are not to be used for any other purpose, even temporarily, except as specified by the donors. The Board of Trustees shall determine and manage the investment policy, guidelines, and objectives for the assets of BCHFS in order to meet the current and future expenses of the agency and to ensure it continues its ministry.

ARTICLE XI
PURCHASE AND SALE OF PROPERTY

All conveyance of real estate shall be authorized by the Board of Trustees. The Board, by a two-thirds vote of the members present and voting, may purchase, or otherwise acquire, lease, mortgage, sell, exchange, or otherwise dispose of any property, personal or real, of BCHFS. The

Association must approve the sale, lease, exchange or otherwise disposal of over 40 acres of real property or any combined sale of over one-fifth (20%) of fair market value of the property of BCHFS, other than in the usual and regular course of its activities. The Board of Trustees may sell any donated real property that has been donated subsequent to January 1, 2018 with the intent for said property to be sold and where said property is not given to be used for direct ministry operations. All instruments conveying real estate shall be executed by both the Executive Director and the Chair~~person~~ of the Board of Trustees.

ARTICLE XII
BUDGET AND REPORT

BCHFS shall submit to the Association for its consideration in annual session a financial report and a proposed budget for the ensuing year. The Board shall have the authority to approve over-expenditure of line items, providing the total budget figure remains the same as approved by the Association in session. The Board shall submit for consideration by the Association any plans for new special offerings or capital fund-raising activities, with the presently authorized offering for state-wide promotion being the Mother's Day Offering. During the fiscal year, the Board shall not obligate BCHFS to expenditures nor incur accumulative indebtedness that will exceed its annual budget by an amount greater than three percent of its annual budget.

ARTICLE XIII
AUDIT PROCEDURES

The Board of Trustees shall appoint a firm of certified public accountants to examine the books and records of BCHFS for the ensuing year. Upon completion of the audit, a copy of the audit and management letter will be provided to the Executive Director and each member of the Board of Trustees. The Finance and Development Committee will make a report to the full Board regarding the audit. Upon request, a representative of the auditing firm shall personally appear before the Board of Trustees to make a summary presentation of the audit report and answer any questions of the Board. The choice of auditing firm and summary audit information shall be presented to the Association.

ARTICLE XIV
SERVICES AND ADMISSIONS

Application for services or admission to a BCHFS program shall be made to a designee of the Executive Director. The designee shall gather the facts related to each application and act upon them in his or her discretion. All children and families who can benefit from the services of BCHFS shall be considered for admission without regard to race, sex or religious preference.

ARTICLE XV
INDEMNIFICATION

1. **Indemnification in Actions other than by or in the Right of BCHFS**. BCHFS may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the Right of BCHFS) by reason of the fact that he or she is or was a director, officer, employee, or agent of BCHFS, or is or was serving at the request

of BCHFS as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BCHFS and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of BCHFS or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

2. **Indemnification in Actions by or in the Right of BCHFS**. BCHFS may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the Right of BCHFS to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of BCHFS, or is or was serving at the request of BCHFS as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BCHFS, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to BCHFS, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

3. **Right to Payment of Expenses**. To the extent that a director, officer, employee, or agent of BCHFS has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

4. **Determination of Conduct**. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by BCHFS only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

5. **Payment of Expenses in Advance**. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by BCHFS in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay

such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by BCHFS as authorized in this Article.

6. **Indemnification Not Exclusive**. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7. **Insurance**. BCHFS may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of BCHFS, or who is or was serving at the request of BCHFS as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not BCHFS would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVI
DISSOLUTION

Only the Association in its annual session shall authorize the dissolution or merger of BCHFS. As a wholly owned, single member organization of the Illinois Baptist State Association (IBSA), if dissolved, all net assets and all contractual or fiduciary obligations of BCHFS become the property or responsibility of the Association.

By passing this Article, the Association agrees to accept, direct, or dispose of all assets and all contractual or fiduciary obligations of BCHFS upon dissolution of BCHFS by the Association.

ARTICLE XVII
AMENDMENTS

These Bylaws may be amended by a vote of the Association in annual session, and the submission and approval of any amendments shall follow the same procedures required to amend the governing documents of the Association. The Bylaws may contain any provisions for the regulation and management of the affairs of BCHFS not inconsistent with law or the Articles of Incorporation.

BYLAWS
OF
THE BAPTIST FOUNDATION OF ILLINOIS

an Illinois Not For Profit Corporation
(herein called "BFI")

Approved November 12, 2015
Updates approved November 5, 2025

ARTICLE I
NAME AND PURPOSE

1. **Name.** The name of the not-for-profit corporation is The Baptist Foundation of Illinois.

2. **Purpose.** BFI was formed under the laws of the State of Illinois and is organized to serve and further the development of any religious, benevolent, charitable, educational or missionary purpose, undertaking, institution, or agency operated, sponsored, sanctioned, supervised or supported by Illinois Baptist State Association.

ARTICLE II
MEMBERSHIP

BFI has a sole member, being the Illinois Baptist State Association (the "Association"). IBSA the Association refers to the governing body of churches through its messengers. IBSA the Association is also sole member of a separate entity governed by a separate Board of Directors, and this entity is referred to hereafter as "IBSA the Corporation."

ARTICLE III
BOARD OF TRUSTEES

1. **General Powers.** The Board of Trustees will carry out and effectuate the purposes of BFI and manage the business and affairs of BFI, with full authority to determine the service and operating programs of BFI and to take whatever action it may deem advisable to achieve BFI's objectives. The Board is accountable to the Association.

2. **Number, Election and Term.** The Board shall consist of 21 trustees, and each trustee shall serve a term of 3 years, with one-third of the trustees elected annually by the Association in its annual session. Trustees may be elected for no more than two consecutive terms and will not be eligible for reelection to the Board until at least one year has lapsed. The president, vice president, recording secretary, and assistant recording secretary of the Association~~, and the executive director of the IBSA the Corporation~~ shall serve as ex-officio members of the board of the BFI. The president, vice president, recording secretary and the assistant recording secretary of the Association shall serve with vote.~~, while the executive director of IBSA the Corporation shall serve without vote.~~

3. **Qualifications.** The primary criteria to be followed for selection of BFI Board members shall be:

A. An individual's ability to make a maximum contribution to attaining the goals of BFI.

B. An individual's understanding of or sympathy for the mission and purpose of BFI.

C. An individual's high level of emotional and spiritual maturity in the way they conduct their own business and in the way they relate to their own local churches.

D. An individual's possession of a reputable and responsible character, and who has not been convicted of a felony or indicated as being involved in any financial malfeasance or breach of fiduciary obligation.

E. An individual's ability to commit to attending at least 50% of the regularly scheduled Board meetings and invest the time necessary to fulfill assigned responsibilities.

F. An individual's active membership in a cooperating church of the Association.

G. Individuals that reflect a diversity of strengths and perspectives, possess appropriate skills and experience, and reflect the community being served (ie. demographically, culturally, pastors and laity).

H. Board members shall be a mixture of ordained and non-ordained persons who are committed to Christian Stewardship principals.

I. No employee of the entities of the Association, or family member of an employee of the entities of the Association, nor any person whose salary is subsidized by the entities of the Association, nor any person whose service shall provide a conflict of interest, (other than those disclosed to and approved by the BFI Board of Trustees), shall serve as a member of the board of BFI.

J. No church shall have more than one member on the Board at the same time. A member of the Board moving to a church, which has a member of the Board, shall resign from the Board. No church shall have a Board member if such church already has a church member on the board of IBSA the Corporation and the Illinois Baptist Children's Home and Family Services (BCHFS).

K. The Nominating Committee of the Association will nominate Board members for election by the Association in accordance with the rules of the Association, with consideration given to suggestions for trustees from the Executive Director of BFI.

4. **Resignation.** Any Trustee may resign at any time by delivering a resignation in writing to the Chairperson (herein the Chair) or Secretary of the Board. The acceptance of any resignation, unless required by its terms, shall not be necessary to make the resignation effective. The resignation shall be effective when the notice is received unless the notice specifies a later effective date.

5. **Removal.** Any Trustee may be removed at any time in either of the following manners:

A. Upon the recommendation of the Board of Trustees, the Association may remove a Trustee prior to the expiration of the Trustee's term in accordance with its own governance and rules. Such removal may occur only upon the Association's finding that the removal of such Trustee is in the best interest of BFI and one or more of the following

causes for removal are deemed by the Association to exist: breach of trust; neglect of duty; diminished physical or mental capacity; immoral, fraudulent or dishonest conduct; or breach of loyalty or conflict of interest.

B. In the event a member of the Board is absent from more than one-half of the scheduled Board and committee meetings in a twelve (12) month period, such Board member shall be automatically removed from the Board, and their position shall become vacant.

6. **Vacancies.** If vacancies occur between annual meetings of the Association, prospective board members shall be nominated by the Nominating Committee of the Association and considered by the BFI Board of Trustees. A trustee elected at a Board Meeting to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

7. **Conflict of Interest.** No member of the Board may derive or appear to derive any personal profit or gain, directly or indirectly, by reason of his or her membership on the Board or because of services provided to the Board. Each Board member must disclose to the Board any personal interest which he or she may have in any current or potential matter before the Board and refrain from participation in any decision on such matters.

No employee of BFI or family member of an employee of BFI, nor any person whose salary is subsidized by BFI nor any person whose service shall provide a conflict of interest (other than those disclosed to and approved by the Board), shall serve as a member of the Board of BFI.

8. **Ex-Officio Membership**. The president and vice president, recording secretary, and assistant recording secretary of the Association ~~and the executive director of IBSA the Corporation~~ shall serve as ex-officio members of the board of the BFI. The president, vice president, recording secretary and the assistant recording secretary of the Association shall serve with vote.~~, while the executive director of IBSA the Corporation shall serve without vote~~.

ARTICLE IV
MEETINGS OF THE BOARD OF TRUSTEES

1. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held at least twice each year. The Board shall fix the date, time and place of its meetings.

2. **Special Meetings.** The Chair~~person~~, Executive Director or at least twenty percent of the Trustees then in office may call a special meeting of the Board of Trustees. At least 7 days written notice of the date, time and place shall be given to each member of the Board by the person(s) calling the meeting. The notice shall state the nature of the business to be considered at the special meeting, and no business other than that stated in the notice shall be considered at such meeting.

3. **Quorum and Voting.** At all meetings of the Board of Trustees, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the trustees present at the time of any vote shall be the act of the Board. The Board may permit any or all trustees to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all trustees participating may hear each other simultaneously during the meeting. A trustee participating in a meeting by such means is deemed to be present in person at the meeting.

4. **Action by the Board.** Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or committee are polled and the action evidenced by one or more written consents describing the action taken, signed by each trustee, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be initiated by the Chair~~person~~ over his or her signature and also requires the consent of the Vice Chairperson (herein Vice Chair), or, in the absence of the Vice Chair~~person~~, the Secretary.

5. **Records and Minutes.** Written records and minutes of all Board meetings and committee meetings shall be maintained and made available for review. Such records reflect the official actions of the Board and at a minimum contain the date of each Board meeting, any committee reports made to the Board, and all actions taken by the Board.

6. **Procedures.** The meetings shall be conducted in accordance with the current edition of Roberts' Rules of Order.

7. **Access.** Meetings of the Board of Trustees and committees thereof shall be open to the general public; provided, however, that the Board of Trustees may hold a closed meeting at a specified future date or close a portion of a meeting to the public upon a majority vote of a quorum of the trustees present. Such vote must be taken in an open meeting, and meetings may only be closed for certain issues and discussion in the closed meeting limited to the cited issue(s). Minutes must be taken of the closed meeting. The issues that may be discussed in closed meetings of the Board of Trustees include: 1) personnel and employee compensation matters, 2) hearing of testimony on a complaint against BFI or employee to determine the validity, 3) pending or threatened litigation against, affecting, or on behalf of BFI.

ARTICLE V
OFFICERS OF THE BOARD OF TRUSTEES

1. **Officers.** The officers of the Board of Trustees shall be a Chair~~person~~, a Vice Chair~~person~~ and a Secretary.

2. **Election,** Term of Office and Removal. The officers of BFI shall be elected for a one (1) year term at the Fall meeting of the Board of Trustees. Any officer of BFI may be removed, with or without cause, by a vote of a majority of the entire Board.

3. **Chair~~person~~: Powers and Duties.** The Chair~~person~~ shall preside at all meetings of the Board of Trustees and perform such other duties as usually pertain to this office or as the Board of Trustees shall from time to time proscribe. The Chair~~person~~ shall serve as a voting member of one of the standing committees and an ex-officio member of all other committees of the Board without vote.

4. **Vice Chair~~person~~: Powers and Duties.** The Vice Chair~~person~~ shall perform the duties of the Chair~~person~~ in the absence of or at the request of the Chair~~person~~, and all other duties the Board of Trustees shall from time to time proscribe. The Vice Chair~~person~~ shall serve as a voting member of one of the standing committees and an ex-officio member of all other committees of the Board without vote.

5. **Secretary: Powers and Duties**. The Secretary shall record the proceedings of the Board of Trustees and provide a copy of the minutes to the Executive Director after each meeting and shall perform all other duties the Board of Trustees shall from time to time proscribe. The Secretary shall serve as a voting member of one of the standing committees and an ex-officio member of all other committees of the Board without vote.

6. **Delegation.** In case of the absence or disability of any officer or of any person authorized to act for such officer, the Board may from time-to-time delegate the powers and duties of such officer to any other officer, trustee, or person whom it may select during such period of absence or disability.

ARTICLE VI
COMMITTEES OF THE BOARD OF TRUSTEES

1. **Standing Committees.** The Board of Trustees shall be organized into five standing committees. Each committee shall have a chair~~person~~, vice chair~~person~~ and a secretary that are elected at the Fall Board meeting. The Chair~~person~~ of the Board, in consultation with the Executive Director, shall appoint each Board member to at least one standing committee each year. The standing committees of the Board are:

A. Advisory Committee. The Advisory Committee consists of all officers of the Board of Trustees and the chair~~person~~s of each of the other standing committees. The Advisory Committee will act as counsel for the Executive Director. In the event of the death, incapacity, or prolonged absence of the Executive Director, the Advisory Committee shall assume responsibilities for day-to-day operations until the next meeting of the Board and shall report to the Board at each regular and special meeting any actions it has taken in the interim. The Advisory Committee will meet with the Executive Director to discuss and develop a slate of nominees for Board officers for the next year.

B. Administrative Committee. The Administrative Committee is responsible for the general areas of personnel, policy, procedures, and development.

C. Scholarship Committee. The Scholarship Committee is responsible for the general process of awarding scholarships from various scholarship funds managed and controlled by BFI.

D. Investment Committee. The Investment Committee is responsible for the oversight of BFI's investment program and its cash management service.

E. Audit Committee. The Audit Committee, composed of the members of the Advisory and Investment Committees, is responsible for scheduling, reviewing and disseminating the audit in conjunction with the auditors and management.

2. **Meetings.** Each committee shall meet as frequently as may be needed to accomplish its business at the call of its chair~~person~~, the chair~~person~~ of the Board of Trustees or the Executive Director.

ARTICLE VII
EXECUTIVE DIRECTOR

1. **Employment and Duties.** The Board of Trustees shall employ one Executive Director to provide executive management of BFI, administer its programs and services, and perform all other duties assigned by the Board. The Executive Director shall provide an annual report to the Board concerning the status of BFI, and also make any recommendations to the Board concerning the needs of BFI. The Executive Director shall have only such authority as has been delegated by the Board.

2. **Personnel.** The Executive Director shall have authority to appoint, reassign, and discharge all employees and staff of BFI.

3. **Execution of Documents.** The Executive Director shall execute all documents on behalf of BFI. The Executive Director shall have the authority to authenticate records of BFI.

4. **Conflict of Interest.** No member of the immediate family of the Executive Director may serve on the Board.

ARTICLE VIII
COORDINATING COUNCIL

The Association is the sole member and controlling entity of BFI, and of IBSA the Corporation, and of the Illinois Baptist Children's Home & Family Services, all of which are corporations governed by the Illinois General Not For Profit Corporation Act (herein together the "Entities"). A Coordinating Council shall: 1) coordinate the work of the Entities to facilitate harmony and unity, 2) help arbitrate ~~decide~~ matters of dispute between the Entities, and 3) offer ~~give~~ direction to the Boards of the Entities in matters not clearly defined in the governing documents of the Entities or law. The Coordinating Council is comprised of the president and vice president of the Association, the chair~~person~~ and the vice chair~~person~~ of boards of the Entities, and the Executive Director of each of the Entities. The governing documents of the Association provide for all terms governing and controlling the Coordinating Council.

ARTICLE IX
FISCAL YEAR

The fiscal year of BFI shall begin January 1 and end December 31.

ARTICLE X
USE AND MANAGEMENT OF FUNDS

The Board of Trustees shall maintain all funds, such as trust funds, endowment funds, and current and capital funds, separate and inviolate as to the cause for which the funds were received. Such funds are not to be used for any other purpose, even temporarily, except as specified by the donors. The Board of Trustees shall determine and manage the investment policy, guidelines, and objectives for the assets of BFI in order to meet the current and future expenses of the agency and to ensure it continues its ministry.

ARTICLE XI
PURCHASE AND SALE OF PROPERTY

All instruments conveying real estate may be executed by the Executive Director without assignment to other personnel.

ARTICLE XII
BUDGET AND REPORT

BFI shall submit to the Association for its consideration in annual session a financial report and a proposed budget for the ensuing year. The Board shall have the authority to approve over-expenditure of line items, providing the total budget figure remains the same as approved by the Association in session. The Board shall submit for consideration by the Association any plans for new special offerings or capital fund-raising activities. During the fiscal year, the Board shall not obligate BFI to expenditures nor incur accumulative indebtedness that will exceed its annual budget by an amount greater than three percent of its annual budget.

ARTICLE XIII
AUDIT PROCEDURES

The Board of Trustees shall appoint a firm of certified public accountants to examine the books and records of BFI for the ensuing year. Upon completion of the audit, a copy of the audit and management letter will be provided to the Executive Director and each member of the Board of Trustees as facilitated by the Audit Committee. Upon request, a representative of the auditing firm shall personally appear before the Board of Trustees to make a summary presentation of the audit report and answer any questions of the Board. The choice of auditing firm and summary audit information shall be presented to the Association.

ARTICLE XIV
INDEMNIFICATION

1. **Indemnification in Actions other than by or in the Right of BFI.** BFI may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the Right of BFI) by reason of the fact that he or she is or was a director, officer, employee, or agent of BFI, or is or was serving at the request of BFI as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BFI and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of BFI or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

2. **Indemnification in Actions by or in the Right of BFI.** BFI may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the Right of BFI to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of BFI, or is or was serving at the request of BFI as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BFI, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to BFI, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

3. **Right to Payment of Expenses.** To the extent that a director, officer, employee, or agent of BFI has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

4. **Determination of Conduct.** Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by BFI only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

5. **Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by BFI in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by BFI as authorized in this Article.

6. **Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7. **Insurance.** BFI may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of BFI, or who is or was serving at the request of BFI as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or

other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not BFI would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XV
DISSOLUTION

Only the Association in its annual session shall authorize the dissolution or merger of BFI. As a wholly owned, single member organization of the Illinois Baptist State Association (IBSA), if dissolved, all net assets and all contractual or fiduciary obligations of BFI become the property or responsibility of the Association.

By passing this Article, the Association agrees to accept, transfer, or dispose of all assets and all contractual or fiduciary obligations of BFI upon dissolution of BFI by the Association.

ARTICLE XVI
AMENDMENTS

These Bylaws may be amended by a vote of the Association in annual session, and the submission and approval of any amendments shall follow the same procedures required to amend the governing documents of the Association. The Bylaws may contain any provisions for the regulation and management of the affairs of BFI not inconsistent with law or the Articles of Incorporation.