

AMENDED AND  
RESTATED ARTICLES OF INCORPORATION  
OF  
ARKANSAS BAPTIST STATE CONVENTION

**Article I. - Name, Duration and Agent for Service**

**Section 1.** The name of this body shall be "The Arkansas Baptist State Convention."

**Section 2.** The duration of this corporation shall be perpetual.

**Section 3.** The Agent for Service of Process of the corporation shall be the Executive Director-Treasurer of the Arkansas Baptist State Convention, in care of the corporation's headquarters, 10 Remington Drive, Little Rock, Arkansas 72204.

**Article II. - The Purpose**

**Section 1.** The purpose of the Arkansas Baptist State Convention is to assist the churches of the Convention in fulfilling their mission, and to encourage cooperative support of and involvement in our worldwide mission enterprise.

**Section 2.** The Baptist Faith and Message as adopted by the Southern Baptist Convention on June 14, 2000, shall be the doctrinal guideline for this Convention.

**Article III. - Membership**

**Section 1.** The Convention shall be composed of messengers from regular Baptist churches which are in sympathy with the principles and purposes of this Convention, and which desire to cooperate with other churches through this Convention. Each messenger who is present at the time a matter is submitted to the messengers shall be entitled to one vote. No proxy voting shall be permitted.

Regular Baptist churches are those Baptist churches which in doctrine and in practice adhere to the principles and the spirit of The Baptist Faith and Message as adopted by the 2000 session of the Southern Baptist Convention, and The Baptist Faith and Message shall not be interpreted as to permit open communion and/or alien immersion.

**Section 2.** Each cooperating church shall be entitled to three messengers, with one additional messenger for each additional one hundred members, or major fraction thereof above one hundred, provided however, that no church shall be entitled to a total of more than ten messengers.

**Article IV. - Authority**

**Section 1.** While independent and sovereign in its own sphere, this Convention shall never exercise any authority whatever over any church, nor shall it in any way interfere with the constitution of any church, or with the exercise of its functions as the only ecclesiastical body, but will cheerfully recognize and uphold the absolute independence of the churches.

## **Article V. - Officers**

**Section 1.** The officers of this Convention shall be: President, First Vice-President, Second Vice-President, Recording Secretary and Treasurer. Each officer of the Convention shall be elected annually, except the Recording Secretary and Treasurer who shall be the same person serving as the Executive Director-Treasurer of the Convention. The Executive Director-Treasurer of the Convention shall be elected by the Executive Board of the Arkansas Baptist State Convention and shall continue in office until his successor in office shall have been elected and qualified.

**Section 2.** It shall be the duty of the President to preside over the deliberations of the Convention and to discharge such other duties as may devolve upon the presiding officer of a deliberative body. He shall appoint all committees unless the Convention shall otherwise determine. In the absence of the President, one of the Vice-Presidents shall preside in his stead.

**Section 3.** The Executive Director-Treasurer of the Convention or his designee is authorized to execute and sign all official and legal documents involving transactions in agreement with the Restated Articles of Incorporation and Bylaws and/or approved by the Convention, the Executive Board or its Operating Committee.

**Section 4.** It shall be the duty of the Executive Director-Treasurer to keep a record of the proceedings of the convention, to edit and arrange publication of a suitable number of the minutes for distribution among the churches, as the Convention may direct, as soon as reasonably possible after the close of the annual meeting. He shall file and keep in order all papers deemed important to the work of the Convention.

## **Article VI. - The Executive Board**

**Section 1.** This Convention shall elect a Board of Trustees which shall constitute the Board of Directors. This Board shall be known as the "Executive Board of The Arkansas Baptist State Convention." This Board shall be composed of one member from the bounds of each cooperating association with a membership up to 5,000, and one additional member for each additional 5,000 constituency, or major fraction thereof, provided however, that no association shall be entitled to more than five (5) members. In addition, the Convention shall elect one lady from the bounds of each of the eight districts in the state to serve on the Executive Board. The President of the Arkansas Baptist State Convention shall be a member of the Executive Board with full rights and privileges. Upon the removal of any Executive Board member from the bounds of his or her association, his or her membership on the Executive Board ceases therewith. His or her successor in office shall be nominated by the Convention Nominating Committee and elected by the Convention in annual session to fill the unexpired term. No person shall be a member of this Board who is an employee of any board, institution or agency of the Arkansas Baptist State Convention or who is receiving financial aid from the State Convention. One-third of this Board shall be elected annually to hold office for three years, and a majority of the Board Members shall constitute a quorum. Any member of the Executive Board who misses all the Executive Board meetings and the Executive Board committee meetings for one year shall be automatically dropped from membership on the Board.

**Section 2.** The Executive Board shall manage the affairs of the Convention in keeping with the Convention's instructions. The Executive Board shall raise, collect, receive and disburse all the funds of the Cooperative Program, for both state and Southern Baptist Convention causes. The offices of the Executive Board shall be a clearing house for administering the business affairs of the Convention, and a headquarters for Baptist information. Its books, records and files shall at all times be open for the reference and inspection of any cooperating church which may desire to examine them.

**Section 3.** The Executive Board of the Convention may authorize the withholding of Cooperative Program funds from any institution or agency which fails to act in conformity with its Articles of Incorporation or fails to utilize funds given the institution or agency by the Convention according to stipulations and conditions attached to those funds by the Convention.

**Section 4.** The Executive Board shall render to the Convention annually a complete and detailed statement of all its business for the year.

## **Article VII. - Trusteeships**

The Convention shall elect trustees who shall serve as directors to manage and operate the institutions and agencies that the Convention may possess, as follows:

**Section 1.** Ouachita Baptist University, 24; Arkansas Baptist Children's Homes and Family Ministries, 18; Williams Baptist College, 24; Arkansas Baptist Foundation, 15; Arkansas Baptist Newsmagazine, 15; Arkansas Baptist Assembly 15; Baptist Memorial Health Care System, Inc. (Memphis), one-third of the trustees (9).

**Section 2.** One-third of the members of the Boards of Trustees shall be elected annually to serve for a term of three years. Any member of the Board of Trustees who misses all the meetings of that Board for one year shall be automatically dropped from membership on this Board.

**Section 3.** Each Board of Trustees shall elect from their membership a Chairman and a Recording Secretary and such other officers as seems advisable.

**Section 4.** All Trusteeships shall render to the Convention at each annual session complete and detailed reports of all transactions and business. The Trustees shall be sensitive to the expressions of the Convention's will in all matters.

**Section 5.** The Articles of Incorporation of each agency and institution solely possessed by this Convention shall contain the following provisions:

(a) The Arkansas Baptist State Convention shall be the corporation's sole member;

(b) The Arkansas Baptist State Convention shall elect the corporation's Board of Trustees which shall constitute its Board of Directors;

(c) The Articles of Incorporation shall first be approved by the Convention and thereafter no amendment to the corporation's Articles of Incorporation shall be made without the prior consent of the Convention;

(d) A vote in favor of the proposed amendment(s) by a two-thirds majority of the messengers present and voting at the state convention shall constitute consent required by this section. No proposed amendment shall come before the Arkansas Baptist State Convention unless it has been reported to the Executive Board of the Convention at least sixty (60) days prior to the first session of the Convention's annual meeting; and

(e) The corporation is organized exclusively for religious, educational, or charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its charitable

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

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, convey all of the assets of the corporation to the Arkansas Baptist State Convention if at that time the Arkansas Baptist State Convention qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

### **Article VIII. - Operation of Agencies**

**Section 1.** Each board, agency, and institution of this Convention shall submit to the Executive Board at its annual budget planning meeting, which is to be held prior to the annual meeting of the Convention, a detailed statement of its sources of income, and a budget of proposed expenditures for the ensuing year. When received and adopted by the Convention, these budgets shall become the basis for the ensuing year.

**Section 2.** No appeals for funds may be made to churches without the recommendation of the Executive Board and the approval of the annual convention in session, other than appeals through the Cooperative Program or from the annual Children's Homes and Family Ministries and the Dixie Jackson State Mission offerings. Other appeals may be made to individuals, organizations, corporations or foundations.

**Section 3.** A deficit in a board, agency or institution operational budget for any year shall be reported to the Executive Board and the convention in annual session.

Such deficit may not be carried over into the second year without the approval of the Executive Board and the convention in annual session as to how this deficit will be eliminated.

### **Article IX. - Meetings**

**Section 1.** The Convention shall meet annually, "if God permit," on a date to be fixed by the Convention. The Executive Board is empowered in emergencies to call special sessions of the Convention and to change either the time or place of meeting or both should the occasion demand.

### **Article X - Amendments**

**Section 1.** The Articles of Incorporation and Bylaws may be amended by a two-thirds vote of the members voting and concurring in two successive annual meetings of the convention, except Article IV, which shall remain forever unalterable in substance.

**Section 2.** Any proposed amendment to the Articles of Incorporation shall be presented to the Convention in writing, for its consideration, upon the first day of the annual meeting, and may be voted on, on any subsequent day during the meeting, provided adequate publicity has been given by previous announcement.

### **Article XI. - Parliamentary Authority**

The current edition of Robert's Rules of Order Newly Revised, shall be the standard for deciding questions of parliamentary procedure.

### **Article XII. - Districts**

The Convention shall establish such geographic districts as it may deem wise to facilitate its promotion, administration, and organization of its objectives, provided, it will never violate in any way the boundaries of any association within the area of the convention. The boundaries of such districts shall be drawn so as to provide equitable geographical and numerical voice and representation on all convention committees, commissions, and boards, except the Executive Board. Each tenth year hereafter, the whole matter of districts shall be readjusted to take in consideration the flow of membership in our Baptist churches.

### **Article XIII. - Internal Revenue Requirements**

**Section 1.** The corporation is organized exclusively for religious, educational, or charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its charitable purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in [including the publishing or distribution of statements] any political campaign on behalf of any candidate for public office.

**Section 2.** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 3.** Upon the dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, convey all of the assets of the corporation to an organization which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code.

## **AMENDED AND RESTATED BYLAWS ARKANSAS BAPTIST STATE CONVENTION**

The following bylaws are enacted by The Arkansas Baptist State Convention for the purpose of carrying out its Articles of Incorporation and for the governing of the Convention.

## **Article I. - Enrollment of Messengers**

**Section 1.** The Recording Secretary of the Convention shall enroll, upon arrival, messengers who present proper credentials from the churches. These messengers, together with others who may be enrolled upon presentation of approved credentials during the session, shall constitute the Convention. Any contention concerning seating messengers shall be presented to the Credentials Committee appointed by the President for recommendation to the Convention for its action.

**Section 2.** A standing Credentials Committee with five (5) members shall be appointed by the President of the Convention. No member of this committee may serve more than two consecutive Conventions. The President of the Convention shall fill vacancies and shall name the Chairman each year.

## **Article II. - Officers**

**Section 1.** The President, First Vice-President and Second Vice-President shall be elected on the second day of the Convention, their terms of office to begin with the conclusion of the final session of the Convention. No employee of any convention agency, institution, or the Executive Board of the Arkansas Baptist State Convention shall be eligible for election as an officer of the Arkansas Baptist State Convention.

**Section 2.** The election of all officers shall be by ballot; provided, however, there is only one nomination for the office, then the Recording Secretary or any other messenger present may be directed to cast the ballot of the entire assembly for the single nominee.

**Section 3.** The First Vice-President shall be nominated and voted upon and elected after balloting for the President has been completed and the winner announced, and the Second Vice-President shall be nominated and voted upon and elected after the balloting for the First Vice-President has been completed and the winner announced. Each officer of the Convention shall be elected by a majority of all votes cast. In the event there are more than two nominees for any office, a run-off shall be held, if necessary, between the two nominees receiving the highest number of votes. In all cases of removal from office, by death or otherwise, of the President, the Vice-Presidents shall automatically succeed to the office of President in the order of their election. The President may not be elected for more than two consecutive terms.

**Section 4.** All elected officers of this Convention shall be members of churches cooperating with this Convention. This must also apply to members of the Executive Board, agencies and institutional boards of this Convention.

## **Article III. - The Executive Board**

**Section 1.** The Executive Board is empowered to act for the Convention between sessions of the Convention, provided that it shall never exercise any authority contrary to the expressed will of the Convention.

**Section 2.** When any unforeseen emergency occurs in any of the affairs of the Convention, or in any of the interests it controls, that in the judgment of the Executive Board requires action before the next session of the Convention, the Executive Board shall have full authority to take such action as may seem necessary, and all interests concerned shall be governed by such action, provided the Executive Board shall make full report of all matters pertaining thereunto to the next session of the Convention for its approval, and provided further, that nothing in this article shall be

construed as giving the Executive Board authority to execute any matters already committed by the Convention to any of its agency or institutional Boards of Trustees.

**Section 3.** The Executive Board shall maintain at its offices a record of the names and addresses of the messengers determined to be eligible to vote at the convention, and the books and records of account. The Executive Board shall allow any messenger to inspect at any reasonable time these records, a record of the proceedings of the Convention and of the meetings of the Executive Board, its committees, and committees of the Convention.

**Section 4.** All proposals requiring the expenditures of money by the Convention, or the Executive Board of the Convention, from the annual budget, shall be considered by the Executive Board, before being presented to the Convention.

**Section 5.** No loans shall be made by the Convention to its officers, or to the members of the Executive Board.

**Section 6.** This Board shall be charged with the responsibility to have the books and financial affairs of each agency and institution of the Arkansas Baptist State Convention audited annually by an accredited firm of auditors, all audits to be accessible to the Executive Board at its budget planning session, and to be included in the institution's report to the Convention.

**Section 7.** Members of the Executive Board, having served two full terms of three years each shall not be eligible for re-election until as much as one year has elapsed. In determining eligibility for re-election, any individual filling a vacancy, shall be deemed to have served a full term if that individual shall have served two-thirds or more of a full term.

**Section 8.** The various associations of Arkansas whose churches are affiliated with this Convention, may submit to the convention nominating committee names of those whom they believe should be considered for membership on the Executive Board as members from that association.

#### **Article IV. - Trusteeships**

**Section 1.** All trusteeships of this Convention shall be sensitive to expressions of the Convention's will in all matters.

**Section 2.** Members of Boards of Trustees having served two full terms of three years each shall not be eligible for reelection until as much as one year has elapsed. In determining eligibility for re-election, any individual filling a vacancy, shall be deemed to have served a full term if that individual shall have served two-thirds or more of a full term.

**Section 3.** Not more than two (2) members of the Board of Trustees shall at the same time be members of the same local church, nor shall more than six (6) members reside in any one association. A member of the Board of Trustees of any agency or institution of the Convention may not at the same time be a member of any other Board of Trustees of any agency or institution of the Convention. No member of the Board of Trustees of any institution of this Convention may at the same time be a member of the Executive Board of the Convention.

**Section 4.** Any person receiving compensation from the Convention through the Executive Board shall not be a member of any Convention agency or institutional board. The President of the Convention by virtue of his office shall be a member of the Executive Board for the duration of his term of office.

## **Article V. - Nominating Committee**

**Section 1.** A nine-member rotating Nominating Committee, comprised of at least three lay persons, will place in nomination at each annual convention names of persons to fill vacancies on all Convention boards and committees not provided for otherwise. Following each annual convention, the President will appoint three people to a three-year term to replace the three people rotating off, plus filling any vacancies that may exist on the Committee at that time. The President shall also name the Chairman, who shall have served at least one year on the committee. Nominations for all boards from this Nominating Committee must be as equitably divided as possible between the eight existing districts of The State Convention.

**Section 2.** A member filling an unexpired term not having served the full term of years as provided by the Articles of Incorporation, shall be, at the discretion of the Nominating Committee, eligible for election to a full term.

**Section 3.** No member of a commission or committee delegated to study or make recommendations concerning our agencies and institutions shall be a member of any Board of Trustees of such agency or institution.

## **Article VI. - Articles of Incorporation and Bylaws Committee**

**Section 1.** A standing Articles of Incorporation and Bylaws Committee shall be composed of six (6) members to be nominated by the Nominating Committee. One-third of the membership shall be elected annually to serve for a term of three (3) years. No member shall be eligible to serve more than two terms until one year has elapsed. In determining eligibility for reelection, any individual filling a vacancy, shall be deemed to have served a full term if that individual shall have served two-thirds or more of a full term.

**Section 2.** The President of the Convention shall appoint the Chairman of the Committee each year. The Chairman must be one who has been a member of the Committee for at least one year and may succeed himself until his tenure of eligibility shall expire.

**Section 3.** The Articles of Incorporation and Bylaws Committee shall be charged with the responsibility of advising the presiding officer concerning matters related to the Articles of Incorporation and Bylaws during the annual meeting of the Convention with reference to matters which may arise from the floor or from other committees. The Committee will act ad interim in all matters concerning the Convention Articles of Incorporation and Bylaws referred to it by any agency and institution of the Convention. The Committee will receive all proposed changes before the convention and will be responsible for presenting them in writing for Convention consideration upon the first day of the annual meeting after adequate publicity has been given. The duties of the Committee in no way preclude amendments to the Articles of Incorporation and Bylaws by messengers to the Convention.

Arkansas Baptist State Convention  
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