

BYLAWS OF THE UNIVERSITY BIBLE FELLOWSHIP (USA/CANADA)

Article 1. PURPOSE, SCOPE, AND OFFICES

1.1 Purpose and Scope

The University Bible Fellowship USA/Canada is dedicated to encouraging the propagation of the gospel of Jesus to all people of the world, especially to college students and teenagers, through the study and teaching of the Bible. This purpose is rooted in the command of Jesus in Matthew 28:18-20, which says, “All authority in heaven and on earth has been given to me. Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age [NIV].”

1.2 Offices

The principal office of the University Bible Fellowship USA/Canada is located at 6558 N. Artesian Avenue, Chicago, Illinois, which is also the office of the University Bible Fellowship International. Other offices and places of worship may be designated from time to time, when deemed necessary, by the Board of Elders.

1.3 Definitions

- A chapter means a local church with its own governance, worship service and finance, which is a branch or subsidiary of the corporation.
- The assembly means an organizational unit with multiple chapters
- A member means a corporate representative member unless specified otherwise.
- The Central Treasury collects tithe from all chapters in USA/Canada. The Overseas Treasury collects tithe from either chapters or assemblies outside USA/Canada.
- Supermajority vote refers to more than or equal to two-thirds of votes cast.

Article 2. USA/Canada REPRESENTATIVE MEMBERS

2.1 Qualification of Members

The members of the University Bible Fellowship shall be Christians who confess the Apostles' Creed and who believe the Bible to be the inspired word of God, the only rule of faith and practice, and who concur in the purpose of this corporation to propagate the Gospel of Jesus to all people of the world, especially to college students and teenagers, through the study and teaching of the Bible.

2.2 Election of Members

At least six months prior to the annual meeting, any incumbent member can recommend candidates for new members to the Board of Elders. The majority vote of the Board of Elders

qualifies the candidate(s) for a final vote by the incumbent members. At least three months prior to the annual meeting, the president will announce the candidates with instructions on election procedures. The election of new members will be finalized at least one month prior to the annual meeting by the online vote of the incumbent members. The newly elected members will be introduced during their first annual meeting and observe the meeting without voting rights. From the following year, they will have voting rights. The new members will have an orientation session by the Board of Elders, led by the vice-president within one year after the annual meeting in which they have been elected. For the election of members, the Board of Elders will aim at having membership in proportional representation to the Sunday worship attendees in each region.

2.3 Voting Rights

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Those who are “not” in good standing do not have voting rights. Those who have been absent from the meeting three times consecutively without a justifiable reason (e.g. a health issue) will be designated as not in good standing. After two such absences, a warning will be issued by the president.

2.4 Termination of Membership

The Board of Elders, with a supermajority vote of the members present at a regularly constituted meeting, may suspend a member for just cause after an appropriate hearing. A member’s criminal misconduct, immoral behavior, being not in good standing or having a change of belief (e.g. no longer wanting to be a part of the UBF church) constitute just cause. At the next meeting of members this action must be reviewed, and by a majority vote of the members present at any regularly constituted meeting, the membership of any member who has been suspended may be terminated.

2.5 Resignation

Any member may resign by filing a written resignation with the recording secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any pledges, assessments, or other charges theretofore accrued and unpaid.

2.6 Reinstatement

On written request signed by a former member and filed with the recording secretary, the membership, by the affirmative vote of a majority of the members present at a regular meeting, may reinstate such former member to membership. Voting rights of the reinstated member will be reinstated at that time.

2.7 Transfer of Membership

Membership in this corporation is not transferable or assignable.

Article 3. MEETING OF MEMBERS

3.1 Annual Meeting

The first meeting of members shall be held at 12244 South Spencer Street, Alsip, Illinois, 60658, on Friday, December 5, 1975, at 7 o'clock p.m. Subsequently, the annual meeting of the members shall be held at the University Bible Fellowship Church, 6558 N. Artesian, Chicago, Illinois, 60645, on the second Saturday in February in each year, or at some other time and/or place designated by the general director or president with the approval of the Board of Elders. Both the first meeting and the subsequent meetings shall be for the purpose of electing a corporation president, vice-president, recording secretary, and Board of Elders, receiving the report of the General Director on the work and condition of the corporation for the operational year just ended, receiving a full financial report for the past year from the finance director or the treasurer, and reports from the daily bread director and committee chairs, approving a budget/budgets for the year, and for the transaction of such other business as may come before the meeting. A time for corporate prayer shall be included in the agenda of every meeting of members.

3.2 Special Meetings

Special meetings of members may be called by the president, the general director or the Board of Elders at a place designated by the one calling the meeting. The special meeting requires the consent of one half of all the members. Such a meeting shall be valid with seven days' notice to all the rest of the members prior to the meeting, and at such a meeting any corporate action may be taken. If no designation is made, the place of meeting shall be the University Bible Fellowship Church, 6558 N. Artesian, Chicago, Illinois.

3.3 Conduct of proceedings

Meetings of members shall be presided over by the president, or in his absence, the vice-president. The members may at their option elect from their number a presiding officer for any regular, adjourned, or special meeting.

At each annual meeting a full report of the business, affairs and condition of the corporation for the operational year just ended shall be presented by the general director and/or the president. A report on all income and expenditure for the past fiscal year shall be presented by the treasurer or by the world mission/finance director. Budgets from the several chapters shall be presented for approval. An audit of the books of all chapters shall be made and reported at this meeting. The auditor/auditors shall be appointed by the Board of Elders.

Any action of the Board of Elders taken since the previous meeting of members may be reviewed, and modified by the action of a supermajority of the members present at a legally constituted meeting of members.

3.4 Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail or by email, to each member entitled to vote at such meeting, not less than five days nor more than 30 days before the date of such meeting, by or at

the direction of the president, general director, or the officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with the postage thereon prepaid. If emailed, the notice of a meeting shall be deemed to be delivered when it was sent.

3.5 Informal Action by Members

Any action required by the bylaws to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a supermajority vote of the members with respect to the subject matter thereof.

3.6 Quorum

A majority of all the members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

3.7 Powers and Rights of Members

Members of the corporation in good standing have the power to:

- a) Elect elders, president of the corporation at the annual meeting of members.
- b) Approve or disapprove, upon nomination of the general director, chapter directors and treasurers, central treasurers, finance director, daily bread director, and USA/Canada coordinator.
- c) Remove from office any elder, officer, or chapter director for just cause (defined in 2.4), at a regular or special meeting.
- d) Hear, consider, and approve or disapprove reports of the Board of Elders of the corporation.
- e) At a regularly constituted meeting, modify, suspend, or veto any decision of the Board of Elders, by a majority vote of all members present.
- f) Hear and act as final arbiter in any dispute between or concerning the elders, chapter directors, officers or individual members.

Members may adopt resolutions for the guidance and direction of the corporation at the annual or special meetings, and such resolutions shall be binding on the Board of Elders and continue in effect until the next annual meeting of members.

Article 4. BOARD OF ELDERS

4.1 General Powers

The affairs of the corporation shall be managed by its Board of Elders. This Board of Elders shall delegate to an International Executive Board such matters as require material agreement among UBF chapters around the world (see Article 7).

4.2 Specific Powers and Duties

4.2.1 Management of Church Property

The property of the church may be used according to the direction of the Board of Elders. The Board of Elders shall not incur any debt or liability or any combination of debts or liabilities exceeding the net assets of the church. Collection and disposition of funds shall be made in accordance with the laws of the State of Illinois, or the laws of that state or country in which the chapter resides, regarding charitable institutions.

4.2.2 Conduct of Business of the Church

The Board of Elders, or persons or committees designated by the Board of Elders are responsible for decisions regarding employment of personnel, purchase of property, opening and closing of chapters subject to the approval by members, and the conduct of any and all business of the church. The Board of Elders shall designate an auditor or auditors to audit the books.

4.2.3 Other duties and responsibilities

The Board of Elders shall oversee the assembly for its unity and maturity and arbitrate disputes among and within the chapters as required by these bylaws. The Board of Elders shall oversee chapter directors and delegate to them the day-to-day operation of chapters, which are subject to the approval by members if required. The Board of Elders may conduct sacraments in chapters at the request of chapter directors.

4.2.4 Delegation of responsibilities and duties

The Board of Elders may delegate to properly elected or appointed committees of chapters the duties and responsibilities for pastoral oversight, management and oversight of property and conduct of business of that chapter. (Such committees become local boards of elders to work with the chapter director.)

The Board of Elders shall delegate to the international executive board nominated by the general director, and approved by the international advisory members, oversight of UBF on an international level, to deal with and make decisions regarding such matters as pertaining to UBF around the world.

4.3 Number, Tenure and Qualifications

The Board of Elders shall consist of elders and a general director. The number of elders shall be even between six and ten. Elders shall be elected among the members at the annual meeting of members and serve for a term of four years. Once elected, an elder may serve up to three consecutive terms, after which the elder must vacate the position. In order to fill the required number among the vacancies, the president shall take nominations at least four months before the annual meeting and announce elder candidates and election procedures at least two months before the annual meeting.

4.4 Regular Meetings

A regular meeting of the Board of Elders shall be held without any other notice than these bylaws immediately after and at the same place as the annual meeting of members. If the

meeting is not held at this time, the president shall set the time and place of the meeting as soon thereafter as is convenient. The Board of Elders may provide by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the Chicago office of the corporation in the absence of any designation in the resolution.

4.5 Special Meetings

Special meetings of the Board of Elders may be called by or at the request of the president, general director, or any two elders, and shall be held at the office of the corporation or at such other place as the elders may determine.

4.6 Notice

Notice of any special meeting of the Board of Elders shall be given at least two days previously thereto by written notice delivered personally or sent by mail or email to each elder at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed, prepaid and properly addressed envelope. If notice is given by email, such notice shall be deemed to be delivered when the email is delivered to the members. Any elder may waive notice of any meeting. The attendance of an elder at any meeting shall constitute a waiver of notice of such meeting, except where an elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such a meeting.

4.7 Quorum

A majority of the Board of Elders shall constitute a quorum for the business transaction at any meeting; but if less than a majority of the elders are present, a majority of elders present may adjourn the meeting.

4.8 Board decisions

The act of a majority of the Board of Elders present at a meeting at which a quorum is present shall be the act of the Board of Elders, unless the act of a greater number is required by law or by these bylaws.

4.9 Vacancies and additions

Any vacancy occurring in the Board of Elders shall be filled by the Board of Elders. An elder appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meetings of the members.

Additional elders may be elected by an affirmative vote of a supermajority of the Board of Elders present at any regular meeting. Elders may resign or be removed for due cause by a supermajority vote of the Board of Elders at a meeting in which a quorum is present.

4.10 Qualifications

Elders must subscribe to the purpose and statement of faith stated in the charter and these bylaws. Elders shall not be on salary by Central Treasury.

4.11 Resignation

Any elder may resign by filing a written resignation with the recording secretary, but such resignation shall not relieve the elder so resigning of the obligation to pay any pledges, assessments, or other charges theretofore accrued and unpaid. His officer position is relinquished if such a position requires him to be an elder.

Article 5. OFFICERS

5.1 Officers

The officers of this organization shall be: general director, president, vice-president, recording secretary, finance director, daily bread director, central treasurers and other such officers as may be elected or appointed in accordance with the provisions of this article. Any two or more offices may be held by the same person, except the offices of president and recording secretary.

5.2 Election and term of office

The president, vice-president, recording secretary shall be elected from the elders at the end of the same term as the elders. The president shall be elected by a majority vote at the regular annual meeting of members after the elders are elected. The vice-president and recording secretary shall be elected by the Board of Elders soon after the annual meeting when the election takes place. The other officers, including the USA/Canada coordinator, central treasurers, finance director and daily bread director as well as chapter directors and treasurers shall be nominated by the general director and approved by the members' meeting or by the Board of Elders on an annual basis. The general director is nominated by the international executive board, the nomination to be approved by an affirmative vote of a supermajority of all International Advisory Members (IAM) or their proxies either physically present or participating in votes via mail or email, or by other means approved by the general director and International Executive Board at a regular or a special meeting.

5.3 Powers and Duties of the General Director

There shall be a general director, elected by the international advisory members, to serve for a term of four years. This person shall be the principle executive officer of UBF corporation and shall have such duties and powers as are necessary to carry out the purpose of the corporation as stated in the charter and bylaws. This person shall be an ex officio member of the Board of Elders, as well as of the international advisory members and of the international executive board, with right to vote. This person shall make periodic reports to the Board of Elders and recommend policies for their approval or disapproval. This person shall make a report on the state of the corporation at the annual meeting of members. This person shall nominate to the annual meeting of members the USA/Canada coordinator, central treasurers, finance director and daily bread director, chapter directors and treasurers, to be approved or disapproved by

them. At this person's recommendation, such officers may be removed or appointed during the year by the Board of Elders if necessary.

5.4 Powers and Duties of the President

The president shall preside at the annual meeting of members and preside at the meetings of the Board of Elders. He shall be responsible for spiritual oversight of all meetings and shall ordinarily prepare and deliver a Bible message at each meeting.

5.5 Powers and Duties of the Treasurer

The USA/Canada central treasurer shall be the custodian of the funds, securities, and property of the corporation. The central treasurer shall be responsible for encouraging tithing and spiritual giving as a spiritual duty and for the education of the local treasurers. The treasurer may receive and disburse funds according to the budget categories and amounts approved by the budget at the annual meeting of the members. Other disbursements must be recommended by the general director and approved by the Board of Elders.

In addition to the foregoing, the treasurer shall have such other powers, duties and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the general director or by the Board of Elders.

5.6 Powers and duties of the Finance Director

The finance director shall serve as financial officer. In consultation with the general director, he will make decisions about managing the various funds of the corporation. Such decisions should be reported to and approved by the Board of Elders. This person is to have general oversight of the finances of chapters.

5.7 Powers and duties of the Daily Bread Director

The daily bread director is responsible for publication and distribution of Daily Bread and the education of daily bread directors in various chapters.

5.8 Powers and duties of chapter directors and assistants

Each chapter director is the pastor and administrator of his chapter. He must prayerfully seek God's guidance, study the Bible and deliver Bible messages each Sunday. He must oversee the fellowship leaders in his chapter. He must be a disciple-maker. He is authorized to baptize, administer communion, perform weddings, funerals and do any other pastoral function necessary for the oversight of his chapter. He is responsible for practicing and teaching good stewardship of funds and property. Assistant directors can be appointed by the chapter director, subject to the approval of the local Board of Elders. Assistant directors are pastors and have the same powers and duties as the chapter director, while working under his direction.

5.9 Powers of the USA/Canada Coordinator

The USA/Canada coordinator will be responsible for coordinating chapters throughout the USA and Canada. He will work under the general director with the senior staff to plan conferences and meetings that are national or regional in scope. He is an ex-officio member of the international executive board and the international advisory members, with full voting rights.

5.10 Removal

Any officer elected or appointed by the Board of Elders may be removed by the Board of Elders whenever, in its judgment, the best interests of the corporation would be served thereby, and such removal shall be without prejudice to the contract right, if any, of the officer. The members at a regular or special meeting may remove any officer elected by either members or by the Board of Elders.

5.11 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Elders for the unexpired portion of the term.

5.12 Powers and Duties

The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Elders or the meeting of members. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in not-for-profit corporations and/or churches having the same, or similar, general purposes and objectives as this corporation.

5.13 Resignation

Any officer may resign by filing a written resignation with the recording secretary, but such resignation shall not relieve the officer so resigning of the obligation to pay any pledges, assessments, or other charges theretofore accrued and unpaid.

Article 6. COMMITTEES

6.1 Committees of Elders

The Board of Elders may designate by resolution one or more committees, each of which shall consist of two or more elders, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Elders in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Elders or any individual elder of any responsibility imposed on it or him by law.

6.2 Senior Staff Council

The Senior staff council is appointed by the general director to act in an advisory capacity in planning conferences and staff meetings, overseeing staff education and any other matter that concerns any chapters in the USA and Canada. The general director and the USA/Canada coordinator are ex-officio members of this council.

6.3 Other Committees

The general director may appoint such committees as he deems necessary for carrying out the mission of the University Bible Fellowship.

Article 7. INTERNATIONAL ADVISORY MEMBERS AND THE INTERNATIONAL EXECUTIVE BOARD

7.1 International Advisory Members

A body of International Advisory Members shall be established. The International Advisory Members shall include representatives from Korea and the USA as well as other mission fields. Initial membership shall not exceed 50 persons. The initial members of this meeting are to be nominated by the General Director and approved by the Board of Elders and the Board of Directors of Korea, respectively. After the initial establishment of the Advisory Members Meeting, the Advisory Members Meeting itself may elect and remove members by a supermajority vote of the members present at a meeting in which a quorum is present.

The International Advisory Members are a body representing UBF chapters from all the nations of the world. This body meets once every two years to pray for the work of UBF chapters around the world. According to the biblical concept of tithing, this body encourages in principle all UBF chapters worldwide to offer one tenth of their offerings to be used for the world mission purposes. New members are to be nominated by the General Director or the International Executive Board and approved by the International Advisory Members.

The powers, rights, and duties delegated to this body are: a) Elect or terminate the General Director (see 5.3); (b) Elect or terminate the International Executive Board members; (c) Confirm the General Director's nomination of Continental Coordinators and National Coordinators; and (d) Receive reports from the General Director and/or the Committee Chairs/Continental Coordinators.

7.2 Powers and Duties of the General Director

There shall be a General Director elected by the International Advisory Members to serve for a term of four years. This person can be re-elected only one time. He shall be the chairperson of the International Advisory Members Meetings, and the International Executive Board. He shall have such powers and duties as are necessary to carry out the purposes of the UBF worldwide (see 5.2).

7.3 The International Executive Board

The International Executive Board shall consist of no more than 13 members. They are to be nominated by the General Director and/or the International Executive Board and approved at a regular meeting of the International Advisory Members. Four should be ex-officio members: (i) the General Director, (ii) the Korean Director, (iii) the USA/Canada Coordinator, and (iv) the Vice General Director. In addition, there shall be nine members who are nominated by the General Director and/or the International Executive Board and approved by the International Advisory Members. The terms of office for these nine members shall be 4 years. No member can serve more than two consecutive terms. The composition of the IEB should represent UBF worldwide membership and include four members each from Korea and the USA/Canada, and one member each from Europe, Latin America, and Asia, and one member from either Africa or the CIS alternately. (The Africa or CIS members shall serve only one four-year term.)

This Board shall work in close coordination with the General Director to carry out under his direction the mission of the University Bible Fellowship. It shall report to the International Advisory Members at regular meetings. It shall perform whatever duties are assigned to the International Advisory Members when that body is not in session. Such actions are subject to review by the International Advisory Members at any regular or special meeting.

In addition, this Board shall:

- a) Oversee the various committees appointed by the General Director.
- b) Assist the General Director as he prepares the agenda for the regular meetings of the International Advisory Members.
- c) Oversee missionaries and Mission work throughout the world. Under the direction of the General Director, the International Executive Board shall oversee the missionaries and mission work throughout the world by prayer, travel, video conferencing, ubf.org web site, e-mail, etc. They should be aware of prayer topics of all the various mission fields and should be available to troubleshoot prayerfully anywhere.
- d) Oversee the receipt and disbursement of funds in the Overseas Treasury.

7.4 Regular meetings

A meeting of the International Executive Board in which all members or their proxies are physically present shall be held four times a year. The Board shall have informal meetings as often as possible by whatever means are available as the General Director deems necessary.

(Sections 7.3 and 7.4 were amended on August 10, 2019, at the meeting of IEB, and approved on August 11, 2019, at IAM in Willingen, Germany.)

Article 8. CONTRACTS, CHECKS, DEPOSITED, FUNDS AND PROPERTY

8.1 Contracts

The Board of Elders may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

8.2 Acquisition and Disposition of Property

The Board of Elders shall have power to purchase, lease or otherwise acquire by bequest, devise, gift or other means and hold, own, manage, or develop and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation (in accord with its charter as a nonprofit corporation) without limitation as to amount or value, in any of the states, districts, or territories of the United States, and in any and all foreign countries subject to the laws of any such states, districts, territories, or countries.

8.3 Checks Drafts or Orders

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such an officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Elders. In the absence of such determination by the Board of Elders, such instruments shall be signed by the treasurer or an assistant treasurer or the General Director of the corporation.

8.4 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Elders may select.

8.5 Gifts

The Board of Elders may accept on behalf of the corporation any contribution, gift, bequest or device for any purpose of the corporation.

Article 9. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Elders, committees having and exercising any of the authority of the Board of Elders and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any purpose at any reasonable time.

Article 10. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

Article 11. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Sections 79-11-1 through 79-11-11, inclusive, Mississippi Code of 1972, as amended, or the bylaws of the corporation, 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.

Article 12. AMENDMENT OF BYLAWS

The bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority vote of the members present at any regular or special meeting or by a supermajority vote of the Board of Elders.