

# **AMENDED AND RESTATED ARTICLES OF INCORPORATION CONVERGE NORTH CENTRAL**

## **Article I**

The name of the Corporation shall be Converge North Central and may be abbreviated “CNC.” CNC was formerly known as the Minnesota Iowa Baptist Conference. The registered office of this nonprofit corporation is 2 Pine Tree Drive #510, St. Paul, Ramsey County, Minnesota 55112.

## **Article II**

### **Section A. Identity Statement**

Converge North Central corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section B. Purpose**

The purpose of Converge North Central is to glorify God through kingdom expansion by making disciples of all peoples, as stated in Matthew 28:18-20: “All authority in heaven and on earth has been given to me. Therefore, go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely, I will be with you always, to the very end of the age” (NIV).

### **Section C. Mission**

The mission of Converge North Central is to glorify God by helping member churches fulfill Christ’s mission for his church in all the communities God calls them to serve.

### **Section D. Requirements for Membership**

Churches are eligible for membership in Converge North Central, upon the following conditions:

1. The church shall subscribe without reservation to the Affirmation of Faith found below in Article II Section E;
2. The church shall subscribe without reservation to Converge National’s doctrinal distinctives;
3. The church shall practice only believer’s baptism by immersion;
4. The church shall affirm Converge North Central’s purpose and mission statements as found above in Article II Section B and Section C, which parallel Converge (national);
5. The church shall practice Baptist polity, having some form of congregational government being comprised of baptized members; and
6. The church shall participate through prayer, financial, and personal involvement in the mission and ministries of Converge North Central.

## **Section E. Affirmation of Faith**

Baptists have held that the Old and New Testaments are the inspired record of God's revelation and thus are the final authority for faith and life. Therefore, we believe that manmade creeds and confessions should not be held as final expressions of faith. In light of this, we set forth the following, "Affirmation of Faith," as a contemporary expression of beliefs held by churches of Converge North Central.

### **1. The Word of God**

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

### **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. 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 people, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

### **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.

### **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 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.

### **6. 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.

### **7. 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.

### **8. 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.

## **9. 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.

## **10. 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; and 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.

## **11. Church Cooperation**

We believe that local churches can best promote the cause of Jesus Christ by cooperating with each other in denominational organizations. Such an organization, whether a regional or district conference, exists and functions by the will of the churches. Cooperation in a conference is voluntary and may be terminated at any time. Churches may likewise cooperate with interdenominational fellowships on a voluntary, independent basis.

## **12. 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.

## **13. 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.

## **14. 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.

# **Article III**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these

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

## **Article IV**

The existence of this Corporation shall be perpetual until dissolution.

Upon the dissolution of the corporation, CNC assets will be transferred to Converge (national). Any assets not received by Converge shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article V**

1. Converge North Central shall consist of Baptist churches that accept the purpose and doctrinal position as set forth in Article II and comply with the formalities of membership as hereinafter set forth.
2. A Baptist church that wishes to unite with CNC shall send a letter of application, a written record of its history, its most recent year's financial statement, evidence of incorporation under the laws of the state in which the church is located, a copy of its constitution and bylaws, and a record of church action indicating agreement with the Articles and Bylaws of Converge North Central. If these are regarded as satisfactory, the Board of Stewards will recommend to the Biennial Meeting of CNC the acceptance of said church. At the Biennial Meeting, time shall be set aside for consideration of such recommendations and for the welcoming of churches into CNC. Upon favorable action by CNC's Board of Stewards, the Regional President shall send written notice of acceptance to the applying church. In addition, the Regional President shall send written notice to Converge (national) and communicate to Converge North Central.
3. If a church ceases to function as an organized congregation, it shall be removed from CNC. In the event of gross deviation in doctrine or polity, or of failure to participate in the program of CNC, the Board of Stewards shall be authorized to make recommendations at CNC's Biennial Meeting regarding the termination of membership for that church with CNC.

## **Article VI**

1. Converge North Central shall hold a general meeting of the delegates from its member churches at least every other year.
2. The time and place of the Biennial Meeting of the delegates shall be decided by the Board of Stewards or its Executive Committee.

3. Each affiliated church that makes up CNC shall be allowed to send four delegates to the Biennial Meeting for its first one hundred church members or less. One additional delegate for each additional fifty church members or major portion thereof. Regularly elected members of CNC's Board of Stewards shall be delegates-at-large to the Biennial Meeting.

1 – 100 Members	101 – 150 Members	151 – 200 Members	201 – 250 Members	. . . and continuing
4 Delegates	Up to 5 Delegates	Up to 6 Delegates	Up to 7 Delegates	. . . and continuing

4. The procedure for conducting the Biennial Meeting shall be set forth in the Bylaws Article I.

## **Article VII**

1. The oversight of the corporate and business affairs of CNC shall be assigned to a Board of Stewards consisting of not less than eleven members and established pursuant to the Bylaws of CNC.
2. The procedure for electing the Board of Stewards and their terms of office will be as set forth in the Bylaws of CNC. All candidates for election to the Board of Stewards must be a member in good standing of a church which is an affiliated church within CNC.
3. The Board of Stewards will be responsible for the oversight of CNC when the region is not in Biennial Meeting. It shall be the official voice of CNC, competent to commence and to respond to legal actions on behalf of CNC.
4. The Board of Stewards will not be permitted to grant loans to member churches unless the applicant church demonstrates that it is a corporation in good standing at the time the loan is granted.

## **Article VIII**

The officers who preside at the Biennial Meeting of CNC shall be a Moderator, a Vice-Moderator, and a Recording Secretary. These officers shall be elected or appointed pursuant to the procedures established in the Bylaws of CNC.

## **Article IX**

These Articles may be amended by the affirmative vote of two-thirds (2/3) of delegates present at any regular session of a Biennial Meeting, provided such amendment has been proposed to CNC and entered in the minutes of the previous Biennial Meeting.

# AMENDED AND RESTATED BYLAWS OF CONVERGE NORTH CENTRAL

## Article I

### Meetings of the Member Churches

#### 1.1 Procedure and Policy for the Meetings of Converge North Central

- a. Converge North Central (CNC – rest of document) shall hold a business meeting once every (2) years (“Biennial Meeting”) on a date and at a location selected by the Board of Stewards.
- b. Each session of the Biennial Meeting and any Special Meetings of the Member Churches (“Meetings”) shall open and close with prayer, and business shall be conducted in a manner consistent with Christ’s teachings.
- c. When the delegates of the Member Churches function as a deliberative assembly, the Board of Stewards may require Robert’s Rules of Order, as currently revised to be used.
- d. At the discretion of the Board of Stewards, Delegates may participate in meetings by any means of communication through which the Delegate with other Delegates so participating physically present or by electronic means at the meeting may simultaneously hear each other during the meeting. A Delegate so participating shall be deemed present in person at the meeting.
- e. The Board of Stewards shall prepare and present the agenda for the Meeting.

#### 1.2 Moderator and Vice-Moderator

- a. The Moderator and Vice-Moderator shall be elected at CNC’s Biennial Meeting and shall serve through the next Biennial Meeting. A Committee on Nominations shall present nominees for these offices and additional nominations may be made from the floor. Election shall be by closed ballot. The Moderator and Vice-Moderator shall serve as the Chair and Vice-Chair of the Board of Stewards.
- b. It shall be the duty of the Moderator to preside over the business sessions of CNC’s Meetings and shall appoint the necessary personnel, including a Parliamentarian, to assist if needed with Robert’s Rules of Order for the meeting. The Moderator shall endeavor to cooperate closely with the Regional President.
- c. The Moderator and Vice-Moderator will work with the Regional President and staff in preparation leading up to the meeting. The Vice-Moderator shall assist the Moderator and may preside over certain sessions at the direction of the Moderator.

#### 1.3 Recording Secretary

- a. The Recording Secretary shall be appointed by the Moderator prior to the Meetings and shall serve during the meeting.
- b. The Recording Secretary shall be responsible for taking minutes at the Meeting and for preparing them for subsequent publication. The Recording Secretary shall also be responsible for having available the minutes of the previous Biennial and any Special Meetings in order to provide information at the request of the Moderator. Any minutes recorded are to be approved by the Board of Stewards before publication.

## **1.4 Emergency**

In the event an emergency shall prevent the Biennial Meeting of the Conference, the business of CNC shall be conducted by its Board of Stewards. Decisions made by the Board of Stewards shall be in effect until acted upon by the Delegates in the next Biennial or Special Meeting of Converge North Central. At such a Special Meeting, no decision affecting the nature of the Articles of Incorporation or Bylaws nor any expenditures other than as ordinary and necessary to conduct the business of CNC shall be approved. The decision canceling the Biennial Meeting of the Conference shall be made by the Board of Stewards.

## **1.5 Special Meetings**

Special business meetings of CNC may be called by the Board of Stewards. Thirty (30) days prior to the Special Meeting written notice shall be mailed and/or e-mailed to all member churches specifying the time, place, and purpose of the meeting. Only matters specified in the meeting notice shall be acted upon at the Special Meeting.

# **ARTICLE II**

## **Nomination and Election Procedures**

### **2.1 Nominating Committee**

- a. There will be a Nominating Committee elected during each Biennial Meeting to present a ballot to the Board of Stewards and from the Board of Stewards and Nominating Committee to the Member churches at the Biennial or Special Meetings of the Conference for approval of the Chair, Vice-Chair and of all members of the Board of Stewards.
- b. The Nominating Committee Shall consist of one (1) designee from the Board of Stewards and two (2) representatives from member churches located in Iowa and two (2) representatives from member churches located in Minnesota. Nominating Committee representatives must be members of CNC Churches. The Regional President shall be responsible to convene the Nominating Committee.
- c. All Nominees presented by the Nominating Committee, or nominated from the floor, shall have given prior consent.
- d. The term of the Nominating Committee member shall be two (2) years with all four (4) non-Board of Steward members being elected every two years at the Biennial Meeting of the Conference. No member of the Nominating Committee may serve more than two (2) consecutive terms.
- e. A copy of the proposed ballot prepared by the Nominating Committee will be mailed or e-mailed to each member church at least fourteen (14) days prior to the Biennial Meeting.
- f. The Nominating Committee shall meet at least four (4) times a year during the year of the Biennial Meeting, and at least twice (2) during the non-Biennial year.

### **2.2 Election of Members of the Board of Stewards**

- a. Nominations for elected members of the Board of Stewards shall be submitted by the Nominating Committee, which will prepare a non-competitive ballot pursuant to Paragraph b. of this Section 2.2. Election shall be by closed ballot.

- b. The name and church membership of each nominated member of the Board of Stewards shall be listed on the ballot. All of the names of the nominated members of the Board of Stewards shall be submitted for election by the Conference at the Biennial Meeting.
- c. Election shall be for a term of two (2) years.
- d. Newly elected Board members shall take office at the close of the Biennial Meeting and shall serve their designated term.
- e. After having served one full term, a member of the Board shall be eligible for re-election for a second and third full term. After three full terms, a member is ineligible for re-election for an interval of one full term.
- f. Vacancies occurring in any CNC elected office shall be filled at its Biennial Meeting, and in the interim, may be filled by appointment of the Board of Stewards. Persons thus elected shall serve until the completion of the unexpired term.

## **ARTICLE III**

### **Board of Stewards**

#### **3.1 Composition**

- a. The Board of Stewards shall consist of the steward members elected by the delegates in the Biennial Meeting, together with the CNC Chair and Vice-Chair.
- b. The Regional President shall be an ex-officio member of the Board of Stewards without the privilege of voting.

#### **3.2 Officers**

- a. The officers of the Board shall be: Chair and meeting moderator, who preferably will have served the previous year as a Steward; the Vice-Chair and the Vice-Moderator; and Treasurer. The Treasurer shall be appointed by the Board of Stewards.
- b. All official documents of the Conference including deeds conveying or mortgaging real property owned by it, agreements of guaranty, notes, bonds or other documents evidencing indebtedness of the Conference shall bear the signatures of two of the following officers: Chair, Vice-Chair, or Treasurer of the Board of Stewards. In the event it is not possible to secure a required signature, the Board of Stewards may, by resolution, authorize another member of the Board of Stewards to sign a specific document.

#### **3.3 Responsibilities**

- a. Under the authority of the delegates, the duties of the Board are oversight and accountability.
- b. The Board shall propose a two (2) year budget for presentation and approval at the Biennial Meeting. All member churches shall be notified of the proposed budget not less than thirty (30) days before the Biennial Meeting.
- c. The Board is hereby given the power and authority to invest funds or re-invest funds, to purchase and acquire property, and to sell and convey property, for such price and upon such terms as they may consider proper under the circumstances, for the purpose of carrying out the provisions of the powers given to and imposed upon the Board of Stewards by the Conference.



- d. Under the specific decisions and according to the biennial budget adopted by the delegates, the Board and through its delegation the Regional President is empowered to employ and support full and part-time personnel, to receive and disburse funds, and to concern themselves with the raising of the total budget.
- e. The Board in conjunction with the Regional President and the CNC staff is charged with extending the mission of the churches in Converge North Central in the following ways:
  - 1) Provide, according to its own discretion, financial assistance to churches in support of the pastoral ministry or of special programs of Converge North Central;
  - 2) Provide assistance in pastoral placement, shall seek to find ways to make pastors more effective in their ministry through encouragement and enrichment, and shall establish procedures and standards of ordination;
  - 3) Maintain liaison with the Converge Board of Overseers through the Regional President;
  - 4) Create standing committees and/or task force groups in order to facilitate and implement its plans and work. Such committees and groups shall receive their assignments from the Board and shall be accountable to the Board. Membership on these committees and groups shall be open to both members and non-members of the Board. Each committee or group shall have at least three (3) members with the recognition that the Regional President will be an ex-officio member of all committees;
  - 5) Provide job descriptions for the CNC staff.
- f. The Board shall have the authority and responsibility to exercise the functions of the Board of Directors of nonprofit religious corporations organized under the laws of the State of Minnesota.

### **3.4 Executive Committee**

- a. The officers of the Board and the Regional President shall serve as the Executive Committee of the Board of Stewards. Additional members may be appointed to the Executive Committee by the Board of Stewards.
- b. The Executive Committee of the Board of Stewards shall have the authority to manage the affairs referred to it by the Board. It shall have authority to act for the Board in the event that it is not feasible to call a meeting of the Board. The Executive Committee shall at all times be subject to the control and direction of the Board.

### **3.5 Meetings and Notice**

- a. At least four (4) regular meetings of the Board of Stewards will be held throughout the Regional year (“Regular Meeting”).
- b. Special meetings of the Board of Stewards may be called by the Regional President of CNC, or the Chair of the Board or by any five (5) members of the Board (“Special Meeting”).
- c. A written notice of Regular or Special Meetings of the Board will be sent via email, US Mail or other means of written notification (“Sent”) to each Board at least seven (7) days prior to the scheduled meeting (“Notice”).
- d. The Notice shall specify the time, place, and purpose of the meeting. Any business may be considered at Regular Meetings of the Board, but only matters mentioned in the notice of meeting may be acted upon at a Special Meeting.

- e. A majority of the voting members of the Board shall constitute a quorum for the conduct of business at either a Regular or Special Meeting of the Board. When a quorum is not present, any meeting may be adjourned and a new meeting scheduled, provided notice of the new meeting time is sent to all Board members. When a quorum has been present at a meeting and Board members have withdrawn from that meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.
- f. Any action that could be taken at a meeting of the Board of Stewards may be taken without a meeting, when approved through electronic vote, authorized in writing, signed by all of the Board members, or as otherwise permitted by law.
- g. Members of the Board of Stewards may participate in meetings by any means of communication through which the Member, other Members so participating, and all Members physically present at the meeting may simultaneously hear each other during the meeting. A member so participating shall be deemed present in person at the meeting.

## **ARTICLE IV**

### **Regional President and Staff**

#### **4.1 Regional President**

- a. Qualifications:
  - 1) Education at a level necessary to fulfill the responsibilities of the job;
  - 2) Experience as a pastor and/or administrator/CEO necessary to fulfill the responsibilities of the job;
  - 3) Long-term familiarity with Converge;
  - 4) Possessing pastoral qualities of character, integrity and ministry giftedness as described in Scripture;
  - 5) Gifted in visionary and executive leadership;
  - 6) Able to preach and teach the Bible and to effectively communicate the vision and mission of CNC.
- b. Responsibilities:
  - 1) The Regional President shall serve as the Chief Executive Officer of CNC;
  - 2) The Regional President shall lead CNC in developing and fulfilling its mission and vision;
  - 3) The Regional President shall affirm the Baptist heritage of CNC and its unique character as represented in the Converge Identity Statement;
  - 4) The Regional President shall oversee the decisions of CNC Biennial and Special Meetings and those Regular and Special meetings of the Board of Stewards, informing members of the progress of CNC in achieving its objectives.
  - 5) The Regional President shall develop a team of competent staff through selection, compensation, training, and regular evaluation and shall oversee the management of CNC;
  - 6) The Regional President shall monitor the financial operations of CNC by working with the Board of Stewards in presenting CNC with a biennial budget, raising its support, and maintaining effective accounting practices;
  - 7) The Regional President, along with CNC staff, shall oversee ministries to CNC churches to assist with placement, crisis management, and growth development;
  - 8) The Regional President, along with CNC staff, shall encourage the fellowship and development of CNC pastors, shall provide counseling for them as needed, and shall oversee pastoral placement;

- 9) The Regional President shall seek to maintain an effective relationship with Converge (national) by serving on its board representing the interests of CNC. The Regional President shall also seek to maintain an effective relationship with the wider evangelical community;
  - 10) The Regional President shall submit a report at each Regular Meeting of the Board of Stewards; and
  - 11) The Regional President shall be an ex-officio member of the Board of Stewards and of all CNC Committees.
- c. Accountability:
- 1) The Regional President shall be accountable to the Board of Stewards of CNC;
  - 2) The Board of Stewards shall maintain a detailed and updated job description for the Regional President; and
  - 3) The Board of Stewards will carry out a comprehensive pastors review of the Regional President's work every term and carry out board-based performance evaluations annually.

#### **4.2 Staff Members**

- a. Staff Members shall be appointed by the Regional President. The Staff Members will be reviewed annually by the Regional President or designee.
- b. The Staff Members shall be accountable to and assist the Regional President in carrying out the mission of CNC and shall assume such tasks as assigned them by the Regional President or designee.
- c. The Staff Members shall serve as staff resource members, without the privilege of voting, of those committees to which they may be assigned by the Regional President.

#### **4.3 Election Procedures and Terms for Regional President**

- a. The Regional President of CNC shall be elected for a term of six (6) years. The Regional President will be reviewed periodically by the Executive Committee, with a comprehensive review in the year prior to re-nomination for an additional term.
- b. At least one (1) nomination for Regional President shall be presented to the Biennial meeting (or a Special meeting) of CNC by the Board of Stewards. The name of the nominee or nominees shall be presented to the member churches at least sixty (60) days prior to the meeting. Other nominations may be made by members of CNC churches provided that the nominee meets the qualifications listed in article 4.1 and that fifty (50) active members of at least eight (8) CNC churches shall sign a petition of support for the nominee and shall secure the written consent of the nominee. This petition along with the nominee's consent shall be submitted to the Board of Stewards at least thirty (30) days prior to the meeting when the election shall be held so that written information on all candidates can be provided for the delegates.
- c. If there are more than two (2) candidates, and if no candidate receives more than 50% of all votes cast, there shall be a run-off election of the two (2) candidates having the greatest number of votes before the end of that meeting.
- d. In the event that there is only one (1) candidate for Regional President, there shall be a written or electronic ballot with a two-thirds (2/3rds) affirmative vote required for ratification.

#### 4.4 Dissolution of Relationship

- a. Staff Member
  - 1) If a Staff Member resigns, his or her letter of resignation shall be submitted to the Regional President.
  - 2) Any charges concerning gross misconduct, doctrinal deviation, or obvious incompetence must be thoroughly investigated by the Regional President in accordance with the pattern of Matthew 18:15-17. If the grievances are substantiated and are not or cannot be corrected, this relationship shall be terminated by the Regional President.
  - 3) In the event of resignation or removal of a Staff Member, reasonable termination conditions shall be agreed upon by the Regional President in consultation with the Executive Committee of the Board of Stewards.
- b. Regional President
  - 1) If the Regional President resigns, his or her letter of resignation shall be submitted to the Board of Stewards.
  - 2) Any charges concerning gross misconduct, doctrinal deviation, or obvious incompetence must be thoroughly investigated by the Board of Stewards in accordance with the pattern of Matthew 18:15-17. Such grievances must be written and signed by at least one member in good standing of each of three (3) CNC churches. If the grievances are substantiated and are not or cannot be corrected, the Board by two-thirds (2/3rds) majority vote of its total voting membership shall terminate this relationship subject to the ratification by CNC at a Biennial or Special meeting. In the event of a vote of termination by the Board of Stewards, the Regional President shall be placed on a paid or unpaid leave of absence until the convening of the annual or specially called business meeting of CNC.
  - 3) In the event of resignation or removal of a Regional President, reasonable termination conditions shall be agreed upon by the Board and the Regional President.

### ARTICLE V

#### Amendments

#### 5.1 Procedure

These articles may be amended by the affirmative vote of the majority of delegates present at any regular session of any Biennial or Special meeting, provided notice of such amendment has been submitted to all member churches not less than thirty (30) days prior to the Biennial or Special Meeting. These Articles of Incorporation and Bylaws were adopted in 1972.

Amendments to these Articles of Incorporation and Bylaws were made:

October 26, 1973	November 1, 1991
October 27, 1977	October 26, 2002
November 9, 1979	October 26, 2013
October 29, 1984	October 26, 2018
October 24, 1986	October 30, 2020
	March 1, 2025

# STANDING RESOLUTIONS

## 1. CONFERENCE BOARDS AND OFFICERS

Recognizing the worthy ministry of our officers, boards and departmental personnel, we express our confidence and deep appreciation to them for their faithful leadership.

## 2. SEPARATION OF CHURCH AND STATE

Whereas, there is a growing challenge to the basic freedoms guaranteed to us by our constitution, be it resolved that we reaffirm our commitment to the adequacy of the Declaration of the First Amendment that “Congress shall make no law respecting the establishment of religion or prohibiting the free exercise thereof . . . ”

## 3. ECUMENICTY

Whereas, we are aware that inherent in the popular cry for ecumenicity are ingredients that blend all too easily with the subtle voice of compromise that could place us in the perilous position of having gained organizational union at the expense of spiritual principles, be it resolved that we urge our churches, our Conference boards and officers, to prayerfully evaluate all overtures to unite, in the light of historic Baptist distinctives, with a careful eye to their Scriptural warranties.

## 4. SOCIAL EVILS

We are sadly conscious of the fact that we live in a day which may be characterized by the Scriptural statement, “as it was in the days of Noah.”

We view with great alarm the corrupting forces of evil so strongly entrenched in the life of our society. Of these evils we make particular note: (1) the ever increasing production and consumption of alcoholic beverages; (2) the similar production and use of tobacco; (3) the illegal traffic in and use of narcotics; (4) the publication and sale of indecent literature; (5) the offensive dramatization in movies and on television which exploits murder and sex; (6) the increasing participation of our population in the nefarious forms of gambling and lottery; (7) the practice of abortion on demand, which is the deliberate and unjustified taking of an innocent human life; and (8) the practice of homosexuality, along with other forms of sexual behavior that deviate from Scriptural norms.

We look upon these evils without compromise, as a serious danger to the physical health and well-being of participants, to the lives of others and unborn generations. We therefore protest against these degrading practices and against those whom we hold responsible for this curse, those who so shamefully and without respect for decency and the common good of all society and of our youth in particular, propagandize and exploit only for their own personal gain.

We therefore earnestly urge upon the members of our churches to take a definite stand against these evils; that members cooperate in such non-racial movements and organizations which have as their objective to combat and suppress these aforementioned evils and to enlighten the public of their dangers as a threat to the very life of our nation; that we deal with these problems, not by a negative approach alone, but by a positive educational program and by setting an example of godly living to counteract all these evils.

Amendment approved October 1988

## 5. HUMAN RELATIONS

We believe that:

God created one human family and that all people everywhere, whatever their color, culture, class or caste, are inseparably related and bound together as members of that one human family.

All persons are created in the image of God and are equally precious in His sight. All decisions about the life, health and safety of an unborn child and/or its mother must be made recognizing that both the child from the moment of conception and its mother are fully human beings.

Jesus Christ, Himself the God-man, by His redemptive act lives now as the Savior and Lord of people everywhere, whatever their color, culture, class or caste.

All persons are by nature selfish and in rebellion against God; and that only through God's reconciling grace can they be set free from dominions of sin to live as one in Christ.

Through the Word, the Holy Spirit established the fellowship of believers to which persons are called for corporate worship, compassionate concern and evangelistic outreach. Since the Church is created by God, the decisive factor in controlling its mission is not based primarily upon the variable cultural patterns in the world but upon the revealed principles of the Word of God.

Therefore, the mandate of Jesus Christ, to bring salvation to all people, makes it obligatory for the church to communicate the Gospel to all persons without discrimination or distinction.

Further, we maintain that to exclude from worship or membership in the local congregation any person on the basis of color, culture, class or caste is to sin against God and humanity.

Furthermore, Christians ought to exercise their God-given responsibility by acting to remove whatever injustices exist in the community and to insure for all persons, without discrimination, just and equal opportunities, especially in housing, employment, education and full rights of citizenship including equitable voting privileges.

## 6. SOCIAL MINISTRIES

We believe that:

God created man both material and spiritual and that he has a concern for the whole person.

The Scriptures explicitly admonish us to a ministry of compassion; "But if anyone has the world's goods and sees his brother in need, yet closes his heart against him, how does God's love abide in him? Little children, let us not love in word or speech but in deed and truth." (1 John 3:17-18).

Consistent with the example of Christ, the church fulfills its ministry when it expresses the redemptive love of God for individuals in their total life situation, both spiritual and social.

It is the Christian's duty to visit orphans and widows and to feed the hungry, give the thirsty drink, welcome the stranger, clothe the naked and visit the sick and imprisoned. The Minnesota Baptist Conference and its members should support and perform services directed toward the well-being of their fellow men as a natural result of their faith in God and their Christian love for their fellow human beings. Therefore, we urge our membership, both as individuals and congregations, to develop a critical awareness of social needs and to develop relevant programs to relieve stress, to improve the well-being of the community, and to work toward an environment favorable to the fullest development of individual human capacities.

Further we believe that our Conference should seek ways to quicken the social consciousness of our people by:

- (1) Educating our membership to the relationship between social responsibility and the mandate of the Gospel;
- (2) Expressing corporate opinions on social issues through stated resolutions and through the development of such programs that validate social concern;
- (3) Promoting and sustaining social ministries commensurate with its resources and skills.

## **7. REVIVAL**

Whereas, there are evidences of dissatisfaction with spiritual conditions in the world and church, and

Whereas, there are evidences of a hunger on the part of Christians for revival, and

Whereas, we believe that God has led our Conference to look to Him for renewed spiritual life:

Be it resolved, that we humble ourselves, consecrate ourselves anew unto God, and pray that God will send us a great awakening and greatly increase our burden for souls.

Be it further resolved, that we urge our churches to sponsor evangelistic meetings and personal visitation campaigns.

And whereas, there is a danger of churches and individuals being swept into currents of heresy by those who emphasize the doctrine of the Holy Spirit without regard for the clear New Testament revelation concerning His person and work, resulting in serious division among churches and Christians.

Be it resolved, that we urge our pastors to teach and preach the New Testament truth concerning the baptism, filling and gifts of the Holy Spirit, after careful, unbiased study of what the Bible says about these matters, and

Be it further resolved, that we ask our Sunday Bible schools to offer a carefully conceived course on the Holy Spirit to adults for at least one quarter.

## **8. (1971 Conference Resolution) – CHURCH AND STATE – FRIEND OR FOE**

Whereas, the Bible teaches mutual respect and responsibility between the church and the state; and

Whereas, the necessary historic battle between church and state laws has been successfully fought; and

Whereas, at present there is cooperation between church and state:

Be it resolved, that as the Minnesota Baptist Conference we recognize the legitimate roles of both church and state and that we recognize that both church and state function most effectively when there is a spirit of cooperation between them.

## **9. (1972 Conference Resolution) – THAT WE BECOME THE FRIENDS OF THE POOR**

We the churches of the Minnesota Baptist Conference, resolve to become the friends of the poor;

That this be done by fulfilling the biblical injunctions concerning the poor;

That the churches of the Minnesota Baptist Conference cultivate a sensitivity to the problems connected with poverty; and

That our churches make every effort possible to become involved in the alleviation of poverty at the local, national and world levels, and to encourage our people to become personally involved with those who live in poverty of both body and spirit.

## **10. (1973 Conference Resolution) – WE RESOLVE TO ENCOURAGE THE CHURCHES OF THE MINNESOTA BAPTIST CONFERENCE:**

To discover creative new ways of involving the older person in the ministry within the church and the community;

To become educated to the needs and the potential of older persons and to prepare our people for the retirement years through meaningful education programs;

To serve as a resource center for information that would aid older persons in adjusting to and meeting the total needs of retirement.