

Converge Heartland
By-Laws

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**By-Laws
of the
Heartland Baptist District
(DBA Converge Heartland)**

(Revised on September 15, 2022)

**ARTICLE ONE – NAME, ORGANIZATION, OFFICES, IDENTITY,
AND AFFILIATION**

1.1 Name.

1.1.1 Legal Name. The legal name of this organization shall be the Heartland Baptist District (doing business as Converge Heartland) and hereafter referred to as the “Corporation”.

1.1.2 Assumed Name. The Corporation shall be entitled to operate under an assumed name.

1.2 Organization.

1.2.1 Date of Organization. The Corporation was organized on November 3, 1997, as the Heartland Baptist District.

1.2.2 Basis of Organization. The registered office of the Corporation required by the Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Overseers.

1.3 Offices. The Corporation shall maintain registered agents and offices to do business as a Not-for-Profit Corporation in the states where the Corporation has constituent churches. The registered agents and offices are as follows:

1.3.1 Nebraska. Curtis Tschetter, 2610 W. A Street, Ogallala, Keith County, Nebraska 69153.

1.3.2 South Dakota. Jim Capaldo, 601 W. 57th Street, Sioux Falls, Lincoln County, South Dakota 57108.

1.3.3 North Dakota. Fred Gackle, 7478 Country Road 33, Kulm, LaMoure County, North Dakota 58402.

1.3.4 Missouri. Tim Buzan, 1424 SW 25th St., Blue Springs, Jackson County, Missouri 64015.

1.3.5 Kansas. Brandon Brillhart, P.O. Box 811, Lawrence, Douglas County, Kansas 66044

1.4 Identity. The Corporation is a voluntary fellowship or association of churches whose theology is biblically evangelical; whose character is multiethnic; whose spirit is positive and affirmative; whose purpose is to fulfill the Great Commission through evangelism, discipleship, and church planting; and whose people celebrate openness and freedom in the context of Christ’s Lordship.

1.5 ***Affiliation.*** The Corporation is affiliated with Converge (formerly known as the Baptist General Conference) and hereafter may be referred to as the “Conference”.

ARTICLE TWO – MISSION, VISION, OBJECTIVES, AND VALUES

2.1 ***Mission:*** Starting and strengthening churches together worldwide.

2.2 ***Vision:*** A gospel-centered church bringing transformation to every Heartland community.

2.3 ***Objectives:*** As a fellowship of redeemed communities who are making disciples of lost people, the Corporation is committed to:

2.3.1 ***Churches.*** Our objective is to both plant and promote healthy churches.

2.3.2 ***Pastors and their families.*** Our objective is to cultivate effective pastors and healthy pastoral families.

2.3.3 ***Donors.*** Our objective to increase generosity for funding our mission.

2.3.4 ***Collaboration.*** Our objective is to cultivate mission-focused ministry partnerships.

2.4 ***Values:*** As a fellowship of redeemed communities in Jesus Christ we, the people of the Converge Heartland District value:

2.4.1 Healthy churches on God’s mission.

2.4.2 Churches united for resourcing and reproducing healthy churches.

2.4.3 Churches that demonstrate God’s love by making disciples of sinners from among all people.

2.4.4 Churches faithfully using the Bible to call and train disciples of Jesus Christ.

2.4.5 Churches praying effectively for God’s will, power, and mission.

ARTICLE THREE – AFFIRMATION OF FAITH¹

3.1 ***The Word of God.*** We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct.

¹ *1 The Affirmation of Faith is the Affirmation of Faith of Converge, which was adopted in 1951, reaffirmed in 1990, and amended in 1997, amended 2015.*

- 3.2 *The Trinity.*** We believe that there is one living and true God, eternally existing in three persons, that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption.
- 3.3 *God the Father.*** We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of each person, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.
- 3.4 *Jesus Christ.*** We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.
- 3.5 *The Holy Spirit.*** We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide.
- 3.6 *Humanity.*** We believe God created humankind immutably as male and female to reflect and bear His image. As such, human beings of every ethnicity, age, ability, as well as the pre-born deserve dignity, protection, honor, respect, and Christian love. Because of Adam and Eve's free choice to sin, God's image in all humankind has become distorted and relationship with God has become disrupted.
- 3.7 *Regeneration.*** We believe that all people are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.
- 3.8 *The Ordinances.*** We believe that the Lord Jesus Christ has committed two ordinances to the local Church: baptism and the Lord's Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.
- 3.9 *The Church.*** We believe in the universal Church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local Church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local Church the primary task of giving the gospel of Jesus Christ to a lost world.
- 3.10 *Christian Conduct.*** We believe that Christians should live for the glory of God and the well-being of others; that their conduct should be blameless before the world; that they should be faithful stewards of their possessions; and that they should seek to realize for themselves and

others the full stature of maturity in Christ.

- 3.11 *Christian Marriage.*** *We believe that Christian marriage is a sacred institution ordained by God for the well-being and propagation of humankind. It is a covenant representing the spiritual and physical union into which one man and one woman may enter for the glory of God, symbolizing the relationship of Christ to his church. As the sign of this covenant, sexual activity is reserved exclusively for the marriage relationship. According to the scriptural ideal, marriage requires sacrificial love and faithfulness to each other for life.*
- 3.12 *Religious Liberty.*** We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each Church is independent and must be free from interference by any ecclesiastical or political authority; that, therefore, church and state must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.
- 3.13 *Church Cooperation.*** We believe that local Churches can best promote the cause of Jesus Christ by cooperating with one another in an association of churches. Such an organization, whether it is Converge (formerly known as the Baptist General Conference) or one of its regional districts, exists and functions by the will of the Churches. Cooperation in the association is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary independent basis.
- 3.14 *The Last Things.*** We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His Kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous, and the endless suffering of the wicked.

ARTICLE FOUR – MEMBERSHIP

- 4.1 *Qualification.*** This Corporation constitutes a voluntary fellowship of Converge churches which subscribe to the doctrinal position, purpose and objectives set forth under the Articles of Incorporation, Bylaws of the Corporation and the Affirmation of Faith of Converge. Functioning in a cooperative relationship, this Corporation shall have no authority concerning the internal affairs of the member churches.
- 4.2 *Member Churches.*** The Corporation at all times shall have member churches, including church plants, which are expected to fulfill the duties of member churches as well as sustain a posture of eligibility for member church status.
- 4.3 *Duties of Members.*** Members shall participate through prayer, financial involvement, and personal involvement in the mission and ministries of the Corporation and the Conference.

- 4.4 Powers of Members.** The following powers shall belong exclusively to the Members. For the purposes of this Article 4, “Majority Vote” means an affirmative vote of more than fifty (50) percent of the delegates present at a meeting where a vote is taken, and “Super-Majority Vote” means an affirmative vote of sixty-six (66) percent or more of the delegates present at the meeting. No proxy or absentee voting is permitted.
- 4.4.1 Amendment of the By-Laws.** The Members shall have the exclusive power to affirm an amendment of these By-Laws. Any action taken pursuant to this paragraph shall require a Super-Majority Vote.
- 4.4.2 Admission and Deletion of Member Churches.** The Members shall have the exclusive power to affirm the admission or deletion of Member Churches. Any action taken pursuant to this paragraph shall require a Majority Vote.
- 4.4.3 Appointment and Removal of Members of the Board of Overseers.** The Members shall have the exclusive power to affirm the appointment and removal of members of the Board of Overseers; provided, however, that in the event a member of the Board of Overseers resigns or is removed as member of the Board of Overseers prior to the end of the person’s term, then the Board of Overseers may appoint a person to fill the vacancy until the date of the next Annual meeting without having obtained the affirmation of the Members. Any action taken pursuant to this paragraph shall be conducted by closed ballot and shall require a Super-Majority vote.
- 4.4.4 Relationship with Regional President.** The Members shall have the exclusive power to affirm the hiring of a Regional President and to affirm the dissolving of the relationship with the Regional President, unless such dissolution results from a resignation submitted by the Regional President. Any action taken pursuant to this paragraph shall be conducted by closed ballot and shall require a Super-Majority Vote.
- 4.4.5 Mergers and Affiliations.** The Members shall have the exclusive power to authorize a merger with any other organization. The Members also shall have the exclusive power to authorize the affiliation or disaffiliation of the Corporation with any other organization. Any action taken pursuant to this paragraph shall require a Super-Majority Vote.
- 4.4.6 Dissolution.** The Members shall have the exclusive power to dissolve the Conference. Any action taken pursuant to this paragraph shall require a Super Majority Vote.
- 4.4.7 Non-Agreement of Board of Overseers.** The Members shall have the exclusive power to decide any matter that the members of the Board of Overseers, by affirmative vote, are not able to decide. Any action taken pursuant to this paragraph shall require a Majority Vote.

4.4.8 Referral by Board of Overseers. The Members shall have the exclusive power to decide any matter that the members of the Board of Overseers, by affirmative vote, refer to the Members for decision. Any action taken pursuant to this paragraph shall require either a Majority Vote or a Super-Majority Vote, as the members of the Board of Overseers, by affirmative vote, may set forth in the referral.

4.5 Eligibility Criteria

4.5.1 Eligibility Criteria for Member Churches. To be eligible to be a Member Church, a church shall meet the following criteria:

4.5.2 Affirmation of Faith. The church shall subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws.

4.5.3 Baptism. The church shall practice only believer's baptism by immersion.

4.5.4 Doctrinal Agreement. The church shall affirm the Corporation's mission and vision statements found in Article 2 of these By-Laws and also shall affirm the mission and vision statements of Converge as found in the Conference's by-laws.

4.5.5 Congregational Involvement. The church shall have some expression of congregational voice in the matters of church life. Such as, but not necessarily limited to the following: affirmation of elders or deacons, voting privileges, soliciting feedback from congregation, congregational meetings etc.

4.6 Affiliation and Deletion of Member Churches

4.6.1 Affiliation.

4.6.1.1 Affiliation of existing churches. A church desiring to unite with the Corporation shall make inquiry to the Regional President. Upon inquiry, the Regional President, or his designee, shall first inform the District Board of Overseers and then begin to study the matter, assisting this church in gathering materials for making formal application for affiliation. A complete application for affiliation includes a written report of the church's conception, legal organization, development, doctrine, reason for affiliation and business meeting minutes verifying congregational agreement. Once the applicant church's desire to affiliate has been verified through formal application, the Regional President will assemble an affiliation council which may be comprised of member church pastors, church delegates and other Conference pastors who are located in regional proximity to the applicant church. The regional affiliation council shall be presented with the church's application materials before interviewing the church for affiliation. The affiliation council shall interview the

applicant church with an aim to know them better, review their application materials and to understand their intentions regarding participation in light of the Corporation's doctrinal position, vision, mission, and values. Following the interview, the affiliation council shall communicate, to the applicant church, their decision to either recommend them for affiliation or to continue working with them towards affiliation. The recommendation of the affiliation council will then be communicated to the Board of Overseers in writing and a motion to approve the applicant church for affiliation shall occur at the next convening of the Board of Overseers. A written notice of the action of the Corporation's Board of Overseers shall be sent to the church applying for membership and to the headquarters of the Conference within thirty days of the meeting and the church shall be formally introduced at the next meeting of constituent churches.

4.6.1.2 Affiliation of church plants. A church plant, desiring to be a member church of the Corporation shall be led by an assessed pastor, interviewed by their regional LEAD Team, and submit, for review by the Board of Overseers and LEAD Team, articles of incorporation, a statement of faith, a list of advisory board members, an inventory of major church assets, an annual budget, a written explanation of their desire to affiliate, and either independent or Conference 501 c 3 tax exempt status provisions.

4.6.2 Deletion.

4.6.2.1 Voluntary Deletion. If a Member Church submits to the Corporation a written request that it be deleted as a Member Church, then the church shall cease to be a Member Church. Such deletion shall be effective at the time the Corporation receives the written request. Such deletion shall not relieve the church of any contractual obligations, financial or otherwise, that the church may have to the corporation.

4.6.2.2 Involuntary Deletion. If the Corporation involuntarily deletes a church as a Member Church, then the church shall cease to be a Member Church. The Conference may delete a church as a Member Church if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, determines that the church has ceased to meet the eligibility requirements for being a Member Church as set forth in this Article 4 and/or has ceased to fulfill the duties of a Member Church as set forth in this Article 4 and determines, in its discretion, to delete the church as a Member Church; and (b) the Members, by affirmative vote, affirm the deletion of the church as a Member Church. Such deletion shall be effective upon the affirmation of the deletion by the Members. Such deletion shall not relieve the church of any contractual obligations, financial or otherwise, that the church may have to the Corporation or Conference. Any failure by the Corporation to delete a Member Church under this Article 4.6.2.2 on any one or more occasions shall not be deemed

a waiver by the Corporation of its right to delete a Member Church under this Article 4.6.2.2 on any one or more subsequent occasions.

4.7 Meetings of Members

4.7.1 Types of Meetings

4.7.1.1 An Annual Meeting of the member churches shall be held for the transaction of such business as may come before the meeting. The date and time of such meeting shall be determined by the District Board of Overseers. The Corporation staff members, District Board of Overseers Chair and Treasurer or their designated representatives, shall report on the activities and financial condition of the Corporation. The Board of Overseers shall establish the agenda for the meeting. Such agenda shall include the following matters: (a) the affirmation of members of the Board of Overseers, if any; (b) the affirmation of members of the Board of Overseers who are fulfilling unexpired terms of individuals who have resigned or been removed as members of the Board of Overseers, if any; and (c) any matter that the Board of Overseers, by affirmative vote, determines to include in the agenda. Members may recommend to the Board of Overseers that certain matters be included in the agenda. The Board of Overseers, however, shall have the exclusive power to establish the agenda for the meeting.

4.7.1.2 Special Meetings. The Board of Overseers, by affirmative vote or through written request when approved by a majority of the membership of at least 5% of the member churches of the Corporation, may cause a Special Meeting of the Members to be held. Special meetings shall be held at such place, date and time as stated in the notice and shall deal only with business items stated therein.

4.8 Place of Meeting. The District Board of Overseers may designate any location within the district as the place for any member church meeting. If the members shall meet at any place, either within or without the State of Nebraska in accordance with these By-Laws, such meeting shall be valid.

4.9 Notice of Meeting. Written notice stating the place, day and hour of the meeting shall be delivered not less than twenty-one (21) nor more than sixty (60) days before the date of the meeting. Notice of all member church meetings shall include a description of any matter that must be approved by the members in accordance with the By-Laws, by the Nebraska Nonprofit Corporation Act, or by the direction of the District Board of Overseers.

4.10 Voting and Delegates at Meetings. Each member church is entitled to representation at a member church meeting based on the membership of the church as follows:

- 4.10.1** Member churches with one hundred (100) members or less are allowed six delegates.
- 4.10.2** Each additional fifty (50) members shall permit one (1) extra delegate, up to a total of ten (10) delegates.
- 4.10.3** No church shall be allowed more than ten (10) delegates and only delegates may vote at a meeting of member churches.
- 4.10.4** All voting at a meeting of member churches shall be either by Majority Vote or by Super-Majority Vote, as provided for in this Article 4. No proxy or absentee voting is permitted.
- 4.11 *Quorum at Meetings.*** A Meeting of the Members may be conducted only if twenty (20) percent or more of the members are represented at the meeting.
- 4.12 *Manner of Acting at Meetings.*** A majority of the votes present at any member church meeting where a quorum has been declared, shall be necessary for the adoption of any matter coming before the members, unless a greater proportion is required by the Articles of Incorporation, these By-Laws or the Nebraska Nonprofit Corporation Act.
- 4.13 *Electronic Meetings.*** Member churches may take part in a meeting through the use of any electronic means which allows for the simultaneous two-way communication. Member churches participating in a meeting by this means are deemed to be present at the meeting. Sufficient notice must be given, allowing for logistical requirements. Any costs related to the choosing of the option will be passed on the initiating entity.
- 4.14 *Action by Written Ballot.*** Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member or delegate entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE FIVE – CORPORATE OFFICERS

- 5.1 *Existence of Officers.*** The Conference at all times shall have Officers, and the duties and powers of the Officers shall be as set forth in this Article 5. Each Officer shall be an “officer” of the Conference, as such term is defined in the Act.

5.2 Duties of Officers. Officers shall be responsible for serving the needs of the Conference, subject to the direction and control of the Board of Overseers.

5.3 Powers of Officers. Officers shall have such powers as may be delegated to them by the Board of Overseers.

5.4 Eligibility Criteria for Officers. To be eligible to be a member of the Board of Overseers, a person: (a) must subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws; (b) shall have been baptized by immersion; (c) shall affirm the Corporation's mission and vision statements found in Article 2 of these By-Laws and the mission and vision statements of the Conference as found in the Conference's by-laws; and (d) shall have agreed to participate through prayer, financial involvement, and personal involvement in the mission and ministries of the Corporation and the Conference.

5.5 Officer Positions. The Corporation shall have the Officer positions set forth below, and such other Officer positions as the Board of Overseers, by affirmative vote, from time-to-time may designate. Officers whose specific duties and powers are not prescribed by these By-Laws shall have the duties and powers that the Board of Overseers, by affirmative vote, from time-to-time may prescribe.

5.5.1 Regional President. The Regional President shall be the chief executive officer of the District. Subject to the direction and control of the Board of Overseers, the Regional President shall: (a) manage and be in charge of the business affairs and ministries of the Corporation; (b) ensure that the resolutions and directives of the Board of Overseers are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Overseers; and (c) in general, discharge all duties necessary to conduct the business affairs and ministries of the Corporation and (d) sign any and all documents required to execute board approved transactions.

5.5.2 Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have care and custody of all funds and securities of the Corporation, and be responsible for such funds and securities; and (c) perform all duties necessary to manage the finances of the Corporation.

5.5.3 Corporate Secretary. The Corporate Secretary shall be the principal person responsible for the maintenance of the records of the Corporation. The Corporate Secretary shall: (a) maintain the records of the Corporation; (b) record minutes of the meetings of the Members; and (c) file with governmental entities such reports as from time-to-time may be required by law. The Secretary shall be the registered agent of the Corporation, as such term is defined in the Act.

5.6 Appointment of Officers.

5.6.1 Regional President. A person shall become the Regional President if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, appoints such person to be the Regional President; and (b) the Members, by affirmative vote conducted by closed ballot, affirm the appointment of such person as the Regional President. The duly affirmed Regional President shall be appointed to serve a five-year term that is renewable by affirmative vote of the Members.

5.6.2 Other Officers. For an Officer other than the Regional President, a person shall become an Officer if the Board of Overseers, by affirmative vote following procedures that it may adopt, appoints such person to be an Officer. Each person selected to be an Officer shall be voted upon individually by the Board of Overseers.

5.7 Removal of Officers

5.7.1 Regional President. A person shall be removed as the Regional President if: (a) the Board of Overseers, by affirmative vote following procedures that it may adopt, determines to remove the person from the office of Regional President; and (b) the Members, by affirmative vote conducted by closed ballot, affirm the removal of the person from the office of Regional President. Depending on the circumstances, the Board of Overseers, upon an affirmative vote to remove a person as Regional President, retains the power to immediately suspend such a person from performing the tasks of the office of Regional President until the Members, by affirmative vote conducted by closed ballot, affirm the removal of the person from the office of Regional President.

5.7.2 Other Officers. For an Officer other than the Regional President, a person shall be removed as an Officer if the Board of Overseers, by affirmative vote following procedures that it may adopt, determines to remove the person as an Officer. Each person removed as an Officer shall be voted upon individually by the Board of Overseers.

ARTICLE SIX – BOARD OF OVERSEERS

6.1 Existence of the Board of Overseers. The Corporation at all times shall have a Board of Overseers, and the duties and powers of the Board of Overseers shall be as set forth in this Article 6. Each member of the Board of Overseers shall be a “director” of the Corporation, as such term is defined in the Act.

6.2 Eligibility Criteria for Members of the Board of Overseers. To be eligible to be a member of the Board of Overseers, a person: (a) must subscribe without reservation to the Affirmation of Faith found in Article 3 of these By-Laws; (b) be a member in good standing of a Corporation Member Church (c) shall affirm the Corporation's mission, vision, values and objectives as found in Article 2 of these By-Laws and the mission and vision statements of the Conference as found in the Conference By-Laws; and (d) shall have agreed to participate through prayer, financial involvement, and personal involvement in the mission and ministries of the Corporation and the Conference.

6.3 Powers of the Board of Overseers. Except as provided in the Nebraska Nonprofit Corporation Act or pursuant to the Articles of Incorporation, all powers necessary to direct and manage the affairs of the Corporation not granted by these by-laws to the Constituency, shall belong to the Board of Overseers.

6.4 Duties of the Board of Overseers. The Board of Overseers shall oversee the ministries and resources of the Corporation. The Board of Overseers shall be responsible, among other things, for: (a) pursuing the mission, vision, objectives and values of the Corporation; (b) establishing appropriate policies and securing appropriate executive leadership for the Corporation; (c) managing and caring for the properties and financial accounts of the Corporation; (d) overseeing the executive leadership of the District; (e) managing the legal affairs of the Corporation; (f) Approve a total budget for presentation and affirmation at a Member church meeting; preparing an annual budget for the Corporation; (g) preparing biennially audited financial statements for the Corporation; (h) making decisions related to financial investments and physical properties; (i) enter into contracts of behalf of the Corporation; (j) provide services on behalf of the Corporation; (k) delegate Corporation responsibilities to board approved persons and; (l) give a report at Member church meetings, concerning the activities and affairs of the Corporation, including submitting an annual report that summarizes the activities and affairs of the Corporation during the preceding year and that contains the financial statements for the Corporation; (m) The Board of Overseers shall be responsible for the final admission of new churches in accordance with Article 4.

6.5 Number of Members of the Board of Overseers. The Board of Overseers shall have a number of members as the Board of Overseers, by affirmative vote, from time-to-time may determine; provided, however: (a) that the number of members of the Board of Overseers, including the Regional President, shall not be fewer than seven (7) persons; (b) that the number of members of the Board of Overseers, including the Regional President, shall not exceed twelve (12) persons; and (c) **each board member may serve renewable three-year terms.**

6.6 Tenure of Members of the Board of Overseers.

6.6.1 Regional President. A Regional President shall become a member of the Board of Overseers upon the commencement of the relationship between the Corporation and

the Regional President. A Regional President shall cease to be a Member of the Board of Overseers upon the effective date of the dissolution of the relationship between the Corporation and the Regional President.

6.6.2 Other Members of the Board of Overseers. A person other than the Regional President shall serve as a member of the Board of Overseers. Members of the Board of Overseers shall serve year (3) year terms with the possibility of serving a second 3-year term if so appointed by the Board of Overseers and affirmed by vote of the Members. In the event the person resigns or is removed from the office effective prior to the end of the term, the Board of Overseers shall appoint, and the members shall affirm, a person to serve the remainder of the term. Excluding time a person serves to fulfill the remainder of a term previously held by another person, no person may serve as a member of the Board of Overseers for more than six (6) consecutive years, without one (1) intervening year during which time the person does not serve as a member of the Board of Overseers.

6.7 Removal of Members of the Board of Overseers.

6.7.1 Regional President. The Regional President shall be removed as a member of the Board of Overseers upon the effective date of the dissolution of the relationship between the Board of Overseers and the Corporation. The Regional President may be removed as a member of the Board of Overseers only upon the dissolution of the relationship between the Regional President and the Corporation.

6.7.2 Other Members.

6.7.2.1 Temporary Removal. The Board of Overseers, by affirmative vote following procedures that it may adopt, may remove temporarily a person other than the Regional President from the Board of Overseers. The temporary removal of the person from the Board of Overseers shall be effective at the time of the affirmative vote of the Board of Overseers. In such event, the person shall cease to serve as a member of the Board of Overseers until such time as a Meeting of the Constituency is held and a vote of the Constituency is taken with respect to whether or not to affirm the removal.

6.7.2.2 Permanent Removal. In the event that the Board of Overseers, by affirmative vote, removes temporarily a person other than the Regional President as a member of the Board of Overseers, then the Board of Overseers shall call a Meeting of the Member Churches at the earliest practical date. The purpose of such Meeting shall be for the Member Churches to vote on whether to affirm the removal of the person as a member of the Board of Overseers. In the event that the Constituency, by affirmative vote, affirm the removal of the person as a member of the Board of Overseers, then the person shall be removed as a member

of the Board of Overseers. In such case, the removal of the person as a member of the Board of Overseers shall be effective at the time of affirmation of the removal by the Member Churches, and the person thereafter shall not be or serve as a member of the Board of Overseers. In the event the Member Churches, by affirmative vote, fail to affirm the removal of the person as a member of the Board of Overseers, then the temporary removal of the person as a member of the Board of Overseers shall be overturned, and the person shall continue to serve as a member of the Board of Overseers.

6.8 Vacancies on the Board of Overseers.

6.8.1 Increase in Number of Members on the Board of Overseers. Overseer position to be filled by reason of an increase in the number of Overseers shall be filled by election by written ballot or at a constituent church meeting.

6.8.2 Replacement of a Member of the Board of Overseers. Vacancies created by any other cause may be filled by the affirmative vote of a majority of the remaining Overseers. An Overseer elected to fill a vacancy shall be ratified by affirmative vote at the next gathering of Member Churches. Upon affirmative vote, the person may serve for the unexpired term of his or her predecessor in office and is eligible to serve a subsequent term

6.9 Committees and Subsidiaries appointed by the Board of Overseers.

6.9.1 Expectation of Compliance. All committees and subsidiaries within the Corporation are subject the Articles of Incorporation and By-Laws of the Corporation and the decisions of the membership at a duly called constituent church meeting.

6.9.2 Committee Structure. Each committee shall organize itself (except where provision is made in the By-Laws) as it may deem necessary for efficient service. A committee shall disband when their specific task is completed.

6.9.3 Formation of Subsidiaries. The formation of subsidiaries may be authorized by the District Board of Overseers.

6.9.4 Accountability. All committees and subsidiaries shall submit written reports and are accountable to the Board of Overseers.

6.10 Compensation of the Board of Overseers. Overseers shall not receive compensation for their services; however, expenses may be allowed for attendance at each regular or special

meeting of the Board, committee of the Board, or business necessitated by the Board.

6.11 Conflicts of Interest Related to the Board of Overseers

6.11.1 Board Members with a Conflict of Interest. Overseers with a conflict of interest shall not be allowed to vote or be counted for a quorum for a transaction regarding the conflict.

6.11.2 Types of Conflict of Interest

6.11.2.1 Individual Conflicts of Interest. An Overseer of the Corporation has an indirect interest in a transaction if another entity in which the Overseer has a material interest or in which the Overseer is a general partner is a party to the transaction.

6.11.2.2 Organizational Conflicts of Interest. An Overseer of the Corporation has an indirect interest in a transaction if another entity of which the Overseer is a Director, Officer or Trustee is a party to the transaction.

6.11.3 Resolution of a Conflict of Interest. A Conflict of Interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Overseers on the Board who have no direct or indirect interest in the transaction. The presence of, or a vote cast by, an Overseer with a direct or indirect interest in the transaction does not affect the validity of any action taken if the transaction is otherwise properly approved. Overseers approving the transaction in good faith reasonably believe that the transaction is fair to the corporation.

6.11.4 Disclosure of Conflicts of Interest. Each Overseer shall disclose in writing annually any current relationship or transaction that has the potential of creating a conflict of interest.

ARTICLE SEVEN – DISPUTE RESOLUTION

7.1 Dispute Resolution Principles. The Corporation is committed to resolving in a biblical manner all disputes that may arise within its body. This commitment is based upon God's command that Christians should strive earnestly to live at peace with one another (see Mathew 5:9, John 17:20-23; Romans 12:18; Ephesians 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in the Bible (see Proverbs 19:11; Matthew 5:23-25, 18:15-20; I Corinthians 6:1-8; Galatians 6:1). The Corporation believes that

these commands and principles are obligatory on all Christians, and absolutely essential for the well-being and work of the Corporation and its Members. Therefore, any and all disputes within the Corporation shall be resolved according to biblical principles and shall follow the processes set forth in this Article.

7.2 *Conflict among Persons Affiliated with the Corporation.* If any person affiliated with the Corporation as a member of a Member Church, a director of a Member Church Plant, a member of the Board of Overseers, an Officer, a Staff Member, or an agent shall have a conflict with or shall be concerned about the behavior of another affiliated with the Corporation, then the matter shall be addressed as follows:

7.2.1 *Examination.* The concerned person shall prayerfully examine himself or herself, and shall take responsibility for his or her contribution to a problem (Matthew 7:3-5), and he or she prayerfully shall seek to discern whether the concern is so serious that it cannot be overlooked (Proverbs 19:11, 12:16, 15:18, 17:14, 20:3; Ephesians 4:2; Colossians 3:13; I Peter 4:8).

7.2.2 *Confrontation.* If the concern is too serious to overlook, the concerned person shall go, repeatedly if necessary, and talk to the person whose behavior is at issue in an effort to resolve the matter personally and privately, having first confessed his or her own wrongdoing (Matthew 18:15).

7.2.3 *Intervention.* If the person whose behavior is at issue will not listen and if the problem is too serious to overlook, the concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Matthew 18:16); these other people may be members of Member Churches, members of Member Church Plants, members of the Board of Overseers, Officers, Directors of Ministries, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, the Corporation shall make every effort to assist the parties in resolving their difference and being reconciled.

7.3 *Conflict between Persons Affiliated with the Corporation and the Corporation.* If a dispute arises between a person affiliated with the Corporation as a member of a Member Church, a member of a Member Church Plant, a member of the Board of Overseers, an Officer, a Staff Member, or an agent and the Corporation itself, and if such dispute cannot be resolved through the internal process set forth in Article 13.2, then the dispute shall be resolved as follows: The dispute shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the then-current Rules of Procedures of the Institute for Christian Conciliation, and judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. All parties to the mediation and/or arbitration shall bear their own costs and expenses, including attorneys' fees, if any. All mediators and arbitrators shall be in agreement

with the Affirmation of Faith of the Conference and the Corporation's basic form of government, unless this requirement is modified or waived by all parties to the dispute; provided, however, that if a dispute involves an attempted revision of the Affirmation of Faith or the Corporation's form of government, then the mediators and arbitrators shall be in agreement with those matters, as they existed prior to the attempted revision. If a dispute submitted to arbitration pursuant to these Bylaws involves a decision reached by the Board of Overseers, then the arbitrators shall uphold and shall be bound by the decisions of the Board of Overseers on matters of doctrine. This section covers the Corporation as a corporate entity and its agents, including its Board of Overseers, Officers, Staff Members, and volunteers with regard to any actions they may take in their official capacities on behalf of the Corporation. This section covers any and all disputes or claims arising from or related to Corporation membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury, except as otherwise may be provided by law. By becoming affiliated with the Corporation, or remaining affiliated with the Conference after the adoption of these By-Laws, all persons affiliated with the Corporation agree that these methods shall provide the sole remedy for any dispute arising against the Corporation and its agents, and they waive their right to file any legal action against the Corporation in a civil court or agency, except to enforce an arbitration decision. If a dispute or claim involves an alleged injury or damage to which the Corporation's insurance applies, and if the Corporation's insurer refuses to submit to mediation or arbitration as described in this section, then either the Corporation or the person alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim with respect to which the Corporation's insurance applies.

ARTICLE EIGHT – INDEMNIFICATION

8.1 *Members, Members of the Board of Overseers, and Officers.* The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person was or is a member of the Board of Overseers or is an Officer against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the foregoing provision. The foregoing provision of this Article shall be deemed to be a contract between the Conference and any person who serves as a member of the Board of Overseers or as an Officer at any time while this Article and the relevant provisions of the Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter, brought or threatened based in whole or in part on any such state of facts.

8.2 Employees and Agents. The Corporation, in its discretion, may indemnify any person who was or is a party, or is threatened to be made a party to or witness in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person was or is a member of a Member Church, a regular attender of a Member Church Plant, or an employee or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Act and any other applicable law, as from time-to-time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provision.

ARTICLE NINE – WAIVER OF NOTICE

9.1 Waiver of Notice. Whenever any notice is required to be given to any member or Overseer of the Corporation under the provisions of the Articles of Incorporation, these By-Laws or the Nebraska Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. A member or Overseer shall be deemed to have waived notice by attending a meeting and not raising an objection at the beginning of the meeting or as to any matters improperly noticed, at such time as the matter is presented.

ARTICLE TEN – LIMITATIONS ON CORPORATE AUTHORITY

10.1 Distributions to Exempt Organizations. *The* Corporation, being organized exclusively for religious purposes, may make distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code.

10.2 No Distributions to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, Staff, or any other private person, except that the 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 in Article Two.

10.3 Prohibited Activities. Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporate entity exempt from federal income tax under § 501(c)(3) of the Code; or (b) a corporate entity, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE ELEVEN – ADMINISTRATIVE PROVISIONS

- 11.1 *Loans.*** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Overseers. Such authority may be general or confined to specific instances. In no event shall the corporation lend money to or guarantee the obligation of an Overseer or Officer of the Corporation.
- 11.2 *Books and Records.*** The Corporation shall keep correct and complete books and records of accounts and reports delivered to the State. The Corporation also shall keep minutes of the proceedings of the meetings of its Members and the meetings of its Board of Overseers, and shall keep, at the Corporation’s principal office, a record giving the names and addresses of the Members of the Corporation. Upon a written request made by a Member to inspect the books and records of the District for a proper purpose, the Member shall have the right to inspect all of the books and records of the Corporation at any reasonable time.
- 11.3 *Annual Audit or Review.*** The Corporation shall cause an annual audit or review of its books and records to be conducted by a certified public accountant upon the recommendation and affirmative vote of the Board of Overseers.
- 11.4 *Parliamentary Authority.*** The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern in all cases to which they are applicable and when they are not inconsistent with these By-Laws and any special rules of order the meeting body may adopt. Violation of such rules shall not invalidate any action taken at a meeting. A current edition of such rules shall be made available at the place of meeting during any proceeding governed by these By-Laws. The polity of the Corporation shall be baptistic in nature, subject to its member churches through delegate meetings.

ARTICLE TWELVE – FISCAL YEAR

- 12.1 *Fiscal Year.*** The Fiscal Year of the Corporation shall be September 1 through August 31.

ARTICLE THIRTEEN – AMENDMENTS

- 13.1 *Right to Amend.*** The Members of the Conference, by a Super-Majority Vote, may amend these By-Laws.
- 13.2 *Process for Amendment.*** The Members may amend these By-Laws only as follows: (a) the Board of Overseers, by affirmative vote, shall approve a proposed amendment; (b) the Board

of Overseers shall submit the proposed amendment to the Members by a written document, delivered via electronically or first class mail to the last known address of each Member; and (c) the Members, by a Super-Majority Vote, must approve the proposed amendment at an Annual Meeting or Special Meeting that takes place no fewer than thirty (30) calendar days after the date of the mailing of the written document.