

## **STATED BYLAWS**

**February 13, 2005**

**of**

## **An Arkansas Nonprofit Corporation**

### **Organizational Definition of Terms**

Pastors- shall mean the Senior Pastor and the ordained pastors, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time. – (Matt. 9:36, Eph. 4:11, John 21:15-19, Acts 2:14, Scriptural precedents Peter, Paul, Timothy, Silas, etc.)

Executive Leadership Team Members – (ELTM) Senior Pastor, Pastors, Chairman of Trustees and Division Team Leaders – (1 Tim. 1:11 Men and Women serving in ministry)

Trustees – Elected by the church to provide financial counsel to Executive Leadership Team Members. – (Prov. 14:8, Prov. 15:22 Wisdom and Financial Counsel)

Deacons – Elected by the church to serve in benevolence and local missions. – (Acts 6:1-6, 1 Tim. 3:8-13)

Officers – Senior Pastor, a member of the Executive Leadership Team, and Chairman of Trustees. – (2 Tim 1:6)



**STATED BYLAWS  
of  
SOUTHSIDE BAPTIST CHURCH  
An Arkansas Nonprofit Corporation**

**ARTICLE I  
Name and Principal Office**

The name of the Corporation is SOUTHSIDE BAPTIST CHURCH. This Corporation will be further referred to in the Bylaws as the "Church". The Church maintains its principal office at 6632 East Holt Avenue, Lead Hill, AR 72644. The ELTM shall have full power and authority to change the principal office from one location to another. Any change of this location shall be recorded by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

**ARTICLE II  
Purpose**

The purpose of the Church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

1. EVANGELISM/MISSIONS - "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9).
2. EDUCATION - "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, II Timothy 2:2)
3. WORSHIP - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)
4. MINISTRY/SERVICE - "To serve unselfishly, in Jesus' name meeting the physical, emotional, and spiritual needs of those in our Church, community and in the world." (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)

5. FELLOWSHIP - "To encourage, support and pray for each other as members of the family of God. To share our lives together." (I John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5,7, John 13:34-35)

This Church seeks to benefit the people of the North Arkansas and our world by providing opportunities for spiritual, physical, intellectual, social and cultural development.

(Luke 2:52)

### **ARTICLE III**

#### **Statement of Faith**

We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. This Church accepts "The Baptist Faith and Message," a 2000 affirmation of basic Christian beliefs, as a general statement of our faith.

### **ARTICLE IV**

#### **Affiliation**

This 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, this Church voluntarily affiliates with the Southern Baptist Convention in national, state and local expressions.

### **ARTICLE V**

#### **Membership**

##### SECTION I: General

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership role.

##### SECTION II: Qualifications for Membership

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 101 membership class.
4. A commitment to abide by the membership covenant.

### SECTION III: Designation of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be updated periodically.

1. Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the Church.
2. Nonresident Members: Members who have become inactive as a result of leaving the Church's ministry and/or have not joined another church.

### SECTION IV: Responsibilities of Membership

The responsibilities of membership are described in the membership covenant.

### SECTION V: Voting Rights of Membership

Every Active/Resident Member shall have the right to vote on the following matters: the annual budget of the Church, the election of the Trustees and Deacons, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, amendments to the Articles of Incorporation or Bylaws of the Church, and the calling or removing of a Senior Pastor. Each member 16 years and older is entitled to one vote. Voting by proxy is prohibited.

### SECTION VI: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another church.
3. Personal request of the member.
4. Dismissal by the Pastors according to the following conditions:
  - a. 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.

- b. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

#### SECTION VII: Restoration of Members

Members dismissed by the Pastors shall be restored by the Pastors according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

### **ARTICLE VI** **Membership Meetings**

#### SECTION I: Place

Meetings of the members shall be held at a building on the Church property or at such other place as may be designated from time to time by the Executive Leadership Team Members.

#### SECTION II: General Meetings

A general meeting of the members shall be held in December of each year at such time as determined by the Executive Leadership Team Members. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Trustees. Subject to Section IV of this Article, any other proper business may be conducted at this meeting.

#### SECTION III: Special Meetings

Special meetings may be called at any time by the Executive Leadership Team Members, or the Senior Pastor for any purpose by giving notice to the members in accordance with Section IV of this Article.

#### SECTION IV: Notice Requirements for Membership Meetings

1. General Requirements. Whenever members are requested or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in two of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- a. Distribution of written material to the congregation in attendance at a regular weekend service;
  - b. Announcement of the meeting in the Church newsletter, either electronic or printed;
  - c. Oral announcement to the congregation at a weekend service;
  - d. Delivery by United States mail to each member identified on the membership roll.
2. Notice of Certain Agenda Items. Action by the members on any of the following proposals, other than by unanimous approval by those members present and entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:
- a. Calling or removing the Senior Pastor;
  - b. Amending the Articles of Incorporation;
  - c. Adopting, amending or repealing Bylaws;
  - d. Disposing of all or substantially all of the Church's assets;
  - e. Adopting or amending a merger agreement;
  - f. Approving the election to wind up and dissolve the Church;
  - g. Approving the acquisition or sale of real property and related indebtedness.

#### SECTION V: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

### **ARTICLE VII** **Executive Leadership Team Member (ELTM)**

#### SECTION I: Number and Term

This corporation shall have directors who are hereinafter referred to as

“Executive Leadership Team Members” (ELTM) The Executive Leadership Team Members shall consist of the Senior Pastor, any ordained pastor having been affirmed by the members, the Chairman of the Board of Trustees, and Division Team Leaders of the ministry of the church as may be affirmed by the members, recommended by the Senior Pastor. Each ELTM may serve successive terms and shall hold office until a successor has been designated, qualified and elected or until earlier resignation, removal or death.

## SECTION II: Powers

1. General Corporate Powers. Subject to the provisions and limitations of the Arkansas Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Leadership Team.
2. Specific Powers. Without prejudice to the general powers set forth above, and subject to same limitations, the ELTM shall have the power to:

Select and remove all officers, agents and employees of the Church except for the Senior Pastor; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and

- b. Change the principal executive office or the principal business office of the Church in the State of Arkansas from one location to another, and designate any place within or outside the State of Arkansas for the holding of any meeting or meetings of the ELTM; and
- c. Adopt, make and use a corporate seal and alter the form of the seal; and
- d. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church’s purposes and in the Church’s name, promissory notes and other evidences of debt and securities; and
- e. Exercise all other powers conferred by the Arkansas Nonprofit Religious Corporation Law or other applicable laws.



## **ARTICLE VIII**

### **Meetings of the Executive Leadership Team Members (ELTM)**

#### SECTION I: Place of Meetings

Regular or special meetings of the ELTM may be held at any place within or outside the State of Arkansas that has been designated from time to time by resolution of the ELTM. In the absence of such designation, meetings shall be held at the principal office of the Church.

#### SECTION II: Regular Meetings

Regular meetings of the ELTM may be held without notice if the time and place of such meetings are fixed by resolution of the ELT members.

#### SECTION III: Special Meetings

1. Authority to Call. Special meetings of the ELTM may be called for any purpose and at any time by the Senior Pastor or any other ELT member.
2. Notice.
  - a. Manner of Giving. Notice of the time and place of special meetings shall be given to each ELT member by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid, or electronic mail; (3) by telephone communication, either directly to the ELTM or to a person at the ELTM office or home who the person giving the notice has reason to believe will promptly communicate the notice to the ELTM, or (4) by telecopy to the ELTM home or office.

#### SECTION IV: Quorum

A majority of current ELT members present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the ELTM present at a meeting duly held at which a quorum is present shall be the act of the ELTM, subject to the provisions of the Arkansas Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of ELT members.

#### SECTION V: Waiver of Notice

The transactions of any meeting of the ELTM, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the ELTM not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any ELT member who attends the meeting without protesting before or at its commencement about the lack of notice.

#### SECTION VI: Action Without Meeting

Any action required or permitted to be taken by the ELTM may be taken without a meeting, if all of the ELT members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the ELTM. Such written consent or consents shall be filed with the minutes of the proceedings of the ELTM.

## **ARTICLE IX** **Trustees**

#### SECTION I: Number and Term

The Executive Leadership Team Members shall, from time to time, designate the number of Trustees of the Church. The members shall elect Delegates, hereinafter referred to as "Trustees" to perform duties hereinafter prescribed. The number of Trustees shall be five (5), and they shall be selected at the annual meeting of the members, recommended by Executive Leadership Team Members. The term of office for each Trustee shall be for a period of five (5) years, except the initial Board of Trustees shall draw for separate terms, and one member of the Board (Senior Trustee Member) will rotate off the Board each year. Any member of the Board of Trustees may be removed by a majority vote of the members at an annual or special meeting called for that purpose.

#### SECTION II: Powers

The Trustees shall have the following powers and duties:

- a. To provide financial counsel to the Executive Leadership Team.
- b. To determine the compensation of the licensed and/or ordained pastors of the Church.

- c. To conduct such other duties and activities as the Executive Leadership Team may designate from time to time.

Chairman of Trustee will serve as chairman of Budget/Finance Team.

Select Foundation Team Leaders and approve all expenditures of Mission Fund 1955. (3155 will abide by policy established previously.)

Select Budget and Finance Team Leaders.

Abide by the Membership Covenant.

## **ARTICLE X**

### **Deacons**

#### SECTION I: Number and Term

The Executive Leadership Team Members shall, from time to time, designate the authorized number of Deacons of the Church. The Deacons shall be elected by the members at the annual membership meeting based upon the recommendation by the Senior Pastor and the Executive Leadership Team Members, to serve until the next annual meeting. The Deacons may only be removed by a vote of the members.

#### SECTION II: Powers

The Deacons shall have the following powers and duties:

- a. Responsibilities found in Acts 6 and 1 Timothy 3:8-13.
- b. Serve the Benevolence and Local Missions of the Church.

Serve as the Senior Pastor deems necessary.

Serve and coordinate Church Communion services.

#### SECTION III: Removal of Deacons

The deacon shall be removed only by:

His Death

His resignation

Not meeting Biblical Mandates or abiding according to the Membership Covenant required for deacon and removed by the church.

## **ARTICLE XI**

### **Officers**

#### SECTION I: Officers

The officers of the Church shall be a Senior Pastor, a member of the Executive Leadership Team Members, Chairman of Trustees and Secretary/Treasurer. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. A pastor shall serve as the Vice President of the Church and shall act as the moderator of the Church in the absence of the Senior Pastor. The Chairman of Trustees shall serve as both the Secretary and the Treasurer of the Church and shall act as moderator in the absence of both the Senior Pastor and a member of the Executive Leadership Team Members. The Senior Pastor may not serve concurrently as the Chief Financial Officer of the Church (Chairman of the Trustees).

#### SECTION II: Election of Officers

The Senior Pastor of the Church shall be chosen by the members at a membership meeting. All other officers of the Church shall be chosen by the Senior Pastor and the Executive Leadership Team Members, and each shall serve at the discretion of the ELTM, subject to the rights, if any, of an officer under any contract of employment.

#### SECTION III: Removal of Officers

The Senior Pastor may only be removed, with or without cause, by the members at any regular or special membership meeting. Subject to the rights, if any, of an officer under any contract of employment, all other officers may be removed, with or without cause, by the ELTM, at any regular or special meeting of the ELTM.

#### SECTION IV: Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

## **ARTICLE XII**

### **Records and Reports**

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records);
2. Written minutes of the proceedings of its members and ELTM
3. A record of the members of the Church, setting forth the members' names and addresses
4. Contribution statements for contributors.

All such records shall be kept in confidence at the Church's principal office or safe deposit box.

## **ARTICLE XIII**

### **Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arkansas Nonprofit Corporation Law shall govern the construction of these Bylaws.

## **ARTICLE XIV**

### **Prohibited Activities**

Notwithstanding any other provision of the Bylaws, no member, ELTM, officer, employee, deacon, or agent of this corporation shall take any action or carry on any activity by or on behalf of this corporation not permitted to be taken or carried on by an organization except under section 501c of the Internal Revenue Code and its regulation, as they now exist or as they may hereafter be amended, or by contributions to an organization which are not deductible under section 170c (2) of such Code Regulations as they now exist or as they may hereafter be amended.

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE XV**

### **Prohibition against Sharing Incorporate Earnings**

No member, ELTM, officer, or employee, or member of, or team of, or person connected with the corporation, or any other private individual shall receive at any time of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the ELTM; and no such person or persons shall be entitled in the distribution of any of the corporate assets upon the dissolution or winding up the affairs of the corporation. After all debts have been satisfied, the remaining assets in the hands of the ELTM, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the ELTM may determine, or as may be determined by a court of competent jurisdiction upon application of the ELTM, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501c of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XVI**

### **Amendments to the Bylaws**

The Bylaws of the Corporation may be altered, amended, modified, or repealed at any meeting of the membership, whether annual, regular or special, by a majority vote of all members present; provided however that notice of the purpose of such meeting, whether annual, regular or special, shall contain specific reference to the Bylaws to be repealed, amended, modified, or adopted.

## **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Secretary of the Southside Baptist Church, a Arkansas Nonprofit Corporation, and that the Bylaws, consisting of pages, are the Bylaws of this Church as adopted by a vote of the members of the Church..

Executed at Southside Baptist Church, Lead Hill, AR 72644.

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Secretary and Treasurer

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