

CENTRAL BAPTIST CHURCH OF SIOUX FALLS

BYLAWS

The government of the Central Baptist Church of Sioux Falls (the Church), under the leadership of the Holy Spirit and in accordance with the scriptures, shall be conducted as directed by the Constitution and these Bylaws.

The Constitution of the Church shall be the Articles of Incorporation. The Constitution shall control in the event of a conflict with a provision of these Bylaws.

ARTICLE 1: MEMBERSHIP

1. Qualification. Applicants for membership shall:

- (a) Comply with the requirements set forth in the Constitution.
- (b) Complete a membership orientation course.
- (c) Submit a written application for membership to a Pastor or member of the Care Board and agree to the Membership Covenant in the Constitution.
- (d) Be baptized by immersion.
- (e) Be reviewed by the Care Board for a testimony of faith in Jesus Christ and for affirmation of the statement of faith and practice of the Church.

2. Admission.

- (a) **New Members.** Membership applicants shall be approved by the Care Board.
- (b) **Existing Members.** Persons on the official Church membership roll as of the date of the adoption of these Bylaws and persons hereinafter admitted in accordance with the procedures set forth herein, are referred to as "Members."
- (c) **Pastoral Staff.** Pastoral Staff and their spouses shall automatically become Members of the Church upon acceptance of their position, completion of membership orientation course and being baptized by immersion.

3. Membership Records.

- (a) Oversight of the official Church membership roll shall be the responsibility of the Care Board secretary.
- (b) The official Church membership roll shall contain a list of Active Members and a list of Inactive Members.
- (c) Inactive Membership List.
 - i. A Member will be placed on the Inactive Membership list in the event that the Member fails to regularly attend weekly public worship services of the Church for 6 consecutive months; unless the Care Board determines that a Member cannot participate in weekly public worship services due to physical limitations, temporary geographical separations, or missional service (e.g., military, missionary, higher education).
 - ii. Reasonable efforts shall be made to notify any Member who is moved to the Inactive Membership List.

41 **4. Leadership.**

- 42 (a) **Membership.** Only Members may serve in leadership roles provided for in these Bylaws.
- 43 (b) **Terms.** The officers, members of the Board of Elders, members of the Deacon Boards
44 and Nominating Committee members and chair shall be ratified for a 3-year term, 1/3rd
45 of their number, or as near 1/3rd as possible, at each annual election. Deacon Board
46 members are eligible for ratification to the Board of Elders prior to the completion of a
47 3-year term.
- 48 (c) **Term Limit.** No Member shall serve more than 2 consecutive 3-year terms on any
49 combination of Board of Elders, Deacon Board or as chair of a Deacon Board; provided
50 that this provision shall not apply to a current member of the Board of Elders who is
51 nominated for Chairman.
- 52 (d) **Appointments.** Members appointed to fill a vacancy shall be deemed to have filled
53 the full term of office if over half of the term remains when appointed. In all other cases,
54 such persons shall be deemed to have filled none of the term for the purposes of term
55 limitations.

56 **5. Separation.**

- 57 (a) **Administrative.** A Member may be removed from the official Church membership roll
58 under the following circumstances and by the authority of the Care Board:
- 59 i. By death.
- 60 ii. By written request of the Member.
- 61 iii. By verbal or written confirmation from the Member that he or she has united with
62 another church or has geographically relocated.
- 63 (b) **Failure to Participate.** A Member on the Inactive Member List shall be removed from the
64 official Church membership roll by the authority of the Care Board in the event that the
65 Member:
- 66 i. Fails to regularly attend weekly public worship services for 6 consecutive months; and
67 ii. Fails to renew his or her participation with the Church after effort is made by a Pastor
68 or designee of the Board of Elders or Care Board to contact the Member.
- 69 (c) **Exclusion.** A Member may be excluded from the Church only following action by the
70 Board of Elders.
- 71 (d) **Automatic Termination.** Membership that was automatically granted to any Personnel
72 under this Article shall be automatically terminated on termination of the formal
73 relationship of any such Personnel with the Church.
- 74 (e) **Publication.** The names of any Members who have been removed from membership
75 shall be publicly posted or made publicly available.

76 **ARTICLE 2: MEMBERS**

- 77 **1. Member Action.** Member action on matters properly before the Members may be taken at any
78 Annual or Special Meeting or informally.

- 79 (a) **Annual Meeting.** The Annual Meeting of the Members shall be held as set forth in Article
80 10 of these Bylaws.
- 81 (b) **Special Meeting.** Special Meetings of the Members may be called at any time by the
82 Board of Elders.
- 83 (c) **Informal Action.** The Board of Elders may provide for Member action to be taken without
84 a formally assembled meeting, in accordance with policies and procedures adopted by
85 the Board of Elders.
- 86 **2. Notice.** Written, printed or electronic notice stating the place, date and hour of any Member
87 meeting shall be published or distributed not fewer than 10 days before the date of such
88 meeting.
- 89 (a) In the case of a Special Meeting or when required by statute or by these Bylaws, the
90 purpose or purposes for which the meeting is called shall be stated in the notice.
- 91 (b) Written or printed notice may be delivered by publication thereof in the worship folder or
92 by United States mail. If mailed, the notice of a meeting shall be deemed to be
93 delivered when deposited with postage thereon prepaid in the United States mail
94 addressed to the Member at his or her address as it appears on the records of the
95 Church.
- 96 (c) If delivered by e-mail, the notice of a meeting shall be deemed to be delivered when
97 sent by the Church, regardless of when the notice is actually received and/or read by
98 the Member, if directed to the correct e-mail address on the records of the Church.
99 Other means of providing electronic notice may be specified in writing by the Member.
- 100 **3. Quorum.** Members representing 10% of the Active Members shall constitute a quorum at any
101 Annual or Special Meeting. In the case of an Informal Action, a quorum shall require votes
102 cast by at least 10% of the Active Members.
- 103 **4. Required Approval.** Member approval is required as follows:
- 104 (a) Ratification of Elders, members of the Deacon Boards and the chair and members of
105 the Nominating Committee.
- 106 (b) Approval or amendment of the Constitution or these Bylaws.
- 107 (c) Approval of the sale, mortgage or encumbrance of Church real estate and dissolution.
- 108 **5. Conduct of Business; Meeting Procedure.**
- 109 (a) The vote of a majority of the Active Members, who are 18 years old or older, present
110 and voting on any matter properly before the Members shall be final and shall
111 constitute the act of all Members unless a greater number is required by law, the
112 Constitution, or these Bylaws.
- 113 (b) Changes to the Constitution shall require an affirmative 2/3rds vote of eligible voters.
- 114 (c) In all business meetings the Chairman of the Board of Elders shall preside, and in the
115 Chairman's absence, the Vice Chairman shall preside, and if both be absent, an Elder
116 shall be appointed by the Board of Elders to serve as Chairman.
- 117 (d) Persons who are not Members may attend meetings of the Members; provided that
118 non-members and Inactive Members may not vote, make motions or speak in the

119 meeting unless specifically invited to do so by the Chairman. The Chairman may, at
120 his discretion, exclude persons who are not entitled to vote from any meeting of the
121 Members.

122 (e) Members who attend and participate in business meetings shall exhibit the Fruit of the
123 Spirit and demonstrate evidence of the change within as a result of their personal
124 relationship with Christ.

125 (f) Each member shall conduct him/herself in a manner that is permissible and beneficial.

126 (g) The rules contained in the current edition of Robert's Rules of Order Newly Revised
127 shall govern the business proceedings of the Church in all cases where they are not
128 inconsistent with the Constitution or the Bylaws.

129 **6. Voting by Ballot.** The following matters shall be voted on by secret, written ballot:

130 (a) Ratification of Elders and the members and chair of the Nominating Committee.

131 (b) Calling or hiring of the lead member(s) of the Pastoral Staff or other candidates
132 submitted to the Members by the Board of Elders.

133 (c) Amendment of the Constitution and Bylaws.

134 (d) Purchase, sale, encumbrance or transfer of real property.

135 **7. Informal Action.** All Member action taken informally shall comply with the following:

136 (a) Official, printed ballots shall be used.

137 (b) Ballots shall be voted and cast on Church property.

138 (c) Voting may not occur for more than any 24-hour period.

139 (d) Informal Action shall be conducted to maximize the participation of Active Members in
140 the process.

141 (e) A registry shall be maintained to ensure that no Active Member casts more than 1
142 ballot.

143 **ARTICLE 3: PERSONNEL**

144 **1. Pastoral Staff.**

145 (a) **Determination.** The Board of Elders shall determine the Pastoral staffing needs of the
146 Church. The lead member(s) of the Pastoral Staff is directly accountable to the Board
147 of Elders.

148 (b) **Hiring.** Pastoral Staff shall be hired with the approval of the Board of Elders and the
149 lead member(s) of the Pastoral Staff.

150 (c) **Duties.** Pastoral Staff shall:

151 i. Serve as pastoral leaders under the direction of the lead member(s) of the Pastoral
152 Staff.

153 ii. Execute the duties set forth in their respective job descriptions.

- 154 (d) **Suspension.** Pastoral Staff may be immediately suspended (with pay) by the lead
155 member(s) of the Pastoral Staff from duties pending an inquiry into, and possible
156 resolution of, the circumstances precipitating the suspension.
- 157 (e) **Termination.** Pastoral Staff may be dismissed from service upon a 3/4ths vote of the
158 number of members on the Board of Elders and the approval of the lead member(s) of
159 the Pastoral Staff.
- 160 (f) **Resignation.** Pastoral Staff shall give reasonable advance notice of resignation.

161 **2. Ministry Staff.**

- 162 (a) **Determination.** The lead member(s) of the Pastoral Staff, or in his absence the Board
163 of Elders, shall determine the Ministry Staff needs of the Church from time to time.
- 164 (b) **Hiring.** Ministry Staff shall be hired with the approval of the Board of Elders and meet
165 the qualifications set forth in their respective job descriptions.
- 166 (c) **Duties.** The Ministry Staff shall:
- 167 i. Serve as non-pastoral leaders under the direction of the Pastoral Staff.
- 168 ii. Execute the duties set forth in their respective job descriptions.
- 169 (d) **Suspension.** The lead member(s) of the Pastoral Staff may immediately suspend
170 Ministry Staff (with pay), with the prior approval of the Executive Committee of the Board
171 of Elders, pending an inquiry into the circumstances giving rise to the suspension.
- 172 (e) **Termination.** Ministry Staff may be dismissed from service upon a majority vote of the
173 Board of Elders, the unanimous vote of the Executive Committee or the lead
174 member(s) of the Pastoral Staff.
- 175 (f) **Resignation.** Ministry Staff shall give reasonable advance notice of resignation.

176 **ARTICLE 4: CHURCH OFFICERS**

- 177 **1. Officers.** The officers of the Church shall be a Chairman, Vice Chairman, Secretary and
178 Treasurer, each of whom shall be an Elder and shall perform all duties incident to his office.
- 179 **2. Chairman.** The Chairman shall:
- 180 (a) Preside at all business meetings of the Members and of the Board of Elders.
- 181 (b) Sign instruments of the Church as authorized by the Board of Elders or Members, or as
182 may be needed and appropriate.
- 183 **3. Vice Chairman.** The Vice Chairman shall exercise the functions of the Chairman during the
184 Chairman's absence.
- 185 **4. Secretary.** The Secretary shall:
- 186 (a) See that minutes and electronic records are kept for the business meetings of the
187 Members and Board of Elders.
- 188 (b) Receive and issue notice of all meetings of the Members and the Board of Elders.
- 189 (c) Maintain a record of attendance at meetings of the Board of Elders.
- 190 (d) Act as custodian of the Church seal and records.

191 (e) Sign instruments of the Church as authorized by the Board of Elders or Members, or as
192 may be needed and appropriate.

193 **5. Treasurer.** The Treasurer shall:

194 (a) Be the chief financial officer of the Church.

195 (b) Chair the Trustee Board.

196 (c) Ensure that appropriate processes are in place for the proper receipt, documentation,
197 deposit and disbursement of all funds and securities.

198 (d) Present financial statements to the Members and such other reports as may be
199 requested by the Board of Elders.

200 (e) Sign instruments of the Church as authorized by the Board of Elders or Members or as
201 needed and appropriate.

202 **6. Removal of Officers.** Any officer may be removed by 3/4ths affirmative vote of the total
203 number of Elders on the Board of Elders, excluding the officer in question.

204 **ARTICLE 5: BOARD OF ELDERS**

205 **1. Responsibilities.** The Board of Elders acts for the Church in all matters not specifically
206 reserved in the Constitution or as provided for in Article 2, Section 4 ("Required Approval")
207 of the Bylaws. The Board of Elders is legally responsible for the affairs of the Church and
208 has responsibility for the general oversight of the Church through:

209 (a) Prayer, policy and shepherding.

210 (b) Maintaining the continuity and consistency of the ministries of the Church.

211 **2. Duties.** The Board of Elders shall have the duty and authority to:

212 (a) Designate the lead member(s) of the Pastoral Staff, and annually review the
213 performance of the lead member(s) of the Pastoral Staff.

214 (b) Receive reports from the Deacon Boards on a regular basis.

215 (c) Oversee Church policies and procedures.

216 (d) Designate an Elder or Member to act as chair of each of the Deacon boards, and if an
217 Elder is not designated as chair of a Deacon Board, then designate an Elder to attend
218 as a voting Member thereof.

219 (e) Present to the Members for ratification a list of names for the chair and members of the
220 Nominating Committee.

221 (f) Appoint such Committees and task forces as may be necessary and appropriate.
222 Members of such Committees shall be reported to the Members.

223 (g) Approve the annual ballot and board member ratification of the Nominating Committee
224 prior to Church action.

225 (h) Approve all matters to be submitted to the Members for Member action.

226 (i) Recommend the ratification of salaried Personnel required to be approved by the
227 Members.

228 (j) Dismiss the lead member(s) of the Pastoral Staff .

229 (k) Member discipline, in accordance with procedures adopted by the Board of Elders.

230 (l) Review and approve all budgets and all budget amendments.

231 **3. Organization.**

232 (a) There shall be no fewer than 7 and no more than 12 voting men on the Board of
233 Elders. The number of Elders shall be set by resolution of the Board of Elders.

234 (b) The Board of Elders shall designate one or more Pastoral Staff to serve on the Board
235 of Elders as non-voting members.

236 (c) The Chairman, Vice Chairman, Treasurer and 1 other Elder appointed by the Board of
237 Elders shall serve as the Executive Committee and shall act on urgent matters between
238 meetings of the Board of Elders and develop the agenda for such meetings. The lead
239 member(s) of the Pastoral Staff shall serve on the Executive Committee as a non-voting
240 member.

241 (d) An Elder or a Member appointed by the Board of Elders shall be the chair of each
242 Deacon Board.

243 **4. Procedure.**

244 (a) **Regular Meetings.** Regular Meetings shall be held on a schedule to be determined by
245 the Board of Elders so as to maximize the attendance of all members of the Board of
246 Elders at the meetings.

247 (b) **Special Meetings.** Special Meetings may be called by the Chairman of the Board of
248 Elders at any time, upon reasonable notice to the members of the Board of Elders.

249 (c) **Voting.** Except where a greater vote is otherwise required by these Bylaws, the decision
250 of the majority of the Board of Elders at any duly called meeting, where a quorum is
251 present, shall consist of the act of the entire Board of Elders.

252 (d) **Quorum.** A majority of the persons affirmed to serve on the Board of Elders shall
253 constitute a quorum; except where a greater number is otherwise required by these
254 Bylaws.

255 (e) **Action without meeting.** Action may be taken without meeting, provided that all
256 members of the Board of Elders consent to such action in writing, e-mail, or by facsimile.

257 (f) **Conference call meetings.** Members of the Board of Elders may attend meetings by
258 conference call, provided that all of the members present can speak and hear the other
259 members during the meeting.

260 (g) **Vacancies.** Vacancies on any committee or board, or in the case of any officer, shall be
261 appointed by the Board of Elders for the remainder of the unexpired term.

262 (h) **Notice of Meeting.** Notice of meeting may be given to the Board of Elders by hand
263 delivery, e-mail, text message, facsimile or United States mail. Any Elder attending any
264 meeting of the Board of Elders waives notice of any such meeting.

265 **ARTICLE 6: DEACON BOARDS**

266 **1. Boards; Responsibilities.** There shall be three Deacon Boards: Care, Trustee and
267 Property. Each Deacon Board shall:

- 268 (a) Develop written guidelines for its own procedures and may enlist other Members to
269 assist in carrying out its duties.
- 270 (b) Be chaired by an Elder or a Member appointed by the Board of Elders.
- 271 (c) Submit an annual budget proposal to the Trustee Board.
- 272 (d) Communicate and cooperate with the staff liaison to the Board.
- 273 (e) Regulate, review and supervise the applicable policies approved by the Board of
274 Elders.
- 275 (f) Submit all matters requiring Member Action to the Board of Elders for preliminary
276 approval.
- 277 (g) Coordinate with the Personnel assigned to the Board.
- 278 **2. Care.** The Care Board shall:
- 279 (a) Evaluate and admit new Members.
- 280 (b) Classify Members as Active or Inactive and maintain the membership records and the
281 official Church membership roll.
- 282 (c) Implement intentional efforts to contact Inactive Members and restore them to the
283 fellowship of believers at the Church.
- 284 (d) Evaluate and prepare baptismal candidates.
- 285 (e) Provide personnel for serving communion and assisting in baptism.
- 286 (f) Manage the benevolent fund.
- 287 **3. Trustee.** The Trustee Board shall:
- 288 (a) Maintain ownership and oversight of the process for creating and communicating an
289 annual budget ensuring involvement of staff, other boards and appropriate work
290 groups.
- 291 (b) Monitor expenses in accordance with the approved budget and financial policies.
- 292 (c) Review and submit its recommendation to the Board of Elders for any unbudgeted
293 expenditure exceeding 1% of the current approved budget.
- 294 (d) Post the budget, and budget amendments, on the church website to further
295 transparency and accountability in the budget process.
- 296 (e) Monitor cash positions of all funds ensuring each fund is accounted for accurately while
297 maintaining a positive cash balance.
- 298 (f) Establish and regularly evaluate appropriate financial and internal controls.
- 299 (g) Work with the Treasurer to monitor and ensure adherence to internal controls.
- 300 **4. Property.** The Property Board shall:
- 301 (a) Evaluate bids for capital repairs, improvements and outsourced services.
- 302 (b) Provide oversight of the maintenance and care of all Church buildings, equipment and
303 grounds, seeing that all areas are kept clean, orderly and in good repair, providing for
304 volunteer labor when necessary.

- 305 (c) Assist in the planning of remodeling of the Church buildings and property.
- 306 (d) Develop, evaluate and maintain plans for long-term building maintenance and long
307 term vehicle maintenance.
- 308 (e) Develop, evaluate and maintain safety and security plan, procedures, training and
309 awareness.
- 310 (f) Manage the missions house.

311 **ARTICLE 7: NOMINATING COMMITTEE**

- 312 **1. Structure.** There shall be a Nominating Committee of 5 members, plus a voting chair,
313 ratified by the Members.
- 314 **2. Responsibilities.** The Nominating Committee shall:
 - 315 (a) Present a list for ratification of expired Elder positions and members of the Deacon
316 Boards.
 - 317 (b) Collaborate with the Board of Elders, Pastoral Staff and Deacon Board chairs to
318 evaluate possible nominees for all positions to be ratified.
- 319 **3. Process.** The Nominating Committee shall:
 - 320 (a) Announce when it begins the process of preparing the ballot for ratification of positions
321 on the Board of Elders and members of Deacon Boards.
 - 322 (b) Formally invite the Church to recommend possible nominees for all positions to be
323 ratified.
 - 324 (c) Consider each Member recommended, but shall not be obligated to place any
325 recommendation on the ballot. The Nominating Committee shall not be limited to
326 placing on such ballot Members that were recommended in this manner.
 - 327 (d) Compile and recommend to the Board of Elders a ballot for vacancies on the Board of
328 Elders and members of the Deacon Boards to be presented to the Church for
329 ratification.
 - 330 (e) Publish the ballot for ratification at least 10 days prior to Member action.
 - 331 (f) Receive all recommendations in writing on forms developed and provided by the
332 Nominating Committee.
 - 333 (g) Only recommend 1 nominee for each vacancy to be ratified by closed ballot. Members
334 ratified shall assume office the day following the Annual Meeting.

335 **ARTICLE 9: GENERAL PROVISIONS**

- 336 **1. Annual Report.** An Annual Report shall be compiled and provided to the Members.
- 337 **2. Conference Relations.** The Church shall cooperate with Heartland Converge and
338 Converge Worldwide and shall, whenever possible, be represented by delegates at their
339 annual meetings.

- 340 **3. Division.** In case of a division of the Church the property of the Church shall belong to
341 those Members who abide by the Constitution. Should differences of opinion arise as to
342 which Members are abiding by the Constitution, the governing body of Heartland Converge
343 or its successor shall make the final decision.
- 344 **4. Amendments.** These Bylaws may be amended by a vote of the Members provided that
345 proposed Amendments have been previously submitted to the Board of Elders and that
346 copies have been published at least 10 days in advance of Member action.
- 347 **5. Effective Date.** These Bylaws were adopted on April 26, 2015 and supersede any previous
348 Bylaws and all amendments thereto.

349 **ARTICLE 10: FISCAL YEAR AND ANNUAL MEETING**

350 The fiscal year of the Church will be from August 1 to July 31. The annual meeting of the
351 Members shall be held in the month of September. The annual meeting is for the primary
352 purposes of presenting financial reports and voting on the proposed budget for the upcoming
353 fiscal year.

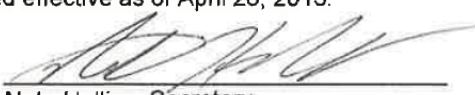
354 Upon adoption of this Article 10, the current fiscal year, which would normally end on May 31,
355 2015, shall be extended to July 31, 2015. All fiscal years thereafter shall be from August 1 to
356 July 31.

CERTIFICATION

The foregoing Amended and Restated Bylaws:

1. Have been duly adopted by law and received a majority vote at a meeting of the members of the Church held on September 19, 2010 with 170 voting in favor and 47 opposed (total of 217 votes cast);
2. Include the technical amendments that received a majority vote at a meeting of the members of the Church held on September 19, 2010 with 178 voting in favor and 38 opposed (total of 216 votes cast);
3. Include Amendment 1 (re Missions Board) approved by a majority vote at a meeting of the members of the Church held on May 23, 2012 with 111 voting in favor and 10 opposed (total of 121 votes cast);
4. Include Amendment 2 (re new members) approved by a majority vote at a meeting of the members of the Church held on November 14, 2012 with 80 voting in favor and 6 opposed (total of 86 votes cast);
5. Include two amendments approved at a meeting of the members of the Church held on April 26, 2015 Amendment 3 (re fiscal year) with 159 voting in favor and 1 opposed and Amendment 4 (re streamlining) with 134 voting in favor and 34 opposed; and
6. Reflect the Bylaws, as adopted, amended and effective as of April 26, 2015.


Ben Lee, Chairman


Nate Helling, Secretary