

Approved: 19 September 2010

Modified 2012: 23 May (Amendment 1 (re Missions Board)) & 14 November (Amendment 2 (re new members))

Modified 2015: 26 April (Amendment 3 (re Fiscal year) and Amendment 4 (re Streamlining))

Modified 2017: 10 September (Amendment 1 re: Automatic Termination)

Modified 2020: 19 January (Amendments are summarized in Bylaw Certification below)

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 and agree to the Membership Covenant in the Constitution.
- (d) Be baptized by immersion.
- (e) Be reviewed by the Pastoral Staff 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 Pastoral Staff.
- (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 Pastoral Staff.
- (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 Pastoral Staff 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.

4. Leadership.

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

5. Separation.

- (a) **Administrative.** A Member may be removed from the official Church membership roll under the following circumstances and by the authority of the Pastoral Staff:
 - i. By death.
 - ii. By written request of the Member.
 - iii. By verbal or written confirmation from the Member that he or she has united with another church or has geographically relocated.
- (b) **Failure to Participate.** A Member on the Inactive Member List shall be removed from the official Church membership roll by the authority of the Pastoral Staff in the event that the Member:
 - i. Fails to regularly attend weekly public worship services for 6 consecutive months;
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- ii. Fails to renew his or her participation with the Church after effort is made by a Pastor or designee of the Board of Elders to contact the Member.
- (c) **Exclusion.** A Member may be excluded from the Church only following action by the Board of Elders.
- (d) **Publication.** The names of any Members who have been removed from membership shall be publicly posted or made publicly available.

ARTICLE 2: MEMBERS

- 1. Member Action.** Member action on matters properly before the Members may be taken at any Annual or Special Meeting or informally.
 - (a) **Annual Meeting.** The Annual Meeting of the Members shall be held as set forth in Article 9 of these Bylaws.
 - (b) **Special Meeting.** Special Meetings of the Members may be called at any time by the Board of Elders.
 - (c) **Informal Action.** The Board of Elders may provide for Member action to be taken without a formally assembled meeting, in accordance with policies and procedures adopted by the Board of Elders.
- 2. Notice.** Written, printed, or electronic notice stating the place, date and hour of any Member meeting shall be published or distributed not fewer than 10 days before the date of such meeting.
 - (a) In the case of a Special Meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.
 - (b) Written or printed notice may be delivered by publication thereof in the worship folder or by United States mail. If mailed, the notice of a meeting shall be deemed to be delivered when deposited with postage thereon prepaid in the United States mail addressed to the Member at his or her address as it appears on the records of the Church.
 - (c) If delivered by e-mail, the notice of a meeting shall be deemed to be delivered when sent by the Church, regardless of when the notice is actually received and/or read by the Member, if directed to the correct e-mail address on the records of the Church. Other means of providing electronic notice may be specified in writing by the Member.
- 3. Quorum.** Members representing 10% of the Active Members shall constitute a quorum at any Annual or Special Meeting. In the case of an Informal Action, a quorum shall require votes cast by at least 10% of the Active Members.
- 4. Required Approval.** Member approval is required as follows:

- (a) Ratification of Elders, members of the Deacon Boards and the chair and members of the Nominating Committee.
- (b) Approval or amendment of the Constitution or these Bylaws.
- (c) Approval of the sale, mortgage or encumbrance of Church real estate and dissolution.

5. Conduct of Business; Meeting Procedure.

- (a) The vote of a majority of the Active Members, who are 18 years old or older, present and voting on any matter properly before the Members shall be final and shall constitute the act of all Members unless a greater number is required by law, the Constitution, or these Bylaws.
- (b) Changes to the Constitution shall require an affirmative 2/3rds vote of eligible voters.
- (c) In all business meetings the Chairman of the Board of Elders shall preside, and in the Chairman's absence, the Vice Chairman shall preside, and if both be absent, an Elder shall be appointed by the Board of Elders to serve as Chairman.
- (d) Persons who are not Members may attend meetings of the Members; provided that non-members and Inactive Members may not vote, make motions or speak in the meeting unless specifically invited to do so by the Chairman. The Chairman may, at his discretion, exclude persons who are not entitled to vote from any meeting of the Members.
- (e) Members who attend and participate in business meetings shall exhibit the Fruit of the Spirit and demonstrate evidence of the change within as a result of their personal relationship with Christ.
- (f) Each member shall conduct him/herself in a manner that is permissible and beneficial.
- (g) The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the business proceedings of the Church in all cases where they are not inconsistent with the Constitution or the Bylaws.

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

- (a) Ratification of Elders and the members and chair of the Nominating Committee.
- (b) Calling or hiring of the Lead Pastor or other candidates submitted to the Members by the Board of Elders.
- (c) Amendment of the Constitution and Bylaws.
- (d) Purchase, sale, encumbrance or transfer of real property.

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

- (a) Official, printed ballots shall be used.
- (b) Ballots shall be voted and cast on Church property.
- (c) Voting may not occur for more than any 24-hour period.
- (d) Informal Action shall be conducted to maximize the participation of Active Members in the process.
- (e) A registry shall be maintained to ensure that no Active Member casts more than 1 ballot.

ARTICLE 3: PERSONNEL

1. Pastoral Staff.

- (a) **Determination.** The Board of Elders shall determine the Pastoral staffing needs of the Church. The Lead Pastor is directly accountable to the Board of Elders.
- (b) **Hiring.** Pastoral Staff shall be hired with the approval of the Board of Elders and the Lead Pastor.
- (c) **Duties.** Pastoral Staff shall:
 - i. Serve as pastoral leaders under the direction of the lead member(s) of the Pastoral Staff.
 - ii. Execute the duties set forth in their respective job descriptions.
- (d) **Suspension.** Pastoral Staff may be immediately suspended (with pay) by the Lead Pastor from duties pending an inquiry into, and possible resolution of, the circumstances precipitating the suspension. The Lead Pastor may be suspended (with pay) upon $\frac{3}{4}$ vote of the members of the Board of Elders.
- (e) **Termination.** Pastoral Staff may be dismissed from service upon a $\frac{3}{4}$ vote of the number of members on the Board of Elders and the approval of the Lead Pastor.
- (f) **Resignation.** Pastoral Staff shall give reasonable advance notice of resignation.

2. Ministry Staff.

- (a) **Determination.** The Lead Pastor, or in his absence the Board of Elders, shall determine the Ministry Staff needs of the Church from time to time.

- (b) **Hiring.** Ministry Staff shall be hired with the approval of the Board of Elders and the Lead Pastor and meet the qualifications set forth in their respective job descriptions.
- (c) **Duties.** The Ministry Staff shall:
 - i. Serve as non-pastoral leaders under the direction of the Pastoral Staff.
 - ii. Execute the duties set forth in their respective job descriptions.
- (d) **Suspension.** The Lead Pastor may immediately suspend Ministry Staff (with pay) pending an inquiry into the circumstances giving rise to the suspension.
- (e) **Termination.** Ministry Staff may be dismissed from service upon the recommendation of the Lead Pastor and a majority vote of the Board of Elders.
- (f) **Resignation.** Ministry Staff shall give reasonable advance notice of resignation.

ARTICLE 4: CHURCH OFFICERS

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

5. **Treasurer.** The Treasurer shall:
 - (a) Be the chief financial officer of the Church.
 - (b) Chair the Trustee Board.
 - (c) Ensure that appropriate processes are in place for the proper receipt, documentation, deposit and disbursement of all funds and securities.
 - (d) Present financial statements to the Members and such other reports as may be requested by the Board of Elders.
 - (e) Sign instruments of the Church as authorized by the Board of Elders or Members or as needed and appropriate.
6. **Removal of Officers.** Any officer may be removed by 3/4ths affirmative vote of the total number of Elders on the Board of Elders, excluding the officer in question.

ARTICLE 5: BOARD OF ELDERS

1. **Responsibilities.** The Board of Elders acts for the Church in all matters not specifically reserved in the Constitution or as provided for in Article 2, Section 4 ("Required Approval") of the Bylaws. The Board of Elders is legally responsible for the affairs of the Church and has responsibility for the general oversight of the Church through:
 - (a) Prayer, policy and shepherding.
 - (b) Maintaining the continuity and consistency of the ministries of the Church.
2. **Duties.** The Board of Elders shall have the duty and authority to:
 - (a) Designate the Lead Pastor and annually review the performance of the Lead Pastor.
 - (b) Receive reports from the Deacon Boards on a regular basis.
 - (c) Oversee Church policies and procedures.
 - (d) Designate an Elder or Member to act as chair of each of the Deacon boards, and if an Elder is not designated as chair of a Deacon Board, then designate an Elder to attend as a voting Member thereof.
 - (e) Present to the Members for ratification a list of names for the chair and members of the Nominating Committee.
 - (f) Appoint such Committees and task forces as may be necessary and appropriate. Members of such Committees shall be reported to the Members.

- (g) Approve the annual ballot and board member ratification of the Nominating Committee prior to Church action.
- (h) Approve all matters to be submitted to the Members for Member action.
- (i) Recommend the ratification of salaried Personnel required to be approved by the Members.
- (j) Dismiss the Lead Pastor.
- (k) Member discipline, in accordance with procedures adopted by the Board of Elders.
- (l) Review and approve all budgets and all budget amendments.

3. Organization.

- (a) There shall be no fewer than 7 and no more than 12 voting men on the Board of Elders. The number of Elders shall be set by resolution of the Board of Elders.
- (b) The Board of Elders shall designate one or more Pastoral Staff to serve on the Board of Elders as non-voting members.
- (c) The Chairman, Vice Chairman, Treasurer and 1 other Elder appointed by the Board of Elders shall serve as the Executive Committee and shall act on urgent matters between meetings of the Board of Elders and develop the agenda for such meetings. The Lead Pastor shall serve on the Executive Committee as a non-voting member.
- (d) An Elder or a Member appointed by the Board of Elders shall be the chair of each Deacon Board.

4. Procedure.

- (a) **Regular Meetings.** Regular Meetings shall be held on a schedule to be determined by the Board of Elders so as to maximize the attendance of all members of the Board of Elders at the meetings.
- (b) **Special Meetings.** Special Meetings may be called by the Chairman of the Board of Elders at any time, upon reasonable notice to the members of the Board of Elders.
- (c) **Voting.** Except where a greater vote is otherwise required by these Bylaws, the decision of the majority of the Board of Elders at any duly called meeting, where a quorum is present, shall consist of the act of the entire Board of Elders.
- (d) **Quorum.** A majority of the persons affirmed to serve on the Board of Elders shall constitute a quorum; except where a greater number is otherwise required by these Bylaws.

- (e) **Action without meeting.** Action may be taken without meeting, provided that all members of the Board of Elders consent to such action in writing, e-mail, or by facsimile.
- (f) **Conference call meetings.** Members of the Board of Elders may attend meetings by conference call, provided that all of the members present can speak and hear the other members during the meeting.
- (g) **Vacancies.** Vacancies on any committee or board, or in the case of any officer, shall be appointed by the Board of Elders for the remainder of the unexpired term.
- (h) **Notice of Meeting.** Notice of meeting may be given to the Board of Elders by hand delivery, e-mail, text message, facsimile or United States mail. Any Elder attending any meeting of the Board of Elders waives notice of any such meeting.
- (i) **Removal of Elders.** Any Elder may be removed by 3/4ths affirmative vote of the total number of Elders on the Board of Elders, excluding the Elder in question.

ARTICLE 6: DEACON BOARDS

1. Boards; Responsibilities. There shall be Deacon Boards including Trustee and Property. Each Deacon Board shall:

- (a) Develop written guidelines for its own procedures and may enlist other Members to assist in carrying out its duties.
- (b) Be chaired by an Elder or a Member appointed by the Board of Elders.
- (c) Submit an annual budget proposal to the Trustee Board.
- (d) Communicate and cooperate with the staff liaison to the Board.
- (e) Regulate, review and supervise the applicable policies approved by the Board of Elders.
- (f) Submit all matters requiring Member Action to the Board of Elders for preliminary approval.
- (g) Coordinate with the Personnel assigned to the Board.

2. Trustee. The Trustee Board shall:

- (a) Maintain ownership and oversight of the process for creating and communicating an annual budget ensuring involvement of staff, other boards and appropriate work groups.
- (b) Monitor expenses in accordance with the approved budget and financial policies.

- (c) Review and submit its recommendation to the Board of Elders for any unbudgeted expenditure exceeding 1% of the current approved budget.
- (d) Post the budget, and budget amendments, on the church website to further transparency and accountability in the budget process.
- (e) Monitor cash positions of all funds ensuring each fund is accounted for accurately while maintaining a positive cash balance.
- (f) Establish and regularly evaluate appropriate financial and internal controls.
- (g) Work with the Treasurer to monitor and ensure adherence to internal controls.

3. Property. The Property Board shall:

- (a) Evaluate bids for capital repairs, improvements and outsourced services.
- (b) Provide oversight of the maintenance and care of all Church buildings, equipment and grounds, seeing that all areas are kept clean, orderly and in good repair, providing for volunteer labor when necessary.
- (c) Assist in the planning of remodeling of the Church buildings and property.
- (d) Develop, evaluate and maintain plans for long-term building maintenance and long term vehicle maintenance.
- (e) Develop, evaluate and maintain safety and security plan, procedures, training and awareness.

ARTICLE 7: NOMINATING COMMITTEE

1. Structure. There shall be a Nominating Committee of 5 members, plus a voting chair, ratified by the Members.

2. Responsibilities. The Nominating Committee shall:

- (a) Present a list for ratification of expired Elder positions and members of the Deacon Boards.
- (b) Collaborate with the Board of Elders, Pastoral Staff and Deacon Board chairs to evaluate possible nominees for all positions to be ratified.

3. Process. The Nominating Committee shall:

- (a) Announce when it begins the process of preparing the ballot for ratification of positions on the Board of Elders and members of Deacon Boards.

- (b) Formally invite the Church to recommend possible nominees for all positions to be ratified.
- (c) Consider each Member recommended, but shall not be obligated to place any recommendation on the ballot. The Nominating Committee shall not be limited to placing on such ballot Members that were recommended in this manner.
- (d) Compile and recommend to the Board of Elders a ballot for vacancies on the Board of Elders and members of the Deacon Boards to be presented to the Church for ratification.
- (e) Publish the ballot for ratification at least 10 days prior to Member action.
- (f) Receive all recommendations in writing on forms developed and provided by the Nominating Committee.
- (g) Only recommend 1 nominee for each vacancy to be ratified by closed ballot. Members ratified shall assume office the day following the Annual Meeting.

ARTICLE 8: GENERAL PROVISIONS

1. **Annual Report.** An Annual Report shall be compiled and provided to the Members.
2. **Conference Relations.** The Church shall cooperate with Heartland Converge and Converge Worldwide and shall, whenever possible, be represented by delegates at their annual meetings.
3. **Division.** In case of a division of the Church the property of the Church shall belong to those Members who abide by the Constitution. Should differences of opinion arise as to which Members are abiding by the Constitution, the governing body of Heartland Converge or its successor shall make the final decision.
4. **Amendments.** These Bylaws may be amended by a vote of the Members provided that proposed Amendments have been previously submitted to the Board of Elders and that copies have been published at least 10 days in advance of Member action.
5. **Effective Date.** These Bylaws were adopted on April 26, 2015 and supersede any previous Bylaws and all amendments thereto.

ARTICLE 9: FISCAL YEAR AND ANNUAL MEETING

The fiscal year of the Church will be from August 1 to July 31. An annual meeting of the Members shall be held for the primary purposes of presenting ministry updates, financial reports and voting on board members for the upcoming fiscal year.

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;
6. Include various amendments approved at meetings of the Church held January 18 and 19, 2020, with 116 voting in favor and 12 opposed (total of 128 votes cast), which amendments provide for the following changes: Elimination of the Care Board and transferring that board's duties and functions to the Pastoral Staff; modification of the term limit provisions for board members; transferring responsibilities of the lead members of the Pastoral Staff to the Lead Pastor and substituting the term "Lead Pastor" for the term "members of the Pastoral Staff" throughout the document; modifying provisions for the dismissal of Ministry staff; modifying duties of church officers and members of the Board of Elders; eliminating the Property Board's responsibility for the missions house; elimination of a specific date requirement for the church's annual meeting and elimination of the requirement that the church budget be voted on at the annual meeting.
7. Reflect the Bylaws, as adopted, amended and effective as of January 19, 2020.


Tom Gage, Chairman


Jon Hiatt, Secretary