

**AMENDED AND RESTATED BYLAWS  
OF  
THE ARKANSAS BAPTIST STATE CONVENTION**

**Article I. Officers**

**Section 1.** The officers of The Arkansas Baptist State Convention (“**Convention**”) shall be President, First Vice-President, Second Vice-President, Executive Director/Recording Secretary, and Treasurer. Each officer shall be elected annually by the Messengers, except the Treasurer and the Executive Director/Recording Secretary who shall be elected by the Executive Board of the Convention. No officer, except the Treasurer and the Executive Director/Recording Secretary, may be an employee of the Convention or any of its agencies or institutions. Unless an officer resigns or is removed from office, such officer shall continue in office until a successor in office shall have been duly elected and qualified.

**Section 2.** The election of the President, First Vice-President, Second Vice-President shall be by ballot on the second (2<sup>nd</sup>) day of the annual meeting, with their terms of office to begin with the conclusion of the final session of the annual meeting; provided, however, if there is only one nomination for an office, then the Executive Director/Recording Secretary or any other Messenger present may be directed by the presiding officer 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. The President, First Vice-President, Second Vice-President 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, none of whom receive a majority of all votes cast, a run-off shall be held between the two nominees receiving the highest number of votes. In all cases of resignation or removal from office, by death, incapacity (as defined in Article II, Section 19) 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. Subject to the above, any vacancy occurring in any office may be filled by the Executive Board. An officer elected to fill a vacancy shall be elected for the unexpired term of such

predecessor in office or until the selection, nomination, and confirmation of a successor in accordance with these Bylaws, whichever occurs first.

**Section 4.** All elected officers of this Convention shall be members of Cooperating Baptist Churches as provided in Article VIII hereof and Article III of the Articles of Incorporation.

**Section 5.** 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. The President shall appoint all committees and task forces unless the Convention shall otherwise determine. In the absence of the President, one of the Vice-Presidents shall preside.

**Section 6.** The Executive Director/Recording Secretary of the Convention is authorized to execute and sign all official and legal documents (other than those involving financial matters which shall be under the authority of the Treasurer) in agreement with the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws and/or as approved by the Convention or the Executive Board. It shall be the duty of the Executive Director/Recording Secretary or such officer's designee to keep a record of the proceedings of the Convention in annual session and to edit and arrange publication of the minutes for the churches, as the Convention may direct, as soon as reasonably possible after the close of the annual meeting. The Executive Director/Recording Secretary or such officer's designee shall file and keep in order all papers deemed important to the work of the Convention.

**Section 7.** The Treasurer or the Treasurer's designee is authorized to execute and sign all official and legal documents involving financial matters in agreement herewith and/or as approved by the Convention or the Executive Board.

**Section 8.** An officer of the Convention may resign at any time upon at least thirty (30) days prior written notice of such resignation to the Executive Board.

**Section 9.** An officer of the Convention may be removed with cause by the vote of at least two-thirds (2/3) of the members of the Executive Board present at a meeting when a quorum is present which is called for the purpose of removing such officer and for which the meeting notice states that the purpose, or one of the purposes, of the meeting is the removal of that officer.

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

**Section 1.** The Convention shall elect a board to be known as the "Executive Board of The Arkansas Baptist State Convention (the "**Executive**

**Board”).**” This Executive Board shall be composed of one (1) member from a Cooperating Baptist Church within a Cooperating Association (as defined in Article VIII hereof) with a membership up to 5,000, and one (1) additional member for each additional 5,000 constituencies, or major fraction thereof, provided however, that no Cooperating Association shall be entitled to more than five (5) members. In addition, the Convention shall elect one (1) lady from each Geographic District in the state to serve on the Executive Board. The President of the Convention shall be a member of the Executive Board with full rights and privileges during such term of office. Upon the removal of any Executive Board member from his or her Cooperating Association, his or her membership on the Executive Board ceases therewith. No person shall be a member of the Executive Board who is an employee of any board, institution, or agency of the Convention or who is receiving financial aid from the Convention. Approximately one-third (1/3) of the Executive Board shall be elected annually to hold office for three (3) years. A majority of the Executive Board members shall constitute a quorum, and the affirmative vote of a two-thirds (2/3) majority of the Executive Board members present at a meeting when a quorum is present shall be the act of the Executive Board. Any member of the Executive Board who misses all of the Executive Board meetings and the Executive Board committee meetings for one (1) year shall be automatically dropped from membership on the Executive 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 of the funds of the Cooperative Program, as approved by the Convention in annual session, 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 primary source for Baptist information. Its books, records, and files shall at all times be open for the reference and inspection of any Cooperating Baptist Church which may desire to examine them.

**Section 3.** 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 4.** When any unforeseen emergency occurs in any of the affairs of the Convention, or in any of the entities referenced in Article III, that in the judgment of the Executive Board requires action before the next meeting of the Convention, the Executive Board shall have full authority to take such action as may seem necessary. In that event, all interests concerned shall be governed by such action, provided (a) the Executive Board shall make full report of all matters pertaining

thereunto to the next meeting of the Convention for its approval, and (b) that nothing in this Article shall be construed as giving the Executive Board authority to execute any authority or fiduciary responsibility previously granted by the Convention to any of its agencies or institutional Boards of Trustees.

**Section 5.** The Executive Board shall maintain at its offices a record of the names and church memberships 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 6.** No loans shall be made by the Convention to any of its officers or any of the members of the Executive Board.

**Section 7.** Members of the Executive Board, having served two (2) full terms of three (3) 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 (2/3) or more of a full term.

**Section 8.** Each Cooperating Association referred to in Article VIII may submit to the Convention Nominating Committee the name or names of any person or persons that the Cooperating Association believes should be considered for membership on the Executive Board as members from that association.

**Section 9.** The Executive Board may authorize the withholding of Cooperative Program funds from any institution or agency which fails to act in conformity with its Articles of Incorporation.

**Section 10.** The Executive Board shall be charged with the responsibility of having the books and financial affairs of the Convention audited annually by an accredited firm of auditors. Each annual audit, findings, and management letter shall be included in the Executive Board's report to the Convention. The Executive Board shall render to the Convention annually a complete statement of all its business for the year. The Executive Board shall submit to the Convention in annual session a budget of proposed revenue and expenditures for the ensuing fiscal year. When received and adopted by the Convention, this budget shall become the Convention's basis for reviewing an operational deficit.

**Section 11.** A deficit shall exist when expenditures exceed revenue (including Convention approved or budgeted use of designated or restricted funds) received through standard operations in the fiscal year. Such deficit shall be reported by the Executive Director and the Treasurer to the Executive Board and to the Convention in annual session. Additionally, the Executive Director and the Treasurer shall submit for approval a written report to the Executive Board detailing its plan to fund the deficit along with steps to proactively avoid a deficit occurring in the future. Once this deficit funding plan is approved by the Executive Board, such plan shall be presented for ratification by the Convention in annual session.

**Section 12.** All proposals requiring the expenditure of funds 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 13.** Regular meetings of the Executive Board shall be held at a time and place established by notice or resolution of the Executive Board. Special meetings of the Executive Board may be called by or at the joint request of the President of the Convention and Chair of the Executive Board or one-third (1/3) of the members of the Executive Board. The President of the Convention and Chair of the Executive Board shall fix the time and place for holding such special meeting of the Executive Board.

**Section 14.** Notice of any meeting shall be given at least seven (7) days previously thereto. Notices shall be by written notice delivered personally, mailed, e-mailed, texted, or faxed to such person at such person's mailing address or e-mail address, or by text or facsimile transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such person's address on record, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when transmitted to such person's e-mail address on record. If notice is given by text or facsimile transmission, such notice shall be deemed to be delivered upon transmission to such person's text or facsimile number on record. Each person is responsible for delivering and updating such person's current mailing address, e-mail address and text or facsimile number in the records maintained by the Convention and informing the Executive Director/Recording Secretary as to such person's preferred method for receiving notices, if none, e-mail is deemed the preferred method. Any person may waive any notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 15.** A member of the Executive Board or any other person may participate in a meeting of the Executive Board or any committee, if given the opportunity, by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 16.** A member of the Executive Board may resign at any time effective upon written notice of such resignation to the Chair of the Executive Board or the Executive Director/Recording Secretary.

**Section 17.** A member of the Executive Board may be removed with cause by the vote of at least two-thirds (2/3) of the members of the Executive Board, present at a meeting when a quorum is present which is called for the purpose of removing such member of the Executive Board and for which the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of that member of the Executive Board.

**Section 18.** The Executive Board from time to time may establish, one (1) or more committees. A committee may be established either as a standing committee or as an ad hoc committee for a special purpose. Each committee established by the Executive Board shall serve at the pleasure of the Executive Board.

**Section 19.** For the purposes of these Bylaws, an individual shall be deemed to be incapacitated and unable to serve in such designated capacity in the event that any officer or member of the Executive Board comes into possession of either of the following:

(a) A valid court order appointing a guardian or conservator of the person or estate of the individual, or otherwise holding such individual to be legally incapacitated to act on his or her own behalf; or

(b) Duly executed and acknowledged written certificates of two (2) licensed physicians, each certifying that such physician has examined the individual and has concluded that by reason of accident, physical or mental illness or deterioration, or other similar cause, such individual has become incapacitated to act rationally and prudently in financial matters.

### **Article III. - Trusteeships**

**Section 1.** The Convention shall elect a separate Board of Trustees (“**Trustee(s)**” and “**Board(s)**”) to manage and direct the operations of each of the institutions and agencies of the Convention.

**Section 2.** Currently the institutions and agencies with which the Convention is solely affiliated are as follows: Ouachita Baptist University, Arkansas Baptist Children’s Homes and Family Ministries, Williams Baptist University, Arkansas Baptist Foundation, Arkansas Baptist Assembly. The number of Trustees on each such Board shall be not less than 15 and not more than 24.

The Convention is also affiliated with Baptist Memorial Health Care System, Inc. (Memphis) which has 27 Trustees, one-third of whom are elected by the Convention.

**Section 3.** Each Board shall elect from its membership a Chair, and a Secretary, and such other officers it deems advisable.

**Section 4.** All Boards shall render an annual report to the Convention at each annual session. The Trustees shall be sensitive to the expressions of the Convention’s will in all matters.

**Section 5.** Members of the Boards having served two (2) full terms of three (3) years each shall not be eligible for re-election until as much as one (1) 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 (2/3) or more of a full term. Approximately, one-third (1/3) of the members of each Board shall be elected annually to serve for a term of three (3) years. Any member of the Board who misses all the meetings of that Board for one year shall be automatically dropped from membership on that Board.

**Section 6.** Members of the Boards shall be members of Cooperating Baptist Churches. Not more than two (2) members of any Board shall at the same time be members of the same local church, nor shall more than six (6) members be from any one Cooperating Association. A member of the Board of any agency or institution of the Convention may not at the same time be a member of the Board of any other agency or institution of the Convention. No member of the Board of any institution of the Convention may at the same time be a member of the Executive Board of the Convention.

**Section 7.** Any person receiving compensation from the Convention through the Executive Board shall not be a member of any Convention agency or institutional board.

**Section 8.** No member of a task force or committee delegated to study or make recommendations concerning agencies and institutions shall be a member of any Board of such agency or institution.

**Section 9.** All Boards shall be charged with the responsibility of having the books and financial affairs of each agency and institution of the Convention audited annually by an accredited firm of auditors. All audits, findings, and management letter shall be accessible to the Executive Board and shall be included in the agency or institution's annual report to the Convention.

**Section 10.** The Articles of Incorporation of each agency and institution solely affiliated with the Convention organized as a non-profit corporation shall contain the following provisions:

- (a) The Convention shall be the corporation's sole member;
- (b) The Convention shall elect the corporation's Board of Trustees;
- (c) The Articles of Incorporation shall first be approved by the Convention and thereafter no amendment to the Articles of Incorporation shall be made without the prior consent of the Convention;
- (d) A vote in favor of any proposed amendment(s) by a two-thirds (2/3) majority of the Messengers present and voting at the meeting of the Convention shall constitute the consent required by this section. No proposed amendment shall come before the 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) Notwithstanding any other provision of the Articles of Incorporation to the contrary, the following restrictions and limitations shall apply to comply with the requirements imposed by §501(c)(3) of the Internal Revenue Code of 1986, as amended ("**Code**" and such term shall include any corresponding successor federal tax laws and Treasury regulations promulgated thereunder):
  - (1) The corporation is organized exclusively for religious, educational, or charitable purposes. No part of the net earnings of this corporation shall inure to the benefit, or be distributable to its directors, trustees, officers, or other



private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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

(3) This corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under §501(c)(3) of the Code; or (ii) contributions to which are deductible under §170(c)(2) of the Code.

(4) Because this corporation is intended to have perpetual existence, it is not anticipated that this corporation will be dissolved, however, in the event this corporation should ever be dissolved, then upon the dissolution of this corporation, the Board of Trustees of this corporation shall, after paying or making provision for the payment of all of the liabilities of this corporation, convey all of the assets of this corporation to the Convention if at that time the Convention qualifies as an exempt organization under §501(c)(3) of the Code, or, if not, then to such organization or organizations organized and operated exclusively for the purposes stated herein, which shall, at the time, qualify as an organization or organizations exempt under §501(c)(3) of the Code.

**Section 11.** A Trustee may resign at any time effective upon written notice of such resignation to the entity's President and/or Board Chair.

#### **Article IV. – Operation of Agencies and Institutions**

**Section 1.** Each agency and institution solely affiliated with this Convention shall provide to the Executive Board a budget of proposed revenue and expenditures for the ensuing fiscal year once approved by its respective board. These budgets shall become the basis for reviewing an operational deficit.

**Section 2.** A deficit shall exist when expenditures exceed revenue (including Board approved or budgeted use of designated or restricted funds) received through standard operations in the fiscal year. Such deficit shall be reported by that agency or institution's executive management to its respective board. Additionally, such agency or institution's executive management shall submit for approval a written report to its respective board detailing the agency or institution's plan to fund the

deficit along with steps to proactively avoid a deficit occurring in the future. Once this deficit funding plan is approved by its respective agency or institution's board, such plan shall be included in the agency or institution's annual report to the Executive Board and the Convention.

**Section 3.** No appeals for funds may be made to a church without the recommendation of the Executive Board and the approval of the Convention, 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.

### **Article V. - 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 a scheduled meeting or both should the occasion demand.

**Section 2.** All meetings of the Convention, whether annual or otherwise, shall be attended by the Messengers as provided in Article XI.

### **Article VI. - Amendments**

**Section 1.** These Bylaws may be amended by two-thirds (2/3) vote of the Messengers voting and concurring in two (2) successive annual meetings of the Convention.

**Section 2.** Any proposed amendment to these Bylaws shall be presented to the Convention in writing, for its consideration, upon the first (1<sup>st</sup>) 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. No proposed amendment shall come before the 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.

### **Article VII. - Parliamentary Authority**

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

## **Article VIII. – Cooperating Associations and Districts**

A Cooperating Association is an organization of Cooperating Baptist Churches (as determined in the Articles of Incorporation) identified by specific name and associated together for a common purpose within the organizational structure of the Convention. Cooperating Associations must be duly recognized by the Executive Board along with the list of Cooperating Baptist Churches of the Convention compiled by the Executive Director and reported in the Annual. A map of the current Cooperating Associations of the Convention shall be maintained by the Executive Director.

The Convention shall establish “Geographic Districts” to facilitate its promotion, administration, and organization of its objectives, provided, it will never violate in any way the boundaries of any geographic association within the area of the Convention. At the beginning of each decade beginning with the year 2030, the whole matter of districts shall be studied to take in consideration the boundaries of such districts so as to provide equitable numerical representation from Cooperating Baptist Churches. Any adjustments shall be recommended by the Executive Board for approval by the Convention in annual session.

## **Article IX. – Convention Nominating Committee**

**Section 1.** A nine-member rotating Convention Nominating Committee, comprised of at least three (3) 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. Nominations for all boards by the Convention Nominating Committee must be as equitably divided as possible by the existing Geographic Districts of the Convention.

**Section 2.** Following each annual convention, the President will appoint three (3) people to a three-year term to replace the three (3) people rotating off and shall fill any vacancies that may exist on the Committee at that time. The President shall also name the Chair, who shall have served at least one (1) year on the Committee.

## **Article X. - 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 Convention Nominating Committee. One-third (1/3) of the Committee’s members shall be elected annually to serve for a term of three (3) years. No member shall be eligible to serve more than two (2) terms until one (1) 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 (2/3) or more of a full term.

**Section 2.** The President of the Convention shall appoint the Chair of the Committee each year. The Chair must be one who has been a member of the Committee for at least one (1) year and may succeed himself until his tenure of eligibility shall expire.

**Section 3.** The 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 or 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 shall in no way preclude amendments to the Articles of Incorporation and/or Bylaws by Messengers to the Convention.

## **Article XI - Enrollment of Messengers**

**Section 1.** The Recording Secretary of the Convention or the Recording Secretary's designee shall enroll, upon arrival for a Convention meeting, Messengers who present proper credentials from the Cooperating Baptist Churches ("Messengers"). 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 eight (8) members shall be appointed by the President. Following each annual convention, the President will appoint four (4) people to a two-year term to replace the four (4) people rotating off and shall fill any vacancies that may exist on the Committee at that time. The President shall also name the Chair, who shall have served one (1) year on the Committee.