

AMENDED AND FULLY RESTATED

BY-LAWS

OF

METRO COMMUNITY CHURCH

EDWARDSVILLE, ILLINOIS

Adopted

September 10, 2023

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OF
METRO COMMUNITY CHURCH OF EDWARDSVILLE, IL

PREAMBLE

An imperfect system filled with men and women of integrity will function far better than a perfect system filled with men and women who lack integrity. While impossible to anticipate all future contingencies, the intent of these By-Laws is to provide flexibility to meet long-term changing needs of Metro Community Church. Metro Community Church f/k/a Metro Baptist Church (this “**Corporation**” or the “**Church**”) was formed pursuant to the Statutes of the State of Illinois and original bylaws were adopted on June 5th, 1994, by the Church body, amended and restated by the Church body on December 13, 2009, as further amended and restated by the Church body on December 14, 2014 (the “**Original Bylaws**”). These By-Laws amend and completely restate the Original Bylaws and were adopted on this 10th day of September, 2023 by the membership of the Church (these “**By-Laws**”).

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Corporation is **METRO COMMUNITY CHURCH**. The Church maintains its principal office at 3551 Ridgeview Road, Edwardsville, Illinois. The Board (as defined below) of the Church has full power and authority to change the principal office from one location to another.

ARTICLE II
LEADERSHIP STRUCTURE

The Senior Pastor will provide overall leadership for the Church. He will be accountable to the Board and will involve the Board in strategic directional matters.

A. BOARD.

1. Members. The Board shall be comprised of six (6) people, including the Senior Pastor. The Senior Pastor is a permanent member of the Board. The members of the Board, including the Ex Officio Member, shall be selected by members of the then-existing Board. On the date of adoption of these By-laws, the Board shall consist of the six (6) members of the “Board” (the “**Existing Board**”). If any member of the Existing Board does not meet the qualifications set forth below, then the remaining members of the Existing Board shall select a suitable replacement member that meets the qualifications of an Board member set forth below.

- a. Ex Officio Member. A member of the senior staff member employee of Metro Community Church, other than the Senior Pastor, shall serve as a non-voting member of the Board (the "**Ex Officio Member**"). The Ex Officio Member shall meet all the qualifications of the Board set forth in these Bylaws and shall be a non-voting member of the Board for all purposes set forth in these Bylaws. The Ex Officio Member may be dismissed from meetings by the vote of a majority of the members of the Board, including the Senior Pastor for executive session. The Ex Officio Member may serve as a Vice President as set forth in Article IV below. The Ex Officio Member may be removed from the Board pursuant to the removal procedures set forth in this Article II for other members of the Board.

2. Qualifications.

- a. Members of the Board *may not*:
 - 1.) Be a staff member, other than the Senior Pastor and the Ex Officio Member.
 - 2.) Be employed by the Church, other than the Senior Pastor and the Ex Officio Member.
- b. All members of the Board, other than the Senior Pastor and the Ex Officio Member, *must*:
 - 1.) Have been a Member for at least two (2) years prior to appointment to the Board.
 - 2.) Give clear evidence of being spiritually mature, in tune with the God given vision of the Church.
 - 3.) Be actively involved in ministry of the Church for no less than two (2) years prior to appointment to the Board.
- c. The Senior Pastor and the Ex Officio Member, *must*:
 - 1) Give clear evidence of being spiritually mature, in tune with the God given vision of the Church.

3. Meetings. The Board will be convened as needed by the Senior Pastor, or by any three (3) members of the Board by giving notice to all other members of the Board. Notice of meetings may be given orally, via electronic mail, United States Mail or any other reasonable method. Decisions of the Board may be

accomplished through electronic, telephonic or oral communication. Meetings may be called and votes taken by written agreement in lieu of calling a meeting.

4. Purpose and Directional Criteria. The Board functions primarily as *discerners* and *guardians* of strategic directional matters of the Church, and as advisers to the Senior Pastor. The Board evaluates the effectiveness and direction of the Church according to three criteria: (1) vision; (2) resources; and (3) doctrine (the “**Directional Criteria**”), as such terms are more fully set forth below. The Board is not expected to oversee specific projects or ministry areas. The Board does not determine programming as this responsibility falls to the staff of the Church. However, the Board is responsible for evaluating programming based on the Directional Criteria.
 - a. Vision. To be a church where people want to move closer to God, each other and the disconnected.
 - b. Resources. All resources of the Church, including without limitation, financial, people and spiritual.
 - c. Doctrine. Our indisputable beliefs are as follows:
 - 1.) The entire Bible is the inspired, inerrant, and infallible Word of God and is the only basis for our beliefs. Men were moved by the Spirit to write the words of Scripture. Therefore, the Bible is without error.
 - 2.) There is one God who exists in three distinct persons (Father, Son, and Holy Spirit). Jesus Christ is the second member of the Trinity (the Son of God) who became flesh to reveal God to man and to become the Savior of the lost world.
 - 3.) Man was created in the image of God to have fellowship with Him, but became alienated from that relationship through sinful disobedience. As a result, man is totally incapable of coming back into a right relationship with God by his own effort.
 - 4.) The shed blood of Jesus Christ on the cross provides the sole basis for the forgiveness of sins. Therefore, salvation only occurs when a person places his faith in the death and resurrection of Christ as the sufficient payment for his sin.
 - 5.) Every Christian should live for Christ and not for himself. By obedience to the Word and daily yielding to the Spirit, every believer will mature and become conformed to the image of Christ.
 - 6.) The Church is the body of Christ of which Jesus Christ is the Head. The Members are those who have trusted by faith the finished

work of Christ. The purpose of the church is to glorify God by loving Him and by making Him known to a lost world.

5. Duties and Authority. The Board has authority over all matters concerning the overall direction of the Church. The Board will make decisions by consensus.
 - a. Limits on Authority. The Board may not approve any matter specifically set forth below reserved to a vote of the Members.
 - b. Appointments to Teams. The Board is empowered (but not obligated) to appoint the members of any other teams necessary to fulfill the vision and mission of the Church.
 - c. Nomination of Trustees. The Board will nominate three (3) individuals from within the Board to serve as the Trustees. Trustees will be approved by the Members as set forth below.
 - d. Senior Pastor.
 - 1.) Dismissal. The Board has the authority to dismiss the Senior Pastor with approval by a four-fifths (4/5) vote of all members of the Board, excluding the Senior Pastor. Any complaints or concerns regarding the Senior Pastor will be directed to and handled by the members of the Board. Upon the occurrence of a vacancy in the role of Senior Pastor, the Board shall initiate procedures to select a new Senior Pastor.
 - 2.) Electing A New Senior Pastor: When the position of Senior Pastor is vacated, the members of the Board will take appropriate action to secure a qualified candidate to serve as Senior Pastor. The Board will recommend the candidate to the Members. The requirements for all pastors are found in I Timothy 3:1-7 and Titus 1:7-9. Beyond these requirements, the Senior Pastor shall also be an ordained minister in the Southern Baptist denomination.
 - e. Legal and Business. The Board is empowered (but not obligated) to make any and all decisions related to the life of the Church of a business or legal nature not directly designated for approval by the Members as set forth below, and create, adopt, alter and/or use a corporate seal, if any. The Board may designate an agent(s) for issues of a business or legal nature.
 - f. Winding Up. To the extent permitted by the Illinois Religious Corporation Act, 805 ILCS 110, et seq., and the Religious Educational or Charitable Corporation Dissolution Act, 805 ILCS 135, et seq. (collectively, the “**Law**”), wind up the affairs upon dissolution of the Corporation. The Board may designate an agent(s) for purposes of winding up the affairs of the Church upon dissolution of the Corporation.

6. Dismissal and Resignation. Any member of the Board may resign at their will. Any member of the Board may be removed by three-fourths (3/4) vote of the remaining members of the Board. In the event of a vacancy, an Board member's position will remain unfilled until the remainder of the Board chooses a suitable replacement.
7. Term. Board members will serve for at least five (5) years. One (1) member of the Board shall rotate off every other year.
9. Liability. No member of the Board shall be personally liable for the debts, obligations or liabilities of the Church solely because of service on the Board.

ARTICLE III TRUSTEES

- A. NOMINATION AND ELECTION.** The Board will nominate three (3) individuals from the Board to serve as the Trustees of the Corporation as required by the Law. Trustees shall be elected by a vote of the Members at a Business Meeting.
- B. PURPOSE AND AUTHORITY.** Trustees are to serve the Church as official representatives in legal and contractual matters as required by the Law. Trustees may be asked to conduct other duties and activities as designated from time to time by the Board.
- C. DISMISSAL AND RESIGNATION.** Any resignation or removal of a Trustee from the Board will automatically result in the removal of the Trustee from his office as Trustee of the Church. In the event of a vacancy, the remaining Trustees shall serve as the Trustees of the Church until a new Trustee is nominated and elected pursuant to the provisions above.
- D. TERM.** Trustees term shall be decided by the Board.
- E. LIABILITY.** No Trustee shall be personally liable for the debts, obligations or liabilities of the Church solely because of service as a Trustee.

ARTICLE IV OFFICERS

- A. OFFICES.** The following shall be the officers of the Corporation: President and two Vice Presidents.
- B. QUALIFICATIONS.** Officers *must*:
 1. Have been a Member for at least two (2) years prior to appointment as an Officer.
 2. Give clear evidence of being spiritually mature, in tune with the God given vision of the Church.

3. Be actively involved in ministry of the Church for no less than two (2) years prior to appointment as an Officer.
- C. APPOINTMENT.** Officers shall be as follows:
1. President: the Senior Pastor shall serve as President.
 2. Two (2) Vice Presidents: each Vice President shall be appointed by the Board.
- D. AUTHORITY AND DUTIES.** The duties of the Officers, unless otherwise stated in these By-Laws, shall be determined by the Board in accordance with the purposes of the Church set forth in these By-Laws and in accordance with the Law.
- E. TERM.** Officers, other than the Senior Pastor, shall serve until removed or replaced by a majority vote of the Board or until their resignation.
- F. LIABILITY.** No Officer shall be personally liable for the debts, obligations or liabilities of the Church solely because of service as an Officer.

ARTICLE V MEMBERSHIP

A. GENERAL

The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified themselves with and committed themselves to a particular local body (Acts 2:42-46; Romans 16:1; I Corinthians 1:2; II Corinthians 8:1; Philippians 1:1; Acts 11:26).

B. QUALIFICATIONS. Only those individuals who meet the following qualifications and have not been terminated as Members as set forth below shall be deemed a “Member” for purposes of these By-Laws.

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church’s membership class.
4. A commitment to abide by the Membership Covenant (defined below).
5. Regular participation in a small group of the Church.
6. Ongoing involvement in an area of ministry.
7. Members must be active residents. Active residents are those who reside within the geographic area served by the Church and are currently participating in the Church as set forth in the above qualifications.

C. MEMBERSHIP COVENANT. The responsibilities of a Member are described in a Membership Covenant, which shall include, but is not necessarily limited to, the following four statements:

1. I will protect the unity of my church by acting in love toward other Members, by refusing to gossip, and by following the leaders as they follow God (Romans 14:19; 15:5; I Peter 1:22; Ephesians 4:29; Hebrews 13:17).
2. I will share the responsibility of my church by praying for its growth, inviting the unchurched to attend, and by warmly welcoming those who attend (I Thessalonians 1:2; Luke 14:23; Romans 15:7).
3. I will serve the ministry of my church by discovering my gifts and talents, being equipped to serve by my pastors, and by developing a servant's heart (I Peter 4:10; Ephesians 4:11,12; Philippians 2:3-5,7).
4. I will support the testimony of my church by attending faithfully, living a godly life, and by giving regularly (Hebrews 10:25; Philippians 1:27; I Corinthians 16:2; Leviticus 27:30).

D. VOTING.

1. Matters to be Voted on. Members who are eighteen (18) years old or older shall have the right to vote on the following matters at a Business Meeting pursuant to the terms and conditions set forth in these By-Laws:
 - a. The annual budget of the Church.
 - b. Election of Trustees.
 - c. Disposition of all or substantially all of the assets of the Church which shall require a vote of sixty percent (60%) or more of a quorum at a Business Meeting called for such purpose.
 - d. Merger or dissolution of the Church which shall require a vote of sixty percent (60%) or more of a quorum at a Business Meeting called for such purpose.
 - e. Amendments to the Affidavit of Incorporation (or other similar document required under applicable law related to the formation and existence of the Corporation).
 - f. Amendment(s) to these By-Laws.
 - g. Appoint a new Senior Pastor which shall require a vote of sixty percent (60%) or more of a quorum at a Business Meeting called for such purpose.

- h. Change or establish the denominational affiliation of the Church which shall require a vote of sixty percent (60%) or more of a quorum at a Business Meeting called for such purpose.
 - i. Such other matters mandated by the Law.
 - 2. Proxy. Voting by proxy will not be permitted.
 - 3. Discussion. Unless otherwise presented at a Business Meeting by the Moderator, all votes are to be taken without discussion.
 - 4. Majority Vote. All decisions will be by simple majority vote of a quorum at a Business Meeting unless otherwise provided in these By-Laws.
- E. TERMINATION.** Members shall be removed from the Church roll and shall not be deemed Members for the purposes of these By-Laws for the following reasons:
 - 1. Death.
 - 2. Transfer of membership to another church of like faith and order.
 - 3. Notification that the Member has joined another church of a different faith and order.
 - 4. Lapse of contact with the Church for one (1) year.
 - 5. Failure to submit a renewal of the Membership Covenant. The Board shall prescribe the form and frequency of the renewal of the Membership Covenant necessary to carry out the purposes of the Church as set forth in these By-laws.
 - 6. Lack of participation in a small group of the Church.
 - 7. Lack of participation in an area of ministry within the Church.
 - 8. By personal request of the Member to any member of the Board.
 - 9. Dismissal by the Board according to the following conditions: the member's life and conduct is not in accordance with the Membership Covenant in such a way that the Member hinders the ministry influence of the Church in the community in which the Church serves (Matthew 18:15-17; Romans 16:17,18; Titus 3:10,11). Members dismissed by the Board shall be restored by the Board according to the spirit of II Corinthians 2:7-8, when their life-styles are judged to be in accordance with the Membership Covenant.
- F. LIABILITY.** No Member shall be personally liable for the debts, obligations or liabilities of the Church solely because of participation in the Church as a Member.

G. BUSINESS MEETINGS. An Annual Business Meeting and a Special Business Meeting (defined below) are collectively referred to in these By-Laws as a “**Business Meeting.**”

1. Annual Business Meetings.

- a. Purpose. The purpose of the Annual Business Meeting shall be to approve an annual budget and to elect the Trustees (if required).
- b. Time and Location. The Annual Business Meeting will be held at a time determined by the Senior Pastor or the Board. Annual Business Meetings will be held at the principal office of the Church unless otherwise determined by the Senior Pastor or the Board.
- c. Moderator. The Senior Pastor shall moderate the Annual Business Meeting. If the Senior Pastor is absent, the Senior Pastor shall designate another Member to moderate the Annual Business Meeting. If the Senior Pastor is incapacitated, terminated or if the office of Senior Pastor is vacant, the Board shall designate a Member to moderate the Annual Business Meeting.

2. Special Business Meetings.

- a. Schedule. Special Business Meetings may be called at any time by the Board or the Senior Pastor.
- b. Purpose. Subject to the other provisions of these By-Laws, Special Business Meetings may be called for any purpose by giving notice to the Members.
- c. Time. Special Business Meetings will be held at a time determined by the Senior Pastor or the Board. Special Business Meetings will be held at the principal office of the Church unless otherwise determined by the Senior Pastor or the Board.
- d. Moderator. The Senior Pastor will moderate the Special Business Meeting. If the Senior Pastor is absent, the Senior Pastor shall designate another Member to moderate the Special Business Meeting. If the Senior Pastor is incapacitated, terminated or if the office of Senior Pastor is vacant, the Board shall designate a Member to moderate the Annual Business Meeting. Notwithstanding the foregoing, if the purpose of a Special Business Meeting is to remove the Senior Pastor, a member of the Board shall moderate a Special Business Meeting called for that purpose.

3. Notice of Business Meetings.

- a. Notice Period. Notice shall be given to Members of a Business Meeting no less than one (1) week prior to a meeting.

- b. Delivery Method. Notification of Business Meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a Business Meeting:
- 1.) Distribution of written materials to those Members in attendance at a weekend or mid-week service.
 - 2.) Oral announcement to those Members in attendance at a weekend or mid-week service.
 - 3.) Delivery by United States mail to each Member. If delivery by United States Mail, the date of deposit shall be deemed the date of notice.
 - 4.) Delivery by electronic mail to each Member. If Members are notified by electronic mail and a Member(s) does not accept mail electronically, said Members shall be notified by United States Mail provided that any Member that does not receive electronic mail has notified the Church in writing that it must receive notices by a method other than electronic mail.
4. Quorum. Those Members present and voting at a Business Meeting duly noticed and called shall constitute a quorum of the Members for the transaction of business.
5. Procedure. If there is a procedural question or issue, a Business Meeting will follow the latest edition of Robert's Rules of Order in terms of procedure.

ARTICLE VI REAL PROPERTY

- A. TITLE.** Title to all real property of the Church shall be in the name of the Church.
- B. OBTAINING REAL PROPERTY.** Real property may be purchased or obtained in the name of and on behalf of the Church by the act of the Trustees after the proposal to do so has been presented and approved by the Board.
- C. DISPOSITION OF REAL PROPERTY.** Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed by the act of the Trustees after the proposal to do so has been presented and approved by the Board. If the disposition of real property constitutes disposition of all or substantially all of the assets of the Church, then the approval of the Members shall be required as set forth in Article V.

ARTICLE VII

AFFILIATIONS

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and status as a charitable tax exempt organization under the United States Internal Revenue Code, the Church voluntarily affiliates with the Southern Baptist Convention in its national, state and local expressions.

ARTICLE VIII MARTIAL UNIONS

- A. **DEFINITION OF MARRIAGE.** The Church believes in the sanctity of the marital union as described in the Bible as set forth herein.
1. God created the first marriage as a sacred covenant relationship between one man and one woman for the purposes of procreation, companionship, and dominion over creation, in keeping with the covenant relationship God himself established with his own creation (Genesis 2:15-24; Romans 1:16-32); and
 2. Jesus blessed a marriage celebration between a man and a woman with his presence and his first public miracle, thereby affirming the definition of marriage between one man and one woman as a cornerstone of every culture and community (John 2:1-11); and further that he advised those who are for congenital or psychological reasons unable to enter into marriage between one man and one woman to remain single and therefor celibate (Matthew 19:4-12).
- B. **DENOMINATIONAL DOCTRINE.** The Church affiliates itself with the Southern Baptist Convention as set forth herein. Accordingly, in this instance, the Church adheres to the doctrinal statements on marriage and family adopted by the Southern Baptist Convention in the most recent version of the *Baptist Faith and Message* (2000), that marriage is to be defined Biblically and theologically in God's own terms rather than man-made terms; and further that the Church intentionally adheres to the highest standards for marriage, namely Biblical standards, and that other legal definitions and court actions are secondary to the Biblical mandate.
- C. **MARRIAGE CEREMONIES.** The Church affirms that all marriage ceremonies performed in the name of the Church and any related celebrations or activities allowed in its facilities shall be for unions that meet the standards set forth in these Bylaws, and further that pastors, staff, including without limitation, the Senior Pastor, engage only in marriage ceremonies in keeping with the Church's adopted definition of marriage herein.

ARTICLE IX AMENDMENTS

All requests for amendments to these By-Laws must be in writing and shall be submitted to the Board for study and consideration. The Board shall issue a timely response to the proposed amendment, alteration or revision to these By-Laws. It is up to the Board whether to propose such amendments to the Church for adoption.

ARTICLE X FINANCES

- A. ANNUAL BUDGET.** The Church shall have an annual budget, voted on by the Church, to serve as the normative guide for the financial operation of the church.
- B. BANK ACCOUNTS.** The Church will maintain bank accounts and other accounts at banks or other financial institutions. Documentation granting authority for specific persons to sign checks or enter into other bank account transactions must be designated by the Board.

ARTICLE XI CHARITABLE TAX EXEMPT ORGANIZATION

The term for which the Church has been organized and incorporated is perpetual and it shall operate as a charitable tax exempt organization under the United States Internal Revenue Code pursuant to authority granted thereunder pursuant to affiliation with the Illinois Baptist State Association of the Southern Baptist Convention.

ARTICLE XII INCORPORATION

It is the desire and intent that the Church shall operate as a not-for-profit religious corporation pursuant to the Illinois General Statutes. None of the Church's funds shall inure to the benefit of any individual connected with the organization, except in consideration of services rendered. Accordingly, all references to the "Church" in these By-Laws shall be interpreted to be references to the "Corporation" as that term is defined under the Law. The Trustees and Officers shall have the same definitional meaning and authority to bind the Church as referred to under the Law. In the event of dissolution of the Church, the assets thereof shall be liquidated and distributed by first paying all creditors, and all remaining assets shall then be distributed to another Christian organization or organizations which have like faith, belief, and purposes and which qualify as a charitable tax exempt organization under the United States Internal Revenue Code.