

**BYLAWS of
NorthStar Church Network: An Association of Baptist Congregations
Adopted October 25, 2003
Revised October 28, 2006**

Article 1 – Meetings

- 1.01 The Network shall meet at least annually in plenary session at a time and place determined by the Network Board of Directors, A special plenary session may be called by a majority vote of the Board of Directors. Notice of such meeting shall be given to the member churches in writing at least two weeks in advance.
- 1.02 Messengers from each of the member Churches shall register upon arrival at each session, indicating the church represented. Messengers representing twenty-five percent of the churches shall constitute a quorum for the transaction of business.
- 1.03 The agenda for each plenary session shall be approved by the Officers of the Network. The agenda for the annual meeting shall include election of officers, adoption of a budget, and reports from the Council, Ministry Groups, Teams and Staff, and other business as needed.
- 1.04 *Robert's Rules of Order* (latest revised edition) shall be the guide in all points of order not covered by the Articles and Bylaws.

Article 2 – Messengers

- 2.01 Each member church shall be entitled to at least four messengers and each messenger is entitled to one vote
- 2.02 Each member church shall be entitled to one additional messenger for each \$1,000 given to the Network budget during the previous twelve months up to a maximum of six additional messengers. No church shall have more than ten messengers.

Article 3 – Duties of Officers

- 3.01 The Moderator shall:
- 1) preside at all meetings of the Network;
 - 2) chair the Board of Directors and the Personnel Sub-committee;
 - 3) appoint the sub-committees of the Board of Directors and all Committees for which appointment is not otherwise provided in consultation with the Executive Director and other officers;
 - 4) appoint chairperson of all Groups in consultation with the Executive Director and other officers;
 - 5) serve ex officio as member of the Network Council, and all Committees, Groups and Boards.
- 3.02 The Moderator-elect shall:
- 1) assist the Moderator in the discharge of duties;
 - 2) fulfill the duties of Moderator during absence or incapacity of the incumbent;
 - 3) serve as a member of the Personnel Sub-committee of the Board of Directors;
 - 4) serve ex officio as member of the Network Council, and all Committees, Groups and Boards;

- 3.03 The Treasurer shall:
- 1) advise and assist the Executive Director and the Finance Sub-committee of the Board of Directors;
 - 2) analyze and interpret finance reports for meetings of the Board of Directors and Network;
 - 3) serve ex officio as member of the Finance Sub-committee of the Board of Directors.
- 3.04 The Assistant Treasurer(s) shall:
- 1) serve with the Treasurer and assist the Treasurer in the discharge of duties;
 - 2) discharge the duties of the Treasurer during absence or incapacity of the incumbent;
 - 3) serve ex officio as member of the Finance Sub-committee of the Board of Directors.
- 3.05 The Clerk shall:
- 1) arrange for an accurate recording and preservation of minutes of all plenary sessions of the Network;
 - 2) execute all documents required to certify actions of the Network;
 - 3) arrange for receipt and preservation of church reports as requested by the Network;
 - 4) arrange for registration of all messengers and guests at plenary sessions and compile the appropriate reports of such attendance.

Article 4 – Officers’ Election, Removal and Terms of Office

- 4.01 Officers shall be elected annually at a plenary session by a majority of the messengers present and voting. Officers must hold active membership in a church which is a member of the Network. The Nominating Committee will make recommendations for Officers to the messengers but nominations from the floor are also in order.
- 4.02 Terms of office for the Officers named in Articles 3.01 – 3.04 shall be for one year, to begin at the close of the fall plenary session. A person elected as moderator for a full term shall not be eligible for a consecutive term. Vacancies may be filled for any un-expired term at any meeting of the Board of Directors.
- 4.03 Any officer may resign at any time upon written notice to the Moderator. Any officer may be removed with or without cause by two-thirds majority vote of the messengers at a specially called meeting and a successor may be elected at such meeting.

Article 5 – Board of Directors

- 5.01 The Board of Directors shall consist of the Officers of the Network and thirty members-at-large. Each member-at-large shall be from a different church and one-third of the members shall be elected annually for three-year terms. Balance shall be sought between clergy and lay persons with less than two-thirds being from either category.
- 5.02 The Board of Directors shall:
- 1) direct the business of the Network between plenary sessions and meet at least quarterly;
 - 2) make an annual report to the Network;
 - 3) review and recommend adoption of the annual budget;
 - 4) provide for annual audits of accounts of the Network;
 - 5) organize itself into four Sub-committees: a) Personnel, b) Finance, c) Facilities, and d) Transitional Issues, following the fall plenary session;
 - 6) elect persons for interim service to fill un-expired terms of Officers;

- 7) receive recommendations from the Nominating Committee and elect persons to fill un-expired Network vacancies between plenary sessions;
- 8) appoint a search committee to initiate the process of nominating a person for Executive Director when the position becomes vacant;
- 9) receive and act on recommendations of the personnel sub-committee for the employment or termination of all full-time staff members except the Executive Director;
- 10) be responsible for the maintenance and administration of the policies and procedures of the Network.

5.03 Resignation and Removal- Any Director may at any time resign upon written notice to the Moderator/Board Chairperson. Any Director may be removed with or without cause by a two-thirds majority vote of the messengers at a plenary session upon recommendation of a majority of the Board of Directors.

5.04 The Personnel Sub-committee shall:

- 1) receive and review evaluations of full-time employees by the Executive Director on an annual basis;
- 2) receive the recommendations of the Executive Director concerning employment or termination of full-time staff for the Network;
- 3) receive and act on recommendations of the Executive Director concerning employment or termination of all Network staff other than full-time;
- 4) recommend annual compensation of the Executive Director based upon the same procedures followed by the Executive Director with other employees of the Network;
- 5) report and recommend, in respect to the above duties, to the Board of Directors and appropriate Committees of the Board of Directors.

5.05 The Finance Sub-committee shall:

- 1) consult with Committees of the Board of Directors, Groups of the Network, the Network Council and the Executive Director to develop an annual budget;
- 2) recommend to the Board of Directors a proposed budget for the Network to provide for ministries and administration in the ensuing fiscal year;
- 3) coordinate and promote the financial program of the Network among the congregations to assure understanding of financial needs;
- 4) recommend methods of financing the work of the Network;
- 5) implement the financial policy as contained in Article 10 of the Bylaws.

5.06 The Facilities Sub-committee shall:

- 1) work with the Executive Director to secure, evaluate and maintain appropriate facilities for the Network;
- 2) be consulted for approval regarding acquisition of equipment reflecting significant expenditure;
- 3) set policy and be responsible for maintenance of all Network vehicles.

5.07 The Transitional Issues Sub-committee shall be responsible for continuing transitional issues related to the Network and report to the Board of Directors.

5.08 All members and chairs of the Subcommittees of the Board shall serve for one year terms and serve at the pleasure of the Board of Directors.

Article 6 – Executive Director

- 6.01 The Executive Director shall encourage, assist and coordinate the cooperative efforts of the churches of the Network in carrying out its purpose as expressed in the Constitution. The Executive Director shall be elected by the Network members, upon recommendation of the Search Committee and nomination by the Board of Directors. A two-thirds majority of messengers present and voting shall be required for election or termination.
- 6.02 The Executive Director shall:
- 1) serve as mission strategist and general leader of the Network and minister to church pastors and church leaders;
 - 2) serve as chief executive officer, administrator, staff supervisor, planner, chair of the Network Council and denominational resource person for the Network;
 - 3) serve as counsel, advisor and staff liaison to the Board of Directors and Groups of the Network in planning, promoting and coordinating the work of the Network;
 - 4) serve ex officio as non-voting member of the Board of Directors and of all Groups, Teams, and Committees, or designate a staff person to serve in this ex officio role;
 - 5) encourage local, regional, state and global missions and ministries through the Network;
 - 6) serve as Clerk of the Network.

Article 7 – Groups

- 7.01 The task of the Network shall be accomplished through Groups as identified by the Network Council and Board of Directors. The minimum number on a Group shall be seven.
- 7.02 Groups create strategies and coordinate the work of the Network through the formation of Teams. Teams will operate on an ongoing basis, as needs exist.
- 7.03 Group members shall be elected annually for two year terms. Upon completion of a two year term, Group members may be eligible for one additional term. At the completion of two terms, the member will be ineligible to serve on the same Group for one year; however, the person will be free to serve on a different Group. Membership in the Groups shall include both ordained ministers and lay persons. The Chairpersons of the Groups shall be appointed by the Moderator of the Network and serve at the pleasure of the Board of Directors and Network Council.

Article 8 - Nominating Committee and Network Council

- 8.01 The Nominating Committee shall:
- 1) be appointed by the Past Moderator, Current Moderator and Moderator-elect following the fall plenary session of the Network;
 - 2) consist of a maximum of twelve individuals;
 - 3) nominate the Officers named in Article 3 of the Bylaws, the members at-large of the Board of Directors as provided in Article 5.01, members of the Groups named in Article 7, and Network representatives as requested by mission partner organizations;
 - 4) bring recommendations of nominees at the time of the annual election of Officers, or to any meeting of the Board of Directors when vacancies occur;
 - 5) recommend nominees to serve on the Board of Directors of NorthStar Foundation, Inc., to be elected by the messengers at a plenary session of the Network.

8.02 The Network Council shall:

- 1) be composed of the chairpersons and one elected individual from each of the Groups, and the Network ministry staff;
- 2) be chaired by the Executive Director or another council member designated by the Executive Director;
- 3) coordinate the ministries and projects of the Network;
- 4) recommend to the Board of Directors the formation of new Groups and/or modification of responsibilities or elimination of existing Groups;
- 5) plan the Network's annual missions emphasis and offering;
- 6) coordinate the annual calendar;

Article 9 – Conflict of Interests

9.01 A contract or other transaction between the Corporation and one or more of its directors, officers or family members thereof (hereinafter "Interested Party"), or between the Corporation and any other entity, of which entity one or more directors, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

- 1) The Corporation entered into the transaction for its own benefit or for the benefit of another supported organization;
- 2) The transaction was fair and reasonable as to the Corporation, or was in furtherance of its religious, charitable, or educational purposes at the time the Corporation entered into the transaction;
- 3) Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with full knowledge of the material facts concerning the transaction and the Interested Parties' interest in the transaction; and
- 4) Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation's tax-exempt purposes.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction, but may not be counted for voting purposes.

Notwithstanding the above, no loan shall be made by the Corporation to any of its directors or officers, as provided for in these Bylaws.

The Board shall adopt and maintain a Conflicts of Interest Policy that provides for full disclosure of material conflicting interests by directors, officers, senior management, and employees, and permits the Board to determine whether any contemplated transaction may be authorized as just, fair and reasonable as to the Corporation.

9.02 Whether or not employed by the Corporation for other purposes, directors, officers, and members of any committee of the Board of Directors shall for their director/officer duties be regarded as volunteers and serve without compensation for those duties, but shall be

entitled to reimbursement for any reasonable expenses incurred on behalf of the Corporation. Any director or officer barred from receiving compensation under these provisions shall not be barred from serving the Corporation in any other appropriate capacity and receiving reasonable compensation for such other services.

- 9.03 Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the Board or of the committee, as the case may be, and is filed with the minutes of proceedings of the Board or the committee.
- 9.04 Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.
- 9.05 The Board of Directors may appoint such special and standing committees as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. All actions by any committee shall be reported to the Board of Directors at the meeting next succeeding such action.

Article 10- Financial Policy

- 10.01 The Network and its organizations shall operate on a unified budget. Each church is expected to contribute to the annual budget for the promotional, educational, mission and ministry activities of the Network. Contributions on a monthly basis are requested of the churches and congregations.
- 10.02 Special offerings and their promotions by the Network must have prior approval by the Executive Director, in consultation with Network Officers.
- 10.03 Groups and other Network entities shall submit to the Executive Director their budget requests for the ensuing fiscal year at least ninety days before the fall plenary session. The Board of Directors shall submit a proposed budget for the ensuing fiscal year for adoption by the Network at its fall plenary session.
- 10.04 Re-allocation or reductions in the budget may be made by the Executive Director and reported to the Board of Directors.

Article 11 – Reports From the Churches

Each church is asked to provide statistical and church leadership reports as requested by the Network for use in maintaining contact information and historical data for the churches of the Network.

Article 12 – Amendments

These Bylaws may be amended at any plenary session of the Network by a majority of the messengers present and voting with ten (10) days written notice.