

CONSTITUTION AND BYLAWS
of
First Evangelical Free Church (FEFC) of Chicago, Illinois

Adopted ~~f~~^oAugust 2020

Preamble

We, the members of First Evangelical Free Church of Chicago, affiliated with the Evangelical Free Church of America (EFCA), in order to carry out more efficiently the commission given by Jesus Christ to His Church, do ordain and establish the following Constitution and Bylaws to which we voluntarily submit ourselves:

Article I: Name and Corporate Offices

The name of the Corporation (hereinafter referred to as the Church) shall be “First Evangelical Free Church.”

The Church shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Church may have other offices that need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Elder Board.

Article II: Purpose and Mission

Our mission is to make disciples of Jesus Christ locally and globally by proclaiming the Gospel in Word and deed.

When we are successful, our intended results are disciples who *receive* God’s grace through faith in Jesus; *listen* to God’s word and the Holy Spirit and promptly obey; *serve* God, His church, and others through generosity and sacrifice; *build* relationships with others for disciple making and mission; and *love* by proclaiming God’s truth and living compassionately.

Article III: Statement of Faith (as recognized by the EFCA)

We believe the entire Bible to be God’s written Word. While we by no intent undervalue or set aside any portion of the Holy Scripture, we believe there are certain fundamental truths, the knowledge of and belief in we deem necessary for sound doctrine and requisite for Christian fellowship. These fundamentals are set forth in the following Statements of Faith:

God

1. We believe in one God, Creator of all things, holy, infinitely perfect, and eternally existing in a loving unity of three equally divine Persons: the Father, the Son and the Holy Spirit. Having limitless knowledge and sovereign power, God has graciously purposed from eternity to redeem a people for Himself and to make all things new for His own glory.

(Matthew 3:16,17; Matthew 28:19)

The Bible

2. We believe that God has spoken in the Scriptures, both Old and New Testaments, through the words of human authors. As the verbally inspired Word of God, the Bible is without error in the original writings, the complete revelation of His will for salvation, and the ultimate authority by which every realm of human knowledge and endeavor should be judged. Therefore, it is to be believed in all that it teaches, obeyed in all that it requires, and trusted in all that it promises.
(2 Timothy 3:16, 17; 2 Peter 1:20, 21)

The Human Condition

3. We believe that God created Adam and Eve in His image, but they sinned when tempted by Satan. In union with Adam, human beings are sinners by nature and by choice, alienated from God, and under His wrath. Only through God's saving work in Jesus Christ can we be rescued, reconciled, and renewed.
(Genesis 1:26, 27; Genesis 3:1-24)

Jesus Christ

4. We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures. Jesus--Israel's promised Messiah--was conceived through the Holy Spirit and born of the virgin Mary. He lived a sinless life, was crucified under Pontius Pilate, arose bodily from the dead, ascended into heaven, and sits at the right hand of God the Father as our High Priest and Advocate.
(Matthew 1:18-25; Luke 24:36-48; John 1:1,14; Acts 1:10,11; Hebrews 4:14-16; Hebrews 9:24; 1 John 2:1)

The Work of Christ

5. We believe that Jesus Christ, as our representative and substitute, shed His blood on the cross as the perfect, all-sufficient sacrifice for our sins. His atoning death and victorious resurrection constitute the only ground for salvation.
(Isaiah 53; Romans 5:1,9; 1 Corinthians 15:3,4)

The Holy Spirit

6. We believe that the Holy Spirit, in all that He does, glorifies the Lord Jesus Christ. He convicts the world of its guilt. He regenerates sinners, and in Him they are baptized into union with Christ and adopted as heirs in the family of God. He also indwells, illuminates, guides, equips, and empowers believers for Christ-like living and service.
(Titus 3:5; John 14:16,17; John 16:7-15; Romans 8:11)

The Church

7. We believe that the true Church comprises all who have been justified by God's grace through faith alone in Christ alone. They are united by the Holy Spirit in the body of Christ, of which He is the Head. The true Church is manifest in local churches, whose membership should be composed only of believers. The Lord Jesus mandated two ordinances, baptism and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.
(Matthew 3:15; Matthew 28:29; 1 Corinthians 11:23-26)

Christian Living

8. We believe that God's justifying grace must not be separated from His sanctifying power and purpose. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor, and justice for the oppressed. With God's Word, the Spirit's power, and fervent prayer in Christ's name, we are to combat the spiritual forces of evil. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and deed.

(Matthew 28:18-20; John 1:12,13; John 5:24)

Christ's Return

9. We believe in the personal, bodily, and glorious return of our Lord Jesus Christ. The coming of Christ, at a time known only to God, demands constant expectancy and, as our blessed hope, motivates the believer to godly living, sacrificial service and energetic mission.

(John 14:3; Acts 1:11; 1 Thessalonians 4:16,17)

Response and Eternal Destiny

10. We believe that God commands everyone everywhere to believe the gospel by turning to Him in repentance and receiving the Lord Jesus Christ. We believe that God will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth, to the praise of His glorious grace. Amen.

(Matthew 25:46; John 5:28, 29)

Article IV: Membership

The Church shall be governed by its Members: those who, according to the qualifications below, have been affirmed by the Church as having a credible profession of faith and who have committed themselves in love to fellowship with one another as they live in obedience to Christ. Certain authority and responsibility is delegated to the Elder Board, Officers, and other Committees of the Church by these Bylaws.

Section A: Members

Any person, who is qualified and completes the application process in accordance with the provisions of these Bylaws, who participates regularly in the Sunday worship services of the Church, and who actively uses his or her resources and spiritual gifts to fulfill the stated purpose of the Church shall be a Member of the Church. Members shall enjoy all rights and privileges of membership including the right to vote on all matters submitted to the membership.

All Members shall hold a high commitment to the purpose and doctrine of the Church and shall be committed to grow as disciples; to develop and use their gifts, time, and resources in the power and direction of the Holy Spirit; and to work with the Church to fulfill its purpose.

Section B: Member Qualifications

Applicants for membership in the Church must:

1. Confess their trust in Jesus Christ as their Lord and personal savior;
2. Conduct themselves in a manner worthy of the Christian faith;
3. Subscribe in all respects to the doctrine set forth in Article III hereof;
4. Demonstrate a willingness to work with other members of the Church to:
 - a. be disciples and make disciples of Jesus Christ; and
 - b. develop and use their resources and spiritual gifts to fulfill the stated purpose of the Church; and
5. Be actively serving the Church.

Section C: Membership Application Process

Applicants for membership shall:

1. Meet the qualifications for membership set forth in Section B above;
2. Attend new member classes taught by a Pastor or an Elder; and
3. Share their testimony before the Membership Committee and a member of the Elder Board and/or Pastoral staff.

Upon recommendation for membership by the Membership Committee, applicants shall be presented to the Church two weeks before the next Quarterly Congregational Meeting to allow any feedback to be brought before the Membership Committee. Applicants so presented may be affirmed as Members of the Church by Members at this meeting.

Section D: Voting Rights of Members

All Members in good standing shall have one vote on all matters which come before the Church. All votes will be taken at a duly called Congregational Meeting, or by an absentee or proxy vote as provided for in these Bylaws (Article V Section E).

Section E: Authority of Members

The Members of the Church shall have authority in the following matters:

1. The Calling/hiring of the person with the title of Senior Pastor and any other staff with a Pastor title;
2. Affirmation of Elder Board members, Officers, Deacons/Deaconesses of Standing Committees, and Church members;
3. Approval of the annual financial budget of the Church;
4. Approval of borrowing funds in excess of 10% of the annual Church budget, cumulatively;
5. Sale, purchase, lease or mortgage of any Church property valued in excess of 10% of the annual Church budget;
6. Approval of amendments of the Articles of Incorporation and Bylaws; and
7. Approval of dissolution, merger or consolidation.

Section F: Resignation of Members

Any Member may resign by filing a written resignation to any staff member, Elder or member of the Membership Committee.

If a Member has been absent from regular worship for more than three months, the Membership Committee shall attempt to contact the individual to ascertain his/her intention regarding membership at the Church.

The Membership Committee will submit to the Elders any findings and generally one of the following actions will be taken:

- Members wishing to join another church will normally be released in good standing from membership by the Elders.
- Members having moved from our geographical area will be encouraged to find a new church home.
- Elders or staff will reach out to Members who have not been participating in any church activities to invite them to resume activity.

Any Member absent from all services for six months, showing no interest, and giving no response to a letter of inquiry, will be removed upon recommendation of the Membership Committee and affirmation by the Elder board.

Section G: Discipline of Members

If any Member is not living in a manner worthy of the Gospel, he/she shall be lovingly admonished according to God's Word. The goal of Church discipline is to restore a fallen Member to fellowship rather than to punish.

If Biblical discipline is necessary, the Elder Board has the authority to place the individual(s) under Church discipline. This may include counseling and exhortation, suspension of any responsibilities or duties, suspension of voting privileges, or recommendation for removal of membership if necessary.

If a Member believes they have knowledge of ongoing sin in another Member's life, he/she should first pray for wisdom, discernment, and love before humbly addressing the matter as follows (Matthew 18:15-17):

1. Discuss the matter privately with the accused person.
2. If there is no evidence of repentance after Step 1, bring one or two witnesses to exhort the accused person.
3. If there is still no evidence of repentance after Step 2, the issue must be brought before the Elder Board to be handled as appropriate to the situation.
4. If there is still no evidence of repentance after Step 3, the matter must be taken to a Special Congregational Meeting of Members only and the offender shall, by a three-fourths majority vote, be removed from membership at the Church, relieved of any

responsibilities or duties within the Church, and have no claim upon any part of the Church properties (1 Corinthians 5:11-13; 2 Thessalonians 3:6-15).

If at any time during or after this process the offender genuinely repents and makes restitution where necessary, he/she shall be welcomed back into membership at the Church (Galatians 6:1; Ephesians 4:32). Disciplinary matters shall remain discreet and confidential unless the offender demonstrates a persistent lack of repentance and restitution.

Removal from membership for any reason other than resignation requires a three-fourths majority vote of the Members.

Section H: Other Policies

From time to time the Elders may recommend a new policy or the amendment of an existing policy, subject to a vote of the Members, with which to guide general Church teaching, as related to topics outside the Statement of Faith (Article III). Members shall not be required to agree in full with such policies as a condition of membership, but are expected to adhere to them in any situation inside the Church for which they may hold a teaching role. Such situations include:

1. Leadership in small groups;
2. Training or instructional classes held within the Church building, including children's Sunday school; and
3. Sermons given to the general Church population.

These policies are to be introduced in the membership class and posted via the Church's website, along with the Statement of Faith and these Constitution and ByLaws.

Article V: Congregational Meetings

The Elders, Staff, and Members of the Church will endeavor to achieve consensus, if not unanimity, in all decision-making matters, in accordance with the scriptural admonition from Paul to the Corinthians.

"I appeal to you, dear brothers and sisters, by the authority of our Lord Jesus Christ, to live in harmony with each other. Let there be no divisions in the church. Rather, be of one mind, united in thought and purpose." (1 Cor. 1:10 NLT)

Leaders will actively plan for and encourage appropriate discussion and prayer for all decisions that impact the congregation and ministry of the Church. However, realizing that perfect consensus in business matters may not be always possible, a three-fourths majority voting agreement will be the general rule in all decision-making procedures

Section A: Purpose and Schedule of Meetings

The purpose of Congregational Meetings is to further the Church's stated purpose and to regularly assess and improve the Church's effectiveness in furthering that purpose. The Church shall hold at least four Congregational Meetings in a calendar year: Quarterly Meetings in July, October, and January, and an Annual Meeting in April. Quarterly and Annual Congregational Meetings are normally held after the 20th day of the month.

The purpose of the Annual Meeting will be to review the progress and effectiveness of the Church, and to consider plans for the next fiscal year. The agenda of the meeting shall include, but not be limited to, the following:

1. Review financial and ministry results for the past year;
2. Review the proposed ministries and budget for the new year;
3. Adopt the annual budget for the new year;
4. Review a written annual report of membership; and
5. Consider other matters that the Elder Board may determine necessary to present to the Church.

In any case where the congregation does not reach consensus on any items required to be adopted at the Annual Meeting, a one-month extension shall be granted for such items to be amended and re-introduced for adoption at a Special Congregational Meeting.

~~An The~~ additional purpose of the October Congregational Meeting will be to elect or affirm Officers, Elders, and affirm-other Church leaders as defined by these Bylaws.

Other Special Congregational Meetings may be called as needed by the Senior Pastor, Elder Board, or by a petition of twenty-five ten percent (4025%) of the Members submitted to the Secretary along with a proposed agenda for the meeting.

Elders shall choose the organizational rule for any Congregational Meeting and may choose Robert's Rules of Order when beneficial.

~~Any Member may recommend a motion in writing to the Elder Board for their consideration. The Elder Board will give formal, serious, and prayerful consideration to all written Member-recommended motions they receive. The Elder Board will respond to all written motion requests, explaining the rationale behind their decision to either grant or deny the motion request. All motions will be made by the Elder Board and submitted to the membership for affirmation.~~

For the purpose of maintaining order and expectations within a Congregational Meeting, all items of business to be considered will be made by the Elder Board and submitted to the Members for affirmation. However, at any time, any Member may make the motion to recommend additional items to be included in the current or future agenda. Such motions must be given in writing to the Elder Board, who will give formal, serious, and prayerful consideration to all written Member-recommended motions they receive. The Elder Board will respond publicly to all written motion

requests, explaining the rationale behind their decision to either grant or deny the motion request.

Section B: Notice of Meetings

Notice for a Congregational Meeting shall include the time and place the meeting is to be held. If the meeting's agenda includes the names of any applicants for membership or nominees for leadership positions, these shall be included as a part of the notice as well. Notice shall be provided in the following three manners:

1. As a verbal announcement made at the two Sunday worship service(s) preceding the date on which the meeting is scheduled to occur, and at the same time other regular Church announcements are made;
2. As written notice included in a clear and prominent manner in a Church service bulletin, to be handed out at the same two Sunday worship service(s);
3. As additional written notice outside of Sunday worship services, via posted mail, email, and/or the Church's website calendar. Such posting shall be made not less than 10 nor more than 60 days prior to the meeting. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Church, with postage thereon prepaid.

However, if the purpose of any Congregational Meeting includes:

1. The removal or Call of a Senior Pastor;
2. The removal of one or more Elder Board members;
3. A merger, consolidation or dissolution;
4. The proposal to sell, purchase, lease, exchange, or borrow property or services involving more than 10% of the annual Church budget, unless specifically approved in the Church budget or unless the accompanying cash flow statement has been approved by the Members; or
5. Amendments to the Articles of Incorporation or these Bylaws;

then verbal and written notice of such meeting shall be made on three consecutive Sundays, in the small same manner described above, and additional written notice shall be made not less than 17 days prior to the meeting.

Section C: Quorum Requirements

For the purpose of conducting official Church business, a quorum shall consist of no fewer than 3 Elders and ~~40~~25% of voting Members.

In the event a quorum is not met, the Elders present may conduct business so long as no votes are taken or required. A Special Congregational Meeting will be scheduled in accordance with Article V, Section A and B.

Section D: Motions and Manner of Acting

The act of a three-fourths majority of the Members present at a Congregational Meeting at which a quorum is present shall be the act of the Membership unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Section E: Absentee and Proxy Voting

Any Member in good standing, who knows in advance they will be unable to attend a scheduled Congregational Meeting, may vote by absentee ballot on any matter which has been presented by written notice to the Members of the Church, provided that the said notice includes a complete written statement of the matter to be voted upon. In such case the absentee vote shall be either in favor of or against the said matter. Affirmation ballots for Church offices may be handled in this same manner. Any Member who will not be able to attend a scheduled Congregational Meeting must request an absentee ballot from the Secretary at least three (3) days prior to the date on which the meeting is to occur. All absentee ballots must be in the possession of the Secretary at the time the meeting is called to order.

If a Member must be unexpectedly absent from a Congregational Meeting, they may request another Member to vote by proxy for them. The Secretary is to be notified by the non-present voting Member prior to the meeting so that the Member who is present may receive the proxy ballot. Only one proxy will be allowed per voting Member.

Section F: Ballot Counting

The Secretary is to oversee the ballot counting process and may assign a lead ballot counter and at least one other person to assist. To avoid any conflict of interest, any persons affirmed or included on any ballot should not be involved in the counting process.

Any ballot shall generally include the option to “Affirm”, “Decline”, or “Abstain”. The form of any ballot may be chosen by the Elder Board. Either paper or electronic ballots may be used but paper ballots must always be available for those without internet or electronic devices capable of voting. Ballots are to be anonymous with the exception of a vote where the matter requires identification of Members. ~~A vote of abstention shall not be counted.~~

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Article VI: Elder Board

Section A: General Authority and Responsibilities

Spiritual leadership and administrative oversight for the Church shall be provided by its Elder Board. The affairs, business and legal matters of the Church shall be managed by its Elder Board as representatives of the congregation. The Elder Board shall serve as Directors of the Corporation and, for purposes of conducting business, shall be referred to as the Board of Directors.

The Elder Board shall be responsible for:

1. Establishing direction for the Church and its ministries;
2. Approving all policies for the Church, its staff, its leaders, its Members, and its ministries, and ensuring that they are carried out;
3. Managing the development or revision of the Church’s Bylaws;

4. Supervising staff by performing staff evaluations and salary reviews, by evaluating staffing needs, by updating staff responsibilities, and by hiring and releasing staff other than Pastors;
5. Regularly reviewing the performance of the Senior Pastor and all other pastoral staff;
6. Recommending and administering the annual budget;
7. Managing the business and legal affairs of the Church;
8. Handling Church discipline matters as prescribed in Article IV, Section G;
9. Recommending Deacons/Deaconesses to specific duties;
10. Affirming the members of standing committees and ministries headed by Deacons/Deaconesses;
11. Appointing special task forces from among the Membership;
12. Nominating the Board Chair and Secretary; and
13. Overseeing worship, discipleship, local evangelism, missions, care ministries, finances, building concerns, task forces, committees, ministries, and any other matters deemed necessary.

Section B: Number, Term, and Tenure

The number of Elders shall in no case be less than the statutory required minimum of three. For the purposes of Church operation, there shall be a minimum of five and up to a maximum of eleven by resolution of the Members without amendment of these Bylaws.

The Elder Board shall consist of the following voting members:

- Senior Pastor
- Chair
- Secretary
- Members at large

Each Elder shall hold office for a term of two years unless the Members of the Church resolve to affirm an Elder Board member to a shorter term. The affirmation of Elder Board members shall provide for staggered terms of office so that approximately one-half of the Elder Board members thereafter shall be affirmed at each Annual Meeting. Notwithstanding the limitation on the term of office, each affirmed Elder Board member shall hold office until his or her successor shall have been qualified and affirmed. Elder Board members shall be affirmed by a three-fourths majority vote of the Members present at the Annual Meeting.

A person may be affirmed as an Elder to an unlimited number of terms. If an Elder is also an Officer (see Article VIII), he/she may be an Officer for only one year at a time, and must be nominated by the Board and reaffirmed by the Members as an Officer for each additional year as long as they remain on the Elder Board.

Section C: Qualifications and Nomination

Elder Board members must be Members of the Church who meet the qualifications for leadership set forth in 1 Timothy 3:1-7, Titus 1:6-9, Acts 20:28, and 1 Peter 5:1-4.

The process for the Members to nominate Elders shall follow the steps outlined in the document titled "Elder Nomination Process" as maintained by the Elder Board and as amended from time to time. Any amendments made to the Elder Nomination process must be communicated to the Members within one month of any amendment.

Also see Article X Section C for a portion of the nomination process.

Section D: Resignation and Removal

Any Elder Board member may resign by filing a written resignation with the Secretary. The Members may suspend or expel a member of the Elder Board for cause after an appropriate hearing under the disciplinary provisions in Article X Section D.

Section E: Vacancies

From time to time, vacancies may occur on the Elder Board. Those which occur due to the creation of a new Office or by an increase to the maximum number allowed for the Board may be filled only at a regularly scheduled Congregational Meeting, and only with appropriate notice given, pursuant to these Bylaws.

However, a vacancy that occurs prior to the end of an existing term, and which causes the Board to no longer be able to meet the minimum requirement of five, may be filled by appointment in the following manners:

1. If an individual Elder Board Member resigns or is removed, the remaining Elders shall call a Special Congregational Meeting, to occur no more than three weeks after the vacancy was created. The Elders shall nominate a qualified candidate from among the membership, and provide information in accordance with Article VI Section C in preparation for said meeting. A three-fourths majority vote of the attending Members shall affirm the nomination.
 - a. If affirmed, the Elder will serve as a Member of the Board until such time as the original term allowed, or until the next October Congregational Meeting, whichever is shorter. He or she may be eligible for reelection at that time.
 - b. If the Elder who resigned or was removed was an Officer (see Article VIII), the Board shall appoint a new Officer from among themselves. Church Members shall vote to affirm or deny at the same meeting.

2. In the event that a majority of Elder Board Members resign together, the remaining Elders (or Officers if no Elders remain) shall call a Special Congregational Meeting no more than three weeks from the date of the resignations. At that meeting, the Church Members shall decide by three-fourths majority vote whether to retain the remaining Elders and fill only the vacancies or to absolve all Elders of their responsibilities and appoint a new Provisional Elder Board of no more than five members, excluding the Senior Pastor. The Members shall select from among themselves those who are willing and qualified, and these Members shall be considered Provisionally Nominated for the purposes of the

Special Meeting. Each individual must be affirmed by a three-fourths majority vote, and upon affirmation shall be appointed to the Provisional Board.

- a. Those selected to the Provisional Board shall nominate from among themselves the Offices of Chair and Secretary, and the Church Members shall vote to affirm this, thus concluding the business of the Special Meeting.
- b. The Provisional Board shall remain in place until the next October Congregational Meeting. At that time, they may be eligible for reelection, following the stated guidelines in Article VI Section C.

Section F: Compensation

Elder Board members, with the exception of the Senior Pastor, shall not receive any salaries or other general compensation such as stipend, fees, commission, etc. for their services. During the time a person serves as an Elder Board member, they shall not hold any other paid position in the Church.

Article VII: Meetings of the Elder Board

Section A: Annual Meeting

An annual meeting of the Elder Board shall be held within two weeks following the October Congregational Meeting at such time and place within Cook County as may be designated by the Chair or Secretary in accordance with the notice provisions in these Bylaws, for the purpose of:

- a. Affirming Deacons/Deaconesses except those who lead standing committees;
- b. Affirming members of special and standing committees or task forces; and
- c. Transacting such other business as may come before the meeting.

Section B: Regular Meetings

The Elder Board may provide by resolution the time and place for the holding of additional regular meetings of the Elder Board without other notice than such resolution.

Pastoral staff members other than the Senior Pastor may be invited to report/participate in discussion on issues related to their area of responsibility at Elder Board meetings, in a non-voting capacity.

To facilitate effective administration of Church affairs, the Treasurer may be invited to all Elder Board meetings.

Section C: Special Meetings

Special meetings of the Elder Board may be called by the Elder Board or by the Chair, having consulted with the Senior Pastor and having received the agreement of at least two other members of the Elder Board. The person or persons authorized to call special meetings of the Elder Board may fix any place within Cook County for holding any special meeting of the Elder Board.

Section D: Remote Attendance

Elder Board members may participate in any meeting through the use of a telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting. In the event any meeting shall be held in this manner, the results of any vote taken shall be reduced to writing and signed by all members present regardless of their position taken in any particular vote.

Section E: Notice

Notice of any meeting of the Elder Board, except regular meetings scheduled by resolution, shall be delivered not less than three (3) days nor more than sixty (60) days prior to the date of the scheduled meeting. Written notice shall be delivered to each member of the Elder Board at his or her physical or electronic address as shown by the records of the Church. If mailed, such notice shall be extended to a minimum of ten (10) days and shall be deemed to be delivered when deposited in the mail of the country of residence of the Elder Board member as it appears in the records of the Church in a sealed envelope so addressed, with postage thereon prepaid. The attendance of an Elder Board member at any meeting shall constitute a waiver of notice and shall be made in writing, signed by the person or persons entitled to such notice, except where an Elder Board member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Elder Board need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

Section F: Quorum

At all meetings of the Elder Board, a majority of the total number of Elder Board members shall constitute a quorum for the transaction of business, provided that if less than a majority of the Elder Board members is present at said meeting, a majority of the Elder Board members present may adjourn the meeting to another time without further notice.

Section G: Manner of Acting

The act of a majority of the Elder Board present at a duly convened meeting shall be the act of the Church unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation.

Section H: Informal Action

Any action required by law to be taken at a meeting of the Elder Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Article VIII: Officers and Agents

The primary Officers of the Church shall consist of a Chair, a Secretary, a Treasurer, and a Financial Secretary, each of whom shall be affirmed by the Members at or within two weeks of the October Congregational Meeting. Such other Officers as may be deemed necessary may be affirmed by the Members. Agents may be appointed by Church leadership as necessary. Any Officer of the Church must be a Member of the Church in good standing. No two offices may be held by the same person.

~~Each~~ Officers shall hold office until one of the following has occurred:

- Their successor shall have been duly qualified and affirmed;
- They have died;
- They have given their resignation in writing; or
- They have been removed in the manner described in Section G below.

At or within two Sundays of each October Congregational Meeting, the Board is to nominate and the members are to affirm a Chair and Secretary. Such nominations are to be then affirmed by the congregation with a three-fourths majority vote.

Section A: Chair

The Chair shall be affirmed for a term of one year and shall serve as the principal Officer and Elder Board member of the Church, though subject to the control of the Elder Board. The Chair shall:

1. Preside at all meetings of the Elder Board and of the Church congregation;
2. Serve as President of the Corporation and, for purposes of conducting business, be referred to as the President;
3. Sign, with the Secretary or any other Officer of the Church authorized by the Elder Board, such documents and deeds of the Church as necessary or appropriate. This includes, but is not limited to: mortgages, bonds, contracts, or other instruments which the Elder Board has authorized to be executed. Only if the signing and execution of these documents has been expressly delegated by the Elder Board or these Bylaws to some other Officer, or is required by law to be otherwise signed or executed, shall the Chair be exempt from this duty;
4. Be a voting member of the Elder Board and of all other committees, ministries, and task forces appointed by these Bylaws or by the Elder Board; and
5. Discharge all other duties incident to the office of the Chair and such other duties as may be assigned by the Elder Board from time to time.

The Chair shall not:

- ~~1. Be~~ counted in quorum requirements for all ~~memberships-meetings~~ except ~~membership meetings of~~ the Elder Board; and
- ~~2. Be the Senior Pastor or any staff member.~~

Section B: Secretary

The Secretary shall be affirmed for a term of one year and shall:

1. Be responsible for the keeping of the minutes of the Elder Board, Congregational, and Committee meetings;
2. Maintain the current, accurate list of all Church members and their status;
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be the custodian of the Church records; and
5. Discharge all other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Elder Board.

The Secretary shall not be the Senior Pastor or any staff member.

Section C: Treasurer

The Treasurer shall be affirmed for a one-year term and shall:

1. Oversee the management of all moneys and securities of the Church;
2. Monitor the financial books of the Church;
3. Keep regular books of account;
4. Render to the Elder Board, from time to time as may be required, an account of the financial condition of the Church, including reports of income, disbursements, and assets;
5. Make quarterly financial reports to the Church regarding income, disbursements, and assets;
6. Serve as the Deacon/Deaconess of the Finance and Administration Committee, and as its chairperson; and
7. Discharge all other duties incident to the office of Treasurer, and such other duties as may be assigned by the Chair or by the Elder Board.

Section D: Financial Secretary

The Financial Secretary shall be affirmed for a one-year term and shall:

1. Be responsible for the receipts of the Church;
2. Keep an account of all gifts, donations and offerings received by the Church, including all auxiliary organizations and all individual contributions;
3. Deposit all money in the depository designated by the Elder Board;
4. Make quarterly reports to the Church;
5. Be a voting member of the Finance and Administration Committee; and
6. Discharge all duties incident to the office of Financial Secretary, and such other duties as may be assigned by the Chair or by the Elder Board;

Section E: Agents

Church leadership can designate certain non-Members to be Agents of the Church for necessary services which cannot be supplied from within the membership. Examples may include lawyers and real estate agents.

Section F: Delegation of Authority

In case of the absence of any Officer of the Church, or for any other reason that it may deem sufficient, the Elder Board may either delegate the powers or duties of such Officer to any Elder Board member or employee of the Church, for the time being, or may eliminate some or all of the powers or duties from the Officer, provided a majority of the entire Elder Board concurs. However, any such action by the Elder Board should be reviewed at the next Congregational Meeting.

Section G: Removal

Any Officer or Agent may be removed by the Members whenever, in their judgment, the best interest of the Church shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Affirmation or appointment of an Officer or Agent shall not in itself create contract rights. The act to remove such Officer or Agent must be affirmed by three-fourths majority vote of the Members present at the Congregational Meeting in which the vote takes place.

Article IX: Senior Pastor

Section A: Responsibilities and Authority

The Senior Pastor's role is multifaceted. He is to:

- a. give leadership to the Church in fulfilling its purpose;
- b. oversee and coach the shepherding care and training of believers;
- c. provide the message of the hope of salvation to the people of Edgewater/Andersonville and surrounding communities; and
- d. supervise all other Pastoral staff.

The Senior Pastor shall be principally responsible for the spiritual life of the Church and, in addition to the general role of pastor and teacher, shall work together with the Chair to supervise the general operations of the Church. The Senior Pastor shall be a voting member of the Elder Board with exception of votes where the Senior Pastor may have a conflict of interest¹.

Section B: Selection, Hiring and Employment

The Calling of a Senior Pastor shall be affirmed by a three-fourths majority vote of the Members present at a Congregational Meeting. The Senior Pastor shall be hired by the Elder Board after the Members have affirmed the decision to extend a Call and offer of employment. The Elder Board shall be responsible to negotiate the terms and conditions of employment with the Senior Pastor, who shall serve on the Elder Board without compensation other than reimbursement for actual expenses. After the offer has been extended by the Church to the Pastor and accepted by him, and when he has been duly installed, the Senior Pastor and his spouse (if any) shall be granted Church membership and his tenure as Senior Pastor will then commence. A resignation or dismissal shall become effective after a period of three months, except in a situation mentioned in Article X Section D and Article IV Section F.

¹ Any interim pastor is not considered a Senior Pastor and is therefore not a voting member of the Elder Board

Article X: General Leadership Expectations

Leaders, both staff and lay persons, are to be model disciples--growing in their own ministry skills, providing supervision, direction, and spiritual leadership; and enabling and equipping others. Leaders will be recognized on the basis of their proven character, giftedness and service, and their commitment to the purpose, doctrine, and ministry philosophy of the Church.

Section A: Church Staff

Staff members shall be responsible for the daily administration of various ministries, as defined by their specific job descriptions. Church staff members who teach or lead ministry efforts must meet the qualifications set forth in I Timothy 3:8-13, Acts 6:1-6, and Mark 10:42-45 along with all qualifications for Church membership.

To complement their obligations, and with permission or support from the Elder Board, staff members may appoint task forces as necessary to address issues pertinent to their ministry.

Section B: Deacons/Deaconesses

Deacons/Deaconesses to lead specific ministries shall be appointed as necessary by the Elder Board, while those leading standing committees shall be affirmed by the Members to two-year terms. All Deacons/Deaconesses must be Members who meet the qualifications as set forth in I Timothy 3:8-13, Acts 6:1-6, and Mark 10:42-45; as leaders of specific ministries, they shall be accountable to the Elder Board and may select team members annually as needed, with all team members being affirmed by the Elder Board.

Section C: Selection of Leaders

Affirmation of the Church's leaders shall reflect the biblical admonition to make selections based on spiritual qualifications. Therefore, the following guidelines should be prayerfully considered by both nominees and congregation alike:

1. Nominees should evidence spiritual maturity, growing discipleship, a good reputation, and wisdom as indicated by their speech, lifestyle, and character;
2. Nominees should be proven and faithful in previous ministry;
3. A good 'fit' should be evident between the requirements of the ministry and the nominee's spiritual gifts; and
4. Nominees shall meet the Scriptural qualifications set forth for the prospective ministry positions, if stated.

All leaders duly affirmed to their respective offices shall be considered duly elected to the same offices.

Prior to beginning the affirmation process at a Congregational Meeting, the Chair shall read the Scriptures appropriate to the position in question along with this section of these Bylaws.

To select leaders to positions requiring the Church's affirmation, the Members shall choose "Affirm", "Decline", or "Abstain" on a ~~paper~~ ballot for each nominee submitted. A vote of "Decline"

for a given nominee should not represent a personal rejection, but rather an indication that strong congruence with the above guidelines is not clearly evident.

Nominees who receive the most affirmations (subject to any minimum requirements for each position) shall immediately begin to serve in their affirmed positions, with the exception of Deacons/Deaconesses of standing committees as stated in Article XI. In the event that no nominees meet the affirmation requirement for the position, the position shall remain vacant until the next Congregational Meeting, at which time new nominee(s) may be considered. In the event that two or more nominees receive the same number of affirmations (subject to any minimum requirements for the position), the selection shall be decided by waiting two weeks while seeking God's guidance through prayer and petition and voting again until a nominee receives a majority vote.

Section D: Discipline of Staff and Leaders

Except in the case of personal abuse or harassment, a complaint against a teaching or ministry-leading staff member, Elder Board member, Officer, or Deacon/Deaconess shall be considered only on the testimony of two or three witnesses (1 Timothy 5:19). If the staff member or leader is found to be teaching anything contrary to the Scriptures, or anything contrary to Article III or Article IV Section H, or else to be living an unrighteous life and thus be unworthy of the Gospel, the staff member or leader shall be admonished according to Article IV Section G, beginning with step 3.

Section E: Questions of Stewardship

Concerns regarding poor stewardship of responsibilities by a Church Member, leader, or Staff member shall be addressed with a spirit of grace and truth. The goal is to maximize a person's effectiveness in a ministry role that is a good fit with their gifts, temperament, and abilities.

If a person has a concern regarding another individual's performance of their Church responsibilities, he/she should first pray for wisdom, discernment, and love before humbly addressing the matter in like accordance to Matthew 18:15-17:

1. Lovingly address the individual regarding the perceived lack of good stewardship. Both people should strive for concurrence in their mutual understanding of the issues and the actions necessary to resolve or eliminate the concern.
2. If the concern cannot be resolved between the two people, the matter shall be brought to the individual's immediate supervisor or accountability group (either their Deacon/Deaconess leader, supervising staff member, or the Elder Board). The supervising person or group shall assess the validity and root cause(s) of the concern and develop an appropriate action plan with well-defined expectations and timeframes. Supporting actions may include training or mentoring, special assignments, or a reallocation of responsibilities.
3. If the concern is not resolved after a reasonable amount of time, the issue shall be brought before the Elder Board to be handled as appropriate to the situation, which may include relieving the individual of the responsibilities in question. In keeping with a spirit of

redemption however, every attempt should be made to identify a set of responsibilities that effectively matches the individual's gifts, temperament, and abilities.

4. If the Elder Board recommends that congregational action must be taken:
 - a. The question of reaffirmation for that individual shall be taken to a Special Congregational Meeting of Members only, either by a recommendation from the Elder Board or by a three-fourths majority vote of the Members.
 - b. Before a ballot of affirmation is taken according to Article X Section C, the Members shall hear both sides of the issue, and the individual in question shall have the opportunity to state his/her perspective. If the leader in question is not reaffirmed, their responsibilities will end immediately unless other arrangements are decided or determined otherwise by these Bylaws.

Issues of this nature should remain discrete and confidential to the greatest extent possible since the focus is on helping the individual become more effective in ministry. However, the Elders should be able to honestly account for any actions that affect the church's ministry and fellowship, should explanations become necessary.

Section F: Leadership Coordination and Development

To facilitate leadership development and the coordination of ministries, the key leaders of the Church should meet together at least twice each year. Participants will include staff members who teach or lead ministries, the Elder Board, Officers, and all Deacons/Deaconesses. Time will be devoted to planning for the following 3-12 month period, to training/teaching of ministry and leadership skills, and to evaluating and improving existing ministries. Organization of these meetings will be the responsibility of the Elder Board.

Article XI: Standing Committees

Standing committees shall be led and chaired by Deacons/Deaconesses who shall be affirmed to two-year terms, except for individuals who are also Officers, by a three-fourths majority vote of the Members present at a Congregational Meeting. Except for the case of an existing vacancy, nominees for Deacon/Deaconess of standing committees shall be presented and affirmed at the Quarterly Congregational Meeting prior to the October Congregational Meeting. They shall serve as assistants to the outgoing Deacon/Deaconess until they assume full responsibility for the ministry at the October Congregational Meeting.

Deacons/Deaconesses of standing committees shall be accountable to the Elder Board and will select Committee members as needed who shall be affirmed by the Elder Board.

In the event of a mid-term vacancy, the Elder Board will appoint a Deacon/Deaconess who shall immediately begin to serve the unfulfilled portion of the predecessor's term.

The following standing committees shall exist on a continuing basis. A staff member directly responsible for efforts that coincide with any of these standing committees shall be an ex-officio voting member of the appropriate standing committee(s), or may also be affirmed as Deacon/Deaconess to lead it. When appropriate, the Elder Board may affirm a staff member to a

deacon position (without direct congregational affirmation) if a staff member's ministry responsibilities match those of a particular committee's responsibilities.

Section A: Finance and Administration Committee

This committee shall be responsible for managing the financial matters of the Church along with the associated record keeping and reporting obligations. The goal of this committee is to maximize the effective stewardship of financial resources while fulfilling the reporting needs of the Church and government bodies at the local, state and federal level. Specific responsibilities include, but are not limited to, the following:

1. Preparing budget drafts and other financial recommendations, in consultation with staff, ministry leaders, and Elder Board, to present to the Elder Board;
2. Providing timely, accurate, and complete handling of all expenses, invoices, taxes, income, payroll, bank transactions, etc;
3. Effectively managing funds, liquid assets, bank accounts, etc.;
4. Providing reports to the government, filing tax returns, making tax payments, etc.;
5. Providing monthly financial reports to the Elder Board, in addition to quarterly reports to the Church, and any financial reports on an as-needed basis;
6. Recommending an auditing process to the Elder Board in January of each year; and
7. Establishing and overseeing office administration policies.

The Treasurer shall be the chairperson of this committee by serving as the Deacon/Deaconess of the Finance and Administration Committee for a one-year term. The Financial Secretary shall be an ex-officio voting member of this committee.

Section B: Membership Committee

The responsibilities of this committee are to facilitate the entry of people into Church membership. Specific responsibilities include, but are not limited to, the following:

1. Reviewing membership applications;
2. Hearing membership applicant testimonies; and
3. Recommending applicants for membership.

The Secretary shall be an ex-officio member of this committee.

Section C: Global Outreach Committee (aka Global Outreach Team)

This committee shall be responsible for encouraging the Church to fulfill the Great Commission (Matt. 28:19-20). Specific responsibilities include, but are not limited to, the following:

1. Identifying prospective Members for development toward missionary service;
2. Fostering awareness and support of mission efforts and Church-supported missionaries;
3. Developing and implementing policies and strategies regarding missions.

Section D: Other Committees

The Board may create or absolve other committees as necessary for the proper function of Church ministry.

Article XII: New Ministries

A Church member with a vision for a new ministry shall present a ministry proposal to the Elder Board prior to launching that new ministry. The proposal shall generally define the purpose, methods, and policies of the new ministry. The Elder Board shall evaluate any proposal against First Free's mission and vision and a decision will be reached on whether or not to proceed with implementing the ministry under the sanction of the Church. This counsel is intended to provide an optimal environment for a fruitful ministry. The new ministry and its leader(s) shall be accountable to the Elder Board for its stewardship, activities, and policies.

Article XIII: Miscellaneous

Section A: Conflict of Interests

To avoid any appearance of conflict of interest, and to maintain a Christian reputation that is above reproach, each leader, Elder Board member, Deacon/Deaconess, staff member, and task force/ministry/committee member is obligated to reveal and discuss any situation where personal interests and responsibilities to the Church may overlap. Another individual may also bring forward potential conflicts of interest. After the counsel of the involved group(s) is determined, the involved person may be excused from any discussion, decision, or vote as appropriate.

Anyone excused from voting shall not be counted as part of the quorum.

Section B: Waiver of Notice of Meetings

Whenever any notice is required to be given to any Elder Board member of the Church under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section C: Conciliation of Disputes

Disciplinary situations involving members or employees of the Church are to be handled according to the provisions of Article IV Section G and Article X Section D of these Bylaws. Disciplinary situations shall not be resolved under the provisions of this Article XIII Section C.

In the event a dispute may arise between two or more persons operating under the authority of these Bylaws and such dispute cannot be resolved according to the Biblical mandate found in Matthew 18:15-17, the parties to the dispute shall submit the circumstances and issues to the dispute for mediation and arbitration as follows:

1. Each party to the dispute shall select a trusted person to hear the matter in a fair and impartial manner. Such person may not be in any way related to the choosing party by way of family connections, employment or contractual relations.
2. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered mediation panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.

3. When the mediation panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible then the panel shall arbitrate a solution and such solution shall be binding upon all parties.
4. No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the mediation panel is clearly in conflict with the laws of the State of Illinois or in such venue as is appropriate no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

Section D: Indemnification and Insurance

1. The Church 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 Church) by reason of the fact that he or she is or was an Elder Board member, Officer, employee or agent of the Church, or who is or was serving at the request of the Church as an Elder Board member, Officer, employee or agent of another Church, 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 Church, 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, 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 which he or she reasonably believed to be in, or not opposed to, the best interests of the Church, 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. The Church 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 Church to procure a judgment in its favor by reason of the fact that such person is or was an Elder Board member, Officer, employee or agent of the Church, or is or was serving at the request of the Church as an Elder Board member, Officer, employee or agent of another Church, 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 Church, 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 Church, 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. To the extent that an Elder Board member, Officer, employee or agent of the Church 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. Any indemnification under Sections (1) and (2) of this Article (unless ordered by a court) shall be made by the Church only as authorized in the specific case, upon a determination that indemnification of the Elder Board member, 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) and (2) of this Article. Such determination shall be made (i) by the Elder Board by a majority vote of a quorum consisting of Elder Board members who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or, even if attainable, a quorum of disinterested Elder Board members so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.
5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Church in advance of the final disposition of such action, suit or proceeding as authorized by the Elder Board in the specific case, upon receipt of an undertaking by or on behalf of the Elder Board member, 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 Church as authorized in this Article.
6. 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 agreement, vote of disinterested Elder Board members, 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 an Elder Board member, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
7. The Church may purchase and maintain insurance on behalf of any person who is or was an Elder Board member, Officer, employee or agent of the Church, or who is or was serving at the request of the Church as an Elder Board member, Officer, employee or agent of another Church, 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 Church would have the power to indemnify such person against such liability under the provisions of this Article.

8. If the Church has paid indemnity or has advanced expenses under this Article to an Elder Board member, Officer, employee or agent, the Church shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

Article XIV: Amendments

Bylaw changes shall be presented in writing to the membership of the Church prior to consideration at a Congregational Meeting along with notice of such meeting according to the provisions of Article V Section B, and will be effective immediately upon adoption. Changes to Bylaws shall be adopted by a three-fourths majority of the Members of the Church present at a Congregational Meeting.