

Bylaws of the Southside Baptist Network, Inc.

Article I: Name

The Southside Baptist Network, Inc., may also be referred to as "The Network".

Article II: Purpose, Overview, and Statement of Faith

Section 1: Purpose

The Network exists to equip churches in effective Kingdom work. The Network will equip churches by:

- leading churches to cooperate together
- helping churches impact lostness
- encouraging fellowship
- nurturing spiritual maturity
- facilitating mission involvement

Section 2: Overview

The Network shall serve to equip churches, and at no time assume the prerogative of giving direction to a local church or interfering in the conduct of its affairs. However, upon invitation, the Associational Mission Strategist or a team from The Network may offer counsel and advice.

Section 3: Statement of Faith

The basis of common faith and practice of The Network shall be the Baptist Faith & Message 2000.

Article III: Membership

Section 1: Charter (Initial) Members

- A. Whereas the South Metro Baptist Association and the Henry Baptist Association have voted in favor of establishing The Network in order to work together for the purpose of furthering the Gospel of Jesus Christ, all those churches that were previously members of or associated with either the South Metro Baptist Association or the Henry Baptist Association will be invited to be Charter (Initial) Member Churches of The Network. Any such church that wishes to be a Charter Member Church shall follow the appropriate procedures in the governing documents for that church to vote as to whether it wishes to become a Charter Member Church of The Network, and if any such church elects to become a Charter Member Church of The

Network, it shall notify the Associational Mission Strategist writing of such decision by May 1, 2013. Thereafter, any church desiring to become a Member Church of The Network shall follow the procedures set forth below for becoming a Member Church of The Network. Acceptance by the Associational Mission Strategist of a church's written request to become a Charter Member Church and The Network's listing such church as a Charter Member Church on its books and records shall be conclusive evidence that such church has complied with the requirements of becoming a Charter Member Church.

Section 2: Reception of Churches into Fellowship

- A. Any church desiring to become a Member Church of The Network (other than Charter Member Churches who have met the requirements of Charter Member Churches as set forth above) shall present a proper petition to the Credentials Team (or such other appropriate team as may be defined from time to time in the Policies & Procedures Manual), accompanied by required documentation as set forth in the Policies & Procedures Manual.
- B. A Southern Baptist church transferring from another Southern Baptist association, or a mission sponsored by a Member Church (hereinafter referred to as a "Mission Church") may be accepted into membership at any Executive Council meeting upon recommendation by majority vote of the Credentials Team and upon a three-fourths ($\frac{3}{4}$) vote of the Representatives present at a meeting of the Executive Council.
- C. All other churches (including church plants) applying to be Member Churches shall be taken under watch care for a period of at least one (1) year before recommendation for regular membership. After completion of the watch care period, upon a majority vote of the Credentials Team and upon a three-fourths ($\frac{3}{4}$) vote of the Representatives present at a meeting of the Executive Council, a church shall be received into regular membership.

Section 3: Dismissal

- A. Any church desiring to withdraw as a Member Church of The Network may make a written request to withdraw to the Administrative Team. The church will be granted dismissal as a Member Church upon a majority vote of the Representatives present and voting of the Executive Council at which a quorum is present.
- B. Should any church become an impediment to the purpose of The Network by (1) practice, conduct, or doctrines contrary to the *Baptist Faith and Message 2000*; or (2) failure to send contributions of at least \$200 or .5% (1/2 of 1 percent)

of her undesignated offerings during a calendar year; or (3) for any other reason, which shall be specifically set forth in writing; the appropriate Team (as may be defined from time to time by the Administrative Team) may, after counsel and attempted reconciliation have failed, recommend the removal of said church as a Member Church of The Network. The removal of a church as a Member Church must be approved by a three-fourths (¾) vote of the Representatives present at a regular or specially called meeting of the Executive Council at which a quorum is present.

Article IV: Executive Council (Board of Directors)

Section 1: Authority and Election of Representatives (Directors)

- A. All authority of The Network and the affairs of The Network shall be controlled and administered by its Board of Directors (which is also referred to as the “Executive Council”), except that the election of all officers other than the Associational Mission Strategist and the adoption of the annual budget shall be conducted at the Annual Meeting by vote of the messengers, as set forth below. By way of further clarification, the Directors on the Board of Directors are also referred to herein as “Representatives”. In addition to serving as Directors, the Representatives on the Executive Council shall also be the voting agents of the Member Churches for all decisions that may be made by Member Churches of The Network with regard to any business of The Network (other than the appointment of Representatives, who shall be appointed as set forth in Article IV, Section 1, paragraphs C-E below). As such, any action, vote or approval by the Executive Council shall also constitute an action, vote or approval by the Member Churches as Members of The Network with respect to any business of The Network (other than the appointment of Representatives), any notice to the Representatives on the Executive Council shall also constitute notice to the Member Churches, and any meeting of the Executive Council shall also be deemed to be a meeting of the Member Churches of The Network. Among other things, the purchase, sale, or encumbering of real property must be approved by the Executive Council.
- B. The Executive Council shall recommend a list of proposed officers for consideration at the Annual Meeting and a proposed budget for consideration at the Annual Meeting.
- C. The Representatives on the Executive Council for all Member Churches other than Mission Churches shall consist of the senior pastor of each Member Church (or a person the senior pastor designates), and one additional person selected by the church or appointed by the pastor, as the Member Church decides in accordance with its governing documents. In the event that there is a dispute as to who are the Representatives from a Member Church, the disputing parties' claims shall be resolved according to the Policies & Procedures Manual.

- D. Notwithstanding anything to the contrary set forth herein, Mission Churches who are Member Churches of The Network shall be entitled to appoint only one Representative to the Executive Council, which shall be the senior pastor of that Mission Church or the person that such senior pastor so designates.
- E. In addition, the Team Leader from each Standing Ministry Team, the Moderator, the Associate Moderator, the Associational Mission Strategist, the Clerk and the Treasurer shall all be Representatives on the Executive Council.

Section 2: Meetings and Quorum

The Executive Council shall hold regular meetings at the time and place it may designate and special meetings as may be called from time to time upon 7 days written notice by the Moderator, by any two of the other officers of The Network, or by the Representatives if 20 Representatives request a special meeting in writing. A minimum of twenty (20) Representatives shall be required to be present at an Executive Council meeting to constitute a quorum authorized to conduct any business of The Network.

Section 3: Responsibilities

The Executive Council shall be authorized to conduct any business of The Network (other than electing those officers which the messengers are entitled to elect at the Annual Meeting as set forth below and approving the annual budget), including but not limited to borrowing money and incurring indebtedness to purchase, sell, mortgage or improve real property or other capital assets.

Section 4: Employment of Associational Mission Strategist

The Associational Mission Strategist (AMS) shall serve as the chief executive officer of The Network. The Executive Council shall have final authority in the selection, employment, and dismissal of the Associational Mission Strategist.

Section 5: Standing Ministry Teams

The Executive Council shall establish Standing Ministry Teams and elect the Leaders of the Standing Ministry Teams. Each Leader of a Standing Ministry Team and the Associational Mission Strategist shall choose and may remove any of that team's members. The Associational Mission Strategist shall be an ex officio voting member of all teams of The Network. All decisions of any team of The Network shall be made by majority vote, and a quorum for any team shall be a majority of that team.

Section 6: Removal

Any potential policies for removal of Executive Council Representatives will be in the Policies & Procedures Manual.

ARTICLE V: Officers

Section 1: Duties of Officers

The Associational Mission Strategist ("AMS") shall be the CEO of the corporation. The Associational Mission Strategist shall provide guidance and coordination for The Network teams and ministries, and shall have general and active management of the operation of The Network. The AMS shall be responsible for the administration of The Network, including general supervision of the policies of The Network and have general and active management of the financial affairs of The Network, and shall be authorized to sign contracts, bonds, mortgages and other documents on behalf of The Network, subject to the requirement that any transactions required to be approved by the Executive Council under these Bylaws have been approved by the Executive Council. The AMS shall fill and employ staff positions (other than officers, as the Executive Council shall consent to the compensation of any officers) as set forth in the Policies & Procedures Manual. All of The Network's personnel shall be under the supervision of the Associational Mission Strategist. Position Descriptions for all employed personnel shall be contained in the Policies & Procedures Manual.

The Executive Council may also authorize any other officers to enter contracts, borrow money, buy or sell real estate, or take any other actions on behalf of The Network.

The Additional officers of The Network shall include a Moderator, Associate Moderator, Clerk (Secretary), and Treasurer (all of which are also sometimes referred to as "General Officers"). All compensation of any officers of The Network must be consented to by majority vote of the Executive Council.

The Moderator shall serve as the Leader of both the Administrative Team and the Executive Council, preside over the meetings, see that order and decorum are observed, and be available to assist the Associational Mission Strategist upon request in fulfilling the responsibilities of The Network.

The Associate Moderator shall serve as the Assistant Leader of both the Administrative Team and the Executive Council, be prepared to preside in the absence of the Moderator, and be available to assist the Associational Mission Strategist upon request in fulfilling the responsibilities of The Network.

The Clerk (Secretary) shall keep accurate records of all proceedings (meetings) of The Network.

The Treasurer shall receive funds contributed by the Member Churches and from other sources and disburse funds in accordance with the budget and the Policies & Procedures Manual. The Treasurer shall make a report of all receipts and disbursements to the Administrative Team, Executive Council, and the Annual Meeting, and at such times as may be designated by the Administrative Team or Executive Council.

If the Moderator's office becomes vacant during the term, the Associate Moderator shall assume the office of Moderator and the Administrative Team shall recommend a new Associate Moderator to the Executive Council. In the event that both offices become vacant at the same time, the Administrative Team shall present nominees for both offices to the Executive Council for election.

The Moderator and Associate Moderator may serve up to two (2) consecutive one-year terms (each such one-year term being from the conclusion of an Annual Meeting of the messengers until the conclusion of the subsequent Annual Meeting of the messengers) in each office. If a person has served for 2 consecutive years as Moderator, there must be a two (2) year break in that individual's service as Moderator or Associate Moderator until that individual may be elected again to either such office. The other officers are elected to a one (1) year term and they may succeed themselves. Notwithstanding anything to the contrary set forth herein, for purposes of determining if a Moderator or Associate Moderator has served 2 consecutive one year terms in such office, if any Moderator or Associate Moderator fills such office in the middle of a term due to vacancy in such office or otherwise, if the partial term is less than 6 months, it shall not count as a year in office for purposes of the 2 year consecutive term limit set forth above, and if the partial term was 6 months or longer, said partial term shall count as a year of service for the 2 year consecutive term limit set forth above.

The Executive Council may, by majority vote, create and fill such other offices from time to time as it may deem appropriate,

Section 2: Election and removal

The General Officers of The Network shall be nominated by the Administrative Team and elected by majority vote of the messengers present at the Annual Meeting of the messengers of The Network. Those elected will assume their respective responsibilities at the conclusion of that Annual Meeting of the messengers. Officers may be removed at any time by majority vote of the Executive Council, and if so removed, a replacement for the remainder of that officer's term may be appointed by majority vote of the Executive Council.

Article VI: Administrative Team

The Administrative Team shall be composed of the Associational Mission Strategist, Moderator, Associate Moderator, Clerk, Treasurer, and Standing Ministry Team Leaders.

The Administrative Team shall meet as often as it determines is needed, but generally on a monthly basis.

The Moderator or Associate Moderator and two Standing Ministry Team leaders must be present at all Administrative Team meetings in order for the Administrative Team to convene. Subject to the above stated requirements, a quorum of the Administrative Team shall consist of the members of the Administrative Team that are present at a called meeting thereof. The Administrative Team shall have the authority to elect any ad hoc teams that it deems necessary to carry out the work of The Network. The Administrative Team shall have the authority to appoint a Credentials Team. All members of the Administrative Team shall be given at least twenty-four (24) hours' notice of meetings of the Administrative Team. The Administrative Team shall also have such other powers and authority as may be delegated to it by the Executive Council.

All Standing Ministry Teams and any ad hoc or other teams established pursuant to these Bylaws shall make decisions by majority vote, and unless otherwise stated herein, a majority of such team shall be a quorum of such team. Each such team may establish its own rules for giving notice and setting meeting times.

ARTICLE VII: Messengers (Delegates)

The Annual Meeting of Messengers (which may also be referred to as delegates, as defined under O.C.G.A. §14-3-630) shall be held annually at the specific date, time, and place as announced by the Executive Council. Notice of such meeting shall be given to the Member Churches in the manner established by the Executive Council. Member Churches (other than Member Churches that are Mission Churches) may send up to ten (10) voting messengers to the Annual Meeting. Mission Churches may send up to two (2) voting messengers to the Annual Meeting. Those messengers present at the Annual Meeting shall constitute a quorum. The messengers at the Annual meeting shall elect the General Officers of The Network (but not the Associational Mission Strategist), approve an annual budget for The Network, and conduct such other business as may be presented to the messengers by the Executive Council, all such business and decisions to be by majority vote of the messengers present at the Annual Meeting. The procedures for determining who is a messenger of a Member Church or Mission Church and for resolving any disputes arising in relation thereto shall be set forth in the Policies and Procedures Manual.

The Parliamentary authority for all Annual Meetings of the messengers of The Network shall be the most recent edition of Robert's Rules of Order.

ARTICLE VIII: Miscellaneous Procedures and Rules

Section 1: Unless otherwise specifically set forth to the contrary herein, all references herein to a majority vote shall refer to a vote by a majority of the applicable Member Churches, Representatives, Messengers, Administrative Team or other applicable group present at a properly called meeting of that group at which a quorum is present. Notice of any meeting of the Member Churches, Representatives, Messengers, Officers, Team or other

group referred to herein may be given by email, fax, text, mail, courier, delivery service, or in person (all delivery charges, if any, being prepaid), all of which shall be deemed to have been given on the date such notice is emailed, faxed, texted, mailed or otherwise sent to the last known email, fax, phone number, mailing or other address of the intended recipient as shown on the books and records of The Network.

Section 2: Any decision that may be made at a duly called meeting of the Member Churches, Representatives, Administrative Team or any other Team or group referred to herein (other than the messengers) may be made without calling a meeting if a majority of all the applicable Member Churches, Representatives, Officers, or other Team or group members (other than the messengers) shall have consented to such decision in writing (or if the Bylaws, Articles of Incorporation, or applicable law require greater than a majority vote, then at least the higher required number of applicable Member Churches, Representatives, Messengers or other Team or group members (other than the messengers) so consenting in writing shall be required).

Section 3: The Representatives, Member Churches, Administrative Team, messengers and other Teams and groups referred to herein may, by majority vote, establish rules and procedures for their respective meetings consistent with these Bylaws and may establish rules as to whether members of their respective groups may participate in meetings remotely, whether by telephone, conference call, video, electronic or other means.

Section 4: Notice of any meeting of the Representatives, Member Churches, Administrative Team, Messengers or other Teams or groups referred to herein may be waived in writing or by attendance at any such meeting, unless the person objecting to notice states their objection to the notice of the meeting promptly upon their arrival to the meeting.

ARTICLE IX: Policies and Procedures Manual

The Administrative Team shall develop, maintain and amend from time to time, as appropriate, a Policies and Procedures Manual (the "Manual") which shall describe and/or define the functions and responsibilities of The Network officers, Ministry Teams, and institutions and such other matters as are referred to in these Bylaws as being covered by the Policies and Procedures Manual. The Manual shall also address property management, staff relations, job descriptions, personnel, and financial policies. The Policies and Procedures Manual shall be consistent with the terms of these Bylaws and in the event of a conflict between the Policies and Procedures Manual and these Bylaws, these Bylaws shall control.

ARTICLE X: Nonprofit Corporation Status

The provisions of the Georgia Nonprofit Corporation Code (O.C.G.A. §14-3-101, et. seq.) shall govern SOUTHSIDE BAPTIST NETWORK, INC. However, if any provision of these Bylaws is in conflict with any provision of said Code sections, the provisions of these Bylaws shall control, unless any such provision of the Bylaws would cause The Network to cease to be a Georgia nonprofit corporation, or would cause The Network to violate a requirement of Georgia law, in which case, the provisions of the Georgia Nonprofit Corporation Code shall control.

Article XI: Dissolution

In the event of the dissolution of The Network, to the extent allowed under applicable law, after all lawful debts and liabilities of The Network have been paid, all the assets of The Network shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purpose for which The Network is organized and operating or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, or any other activity permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, which shall be selected by the Executive Council of The Network; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent law. In the event that upon the dissolution of The Network the Executive Council of The Network shall fail to act in the manner provided within a reasonable time, a Court of competent jurisdiction in the County in which the principal office of The Network is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in The Network or its assets.

ARTICLE XII: Amendment

These Bylaws may be amended by the affirmative vote of three-fourths ($\frac{3}{4}$) of the Representatives present and voting at a properly called meeting of the Executive Council, provided that the amendment has been submitted in writing to the Executive Council at any previously called regular or special meeting.

Approved by the SBN Executive Council, January 17, 2019