

**ARTICLES OF INCORPORATION  
AND  
CONSTITUTION  
DAKOTA BAPTIST CONVENTION**

**ARTICLE I – NAME**

The name of this corporation is and shall be the Dakota Baptist Convention, Inc.

**ARTICLE II – DURATION**

The term of this corporation shall be perpetual, unless sooner dissolved.

**ARTICLE III – PURPOSE**

The purpose of this non-profit corporation, hereafter known as the Convention, shall be to furnish a medium of cooperation for the cooperating Baptist churches of the Dakota Baptist Convention in their divinely commissioned work of missions, evangelism, education, and benevolence as elaborated in the strategy adopted by the Executive Board. This Convention is an autonomous body made up of messengers in annual session from cooperating Baptist churches to fulfill the purpose for which the churches organized the Convention. This Convention shall not exercise authority over any church. But shall always recognize and uphold the church's autonomy under Christ.

The purposes and powers of the corporation is not intended to prohibit or limit the exercise of any other or further right or power which the corporation might now or hereafter be permitted by law, provided always that such powers shall be exercised for the use and benefit of the membership of the Dakota Baptist Convention and shall be exercised in a fashion consistent with its purpose and fulfilling the Great Commission.

This Convention/corporation is organized, and will always operate, exclusively for religious purposes, and no part of the net earnings of this corporation will ever inure to the benefit or any individual or of any private shareholder, there being no shareholders. None of the income of this organization may inure to the benefit of any private individual or member and the assets of the corporation are irrevocably dedicated to and for religious purposes.

**ARTICLE IV - MEMBERSHIP**

Section 1. The members of this convention shall consist of messengers to the Convention in annual or called session, elected by legally constituted local churches who are members in good standing of the Associations cooperating together in the work of the Convention. These local churches will also demonstrate their sympathy with the purpose and work of the Convention by their affirmation of the Baptist Faith and Message, by regular giving (at least quarterly) to its work through the Cooperative Program and by submitting an annual report (also known as the Annual Church Profile) to the Convention.

Section 2. Local churches electing messengers to the Convention in session are allowed three (3) messengers if the church resident membership is 50 or less. Local churches with resident memberships greater than 50 may add an additional messenger for each additional fifty (50) resident members or fraction thereof. A local church may also add an additional messenger for each \$500 in Cooperative Program contributions to the Convention during the report period of the annual report. However, no church may seat

more than ten (10) messengers to the Convention in session. Church-type missions (those not legally constituted) will be entitled to one (1) messenger to the Convention in session. This messenger is not counted toward the limit of ten (10) messengers from its sponsoring church.

Section 3. The basis for determining resident membership and Cooperative Program contributions shall be the annual report submitted to the Convention in the same calendar year as the Convention in session. If the Convention in session occurs so that there is inadequate time to review that year's annual report, the previous year's annual report may be used at the discretion of the Credentials Committee.

Section 4. Churches wishing to seat messengers at the Convention in session must submit the names of elected messengers to the Credentials Committee of the Convention before the opening of the Convention in session. Churches wishing to seat messengers who are not members of Associations cooperating with the Convention, may appeal to the Credentials committee for the privilege of seating messengers. Any such appeal must be submitted to the Credentials committee chairman before the opening day of the Convention in session and the Credentials Committee will evaluate the request to seat messengers on a case-by-case basis, guided by the Baptist Faith and Message and information given from that local church, even if no annual report is given for that calendar year. The Credentials Committee may recommend seating messengers from a church they consider to be genuinely in sympathy with the work and purposes of the Convention.

#### **ARTICLE V – NONPROFIT CORPORATION**

This being a non profit corporation organized under the laws of South Dakota, as amended, such corporation shall not have capital stock, and no dividends or pecuniary benefits shall be declared or paid to any member thereof. The corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501{c}(3) of the Internal Revenue code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue code of 1986"), or that would invalidate its status as a non-profit corporation under South Dakota law.

#### **ARTICLE VI – CORPORATE OFFICE AND AGENT**

The address of its registered office is 503 North Weber Avenue, Sioux Falls, SD, 57103, and the name of its registered agent at such address is the Executive Director-Treasurer of the Dakota Baptist Convention, James Hamilton or his successor.

#### **ARTICLE VII – OFFICERS**

**SECTION 1.** The officers of the Convention shall be a president, vice president, recording secretary, assistant recording secretary, and such other officers as the Convention may deem necessary.

**SECTION 2.** These officers shall be elected annually by a majority vote of the members present and voting at the annual meeting of the Convention. They shall take office at the close of the annual meeting, and hold office until their successors are elected and installed.

**SECTION 3.** Other employees of the Convention, its Boards or Agencies shall not be eligible for election to offices. The Executive Director-Treasurer shall serve as the chief executive officer and treasurer of the convention, and serve as an ex-officio with member vote of all Convention and Executive Board committees.

## ARTICLE VIII – EXECUTIVE BOARD

The Convention shall elect an Executive Board as set forth in the bylaws, and it shall serve as the Convention as interim and as principal advisory to the Convention on its total program.

## ARTICLE IX – AGENCIES

**SECTION 1.** The Convention may establish agencies to accomplish its mission. All agency board members shall be members of cooperating Dakota Baptist Convention churches.

**SECTION 2.** The Convention in annual session shall approve or amend the articles of incorporation of an agency by two-thirds vote, providing no amendment may be considered after the second session of the annual meeting, and that the proposed amendment be submitted in writing to the Convention office at least one-hundred twenty (120) day prior to the annual meeting. Notice of amendments must be published in the state Baptist paper or mailed to the churches at least ninety (90) days prior to the annual meeting.

**SECTION 3.** An agency's board of directors shall be elected by the Convention for a three-year term; one-third elected each year, and shall be nominated by the Nominating Committee in consultation with that agency's board of directors. The number of directors, their qualifications and responsibilities, shall be contained in the Agency's articles of incorporation and by-laws. The Nominating Committee's recommendations shall be forwarded to the Convention office on-hundred twenty (120) days prior to the annual meeting.

**SECTION 4.** If a vacancy occurs, the Executive Board may elect a qualified person to serve until the next regular annual meeting, such person being recommended by the Nominating Committee. In no case may a vacancy continue for longer than six (6) months or until the next annual meeting, whichever occurs first. The Convention shall at its next regular annual session fill the vacancy for the unexpired term.

**SECTION 5.** An agency's board of directors in whole or in part may be replaced by the Convention in session or by a two-thirds vote of the Executive Board acting ad interim. Grounds for replacement include misfeasance, incapacity, failure to perform their proper duties, conduct which would bring discredit upon the agency or the Convention.

**SECTION 6.** The Convention shall exercise oversight of all agencies; however, the management of the affairs of each agency shall be by its elected board of directors (trustees). The board of directors shall hold title to properties, real and personal; to act as a fiduciary, fiscal and agent of the agency; to employ agency personnel; to make contracts in behalf of the agency; and to conduct long range planning to reach the objectives of the agency.

**SECTION 7.** Each agency shall report to the Convention in the Annual Meeting; this report shall include financial audit reports, projected budgets, progress on program objectives in light of long-range plans, and the Convention or its Executive Director may request other necessary information.

## ARTICLE X – COMMITTEES

The committees of the Convention shall be a Constitution Committee, Credentials Committee, Resolution Committee, Nominating Committee, and Committee on Committees, Program Committee, and such other committees as are needed to carry out its work. Trustees to Boards and members of committees shall be elected by the Convention, and the plan of organization shall be established in the Articles of Incorporation and Constitution, and the By-laws of the Convention.

## **ARTICLE XI – MEETINGS**

**SECTION 1.** The Convention shall meet at such a time and place as may be designated by the Convention at its annual meeting.

**SECTION 2.** In an emergency the president of the Convention, acting in cooperation with the Executive Board, may change the time and/or place of the regular annual meeting.

**SECTION 3.** In an emergency the president of the Convention, acting in cooperation with the Executive Board, may call a special meeting of the Convention.

## **ARTICLE XII – CONTRIBUTIONS AND FUNDS**

**SECTION 1.** The Cooperative Program shall be the chief means through which the Convention shall support its missionary endeavors.

**SECTION 2.** All funds of this Convention shall be raised by voluntary contributions, provided this does not prevent acquiring of property by bequest or use of any bequest or use of any income property that may be bequeathed by the Convention.

**SECTION 3.** All designated gifts accepted by this Convention shall be used strictly according to the expressed will and direction of the donor.

**SECTION 4;** Neither this Convention, nor any institution or agency, owned or supported in whole or in part by this Convention, shall accept or receive any funds, gifts or grants from Federal or state governments without the approval of the agency's board and reported in full to the Convention's Executive Board.

## **ARTICLE XIII – INDEMNIFICATION**

The Dakota Baptist Convention, and its respective agencies for their work, shall indemnify any trustee or officer or former director or officer of the corporation, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and reasonably incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of having been trustees or officers or a trustee or officer of the corporation; provided, however, that such indemnity should not be operative with respect to (a) any matter as to which such person shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties as such trustee, officer, or employee, or (b) any matter settled or compromised, unless, in the opinion of independent counsel selected by or in a manner determined by the trustees, there is not reasonable ground for such person's being adjudged liable for negligence or misconduct in the performance of his duties as such trustees or officer.

## **ARTICLE XIV – AMENDMENT**

Amendments may be made in this Constitution/Articles by a vote of two-thirds of the members present when the vote is taken without regard to total enrollment at any annual meeting of the Convention, provided (1) no amendment may be considered after the second session of the Convention and (2) that the proposed change be submitted in writing to the Convention office and the Executive Board at least one-hundred

twenty 120 days prior to the annual session and published in the state Baptist paper or mailed to the churches ninety (90) days prior to the annual session.

#### **ARTICLE XV – DISSOLUTION**

In the event of the dissolution of the corporation, all of its property, whether real, personal or mixed, of whatsoever nature and wheresoever situated shall vest in the cooperating churches or their legal successors. The corporation shall have authority to liquidate in such manner as they deem advisable and advantageous and turn over and turn over to the North American Mission Board of the Southern Baptist Convention for work in the areas of the Dakota Baptist Convention the proceeds derived from such liquidation.

Assets held by the corporation that are subject to condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Under no condition or circumstances shall any member or members, director or directors, officer or officers, or any other persons connected with this corporation share in the proceeds of such liquidation.

#### **ARTICLE XVI – PROPERTY**

The authority under which conveyances or encumbrances of all or any part of the corporate property may be made shall be authorized as established in the Articles of Incorporation and Constitution, By-laws of the Convention.

#### **ARTICLE XVII – INDEBTEDNESS**

All borrowing by this Convention for its own use, or for any agencies and institutions, or borrowing by any institution or agency, which directly or indirectly obligates this Convention, the payment of which would require an extension of time beyond the close of the subsequent fiscal year, shall be authorized only on the following terms and conditions.

**SECTION 1.** the Executive Board shall have authority to borrow funds in anticipation of current revenue, provided that any unpaid balance of such borrowing at the end of the current fiscal year shall be provided in and made a part of the budget for the subsequent year.

**SECTION 2.** No institution or agency of this Convention shall encumber its real property or change its status with respect to this Convention without authority from this Convention.

**SECTION 3.** Institutions and agencies of this Convention shall have authority to borrow money in anticipation of current revenue, provided that any unpaid balance of such borrowing at the end of the current fiscal year shall be provided for in and made a part of the budget for the subsequent current year.

**SECTION 4.** Any anticipated borrowing of funds in excess of the provisions of the above sections must have the specific approval of the Convention in session.

#### **ARTICLE XVIII – AUTHORITY-SUPERSEDE**

These Articles of Incorporation and Constitution correctly set forth the provisions of the Articles of Incorporation of the Dakota Baptist Convention as amended, and they have been adopted as required by law and they supersede the original Articles of Incorporation and all amendments.