

## **ARTICLE 1 - NAME**

- 1.1 The name of the organization shall be the Church of God in Arkansas, Incorporated, hereafter referred to as CHOGAR.
- 1.2 CHOGAR is a voluntary organization affiliated with the Church of God Ministries, Anderson, Indiana.

## **ARTICLE 2 - PURPOSE & MISSION**

- 2.1 The purpose of CHOGAR is to conduct business as the legally incorporated body of the Church of God in Arkansas, Inc.; to buy, acquire, sell, exchange, use, hold and mortgage property, real, intellectual, electronic, and personal, in connection with the work and mission of CHOGAR.
- 2.2 The mission of CHOGAR shall be to network, equip, and support affiliated congregations and their leaders for their effective involvement in God's mission and the fulfillment of the Great Commission; by creating and maintaining ministries that will strengthen, supplement, and promote affiliated congregations and their leadership.

## **ARTICLE 3 - MEMBERSHIP**

- 3.1 CHOGAR shall have two membership classes, together referred to as the Voting Membership:
  - 3.1.1 CONGREGATION CLASS: Affiliated congregations on the Approved Congregations List as maintained by the Credentials Committee..
  - 3.1.2 PASTOR CLASS: Every minister on the Approved Pastor List as maintained by the Credentials Committee.
- 3.2 Members of CHOGAR shall have the following voting rights at all meetings in which a vote is held:
  - 3.2.1 CONGREGATION: Approved Congregations shall have voting delegate(s) according to their average Sunday morning worship attendance as published in the most recent Annual Church of God Yearbook:

100 and below	One (1) delegate
101 and above	Two (2) delegates
  - 3.2.2 PASTOR: Approved Pastors be they active, retired, paid, or volunteer shall have (1) vote each.
  - 3.2.3 Any person who serves as a board or committee member of the state has a right to vote if not employed by the CHOGAR.

## **ARTICLE 4 - OFFICERS**

- 4.1 The officers of CHOGAR shall be the Chairperson of the Board of Elders, Secretary, Treasurer, and Ministry Director.
- 4.2 The Chairperson of the Board of Elders shall be appointed by the Board of Elders from among its members.
- 4.3 The Ministry Director shall be selected by the Board of Elders and shall be ratified by the voting membership.
  - 4.3.1 The Ministry Director shall serve as the Chief Executive Officer of the Corporation.

4.4 The Secretary shall be appointed by the Board of Elders from among its members.

4.5 The Treasurer shall be appointed by the Board of Elders.

4.6 Terms of Office:

4.6.1 The officers, with the exception of the Ministry Director, shall serve a term of three (3) years.

4.6.2 The officers shall be limited to no more than three (3) consecutive full or partial terms.

4.7 Duties of Officers

4.7.1 Chairperson of the Board of Elders

4.7.1.1 Shall serve as the Chair of all meeting of CHOGAR be they regular and special meetings.

4.7.1.2 Shall manage the affairs of the Board of Elders.

4.7.1.3 Shall be accountable to the Board of Elders and CHOGAR for the proper conduct of business.

4.7.1.4 Shall represent CHOGAR when requested or necessary.

4.7.1.5 Shall serve as *ex-officio* member of any team or committee reporting to the Board of Elders

4.7.2 Ministry Director

4.7.2.1 Shall serve as the Primary Vision-caster for CHOGAR.

4.7.2.2 Shall serve as the Chief Executive Officer; exercising supervision, direction, and control over the day-today operations.

4.7.2.3 Shall be authorized to sign for CHOGAR any and all legal documents.

4.7.2.4 Shall provide a quarterly report of the CHOGAR's work to the Board of Elders and an annual report at the Annual Meeting.

4.7.3 Secretary

4.7.3.1 Shall keep or cause to be kept accurate minutes of all meetings, proceedings, and actions of the Board of Elders, the Annual Meeting, and all special meetings of CHOGAR.

4.7.3.2 Shall give notice of all meetings to the members of the Board of Elders consistent with these bylaws.

4.7.4 Treasurer

4.7.4.1 The Treasurer's duties are specified by the Board of Elders of CHOGAR.

4.7.4.2 The Treasurer is required to produce a quarterly financial report and provide a copy to the Board of Elders who will distribute a copy to the members of CHOGAR.

## **ARTICLE 5 - MINISTRY DIRECTOR**

5.1 The Board of Elders shall nominate and CHOGAR shall ratify the Ministry Director to manage the business affairs and ministries of CHOGAR.

- 5.1.1 The Ministry Director shall serve at the pleasure of the Board of Elders and the Voting Membership of CHOGAR.

## 5.2 Duties of the Ministry Director

- 5.2.1 The Ministry Director shall be accountable to the Board of Elders for the proper and legal conduct of the business and ministry of CHOGAR.
- 5.2.2 The Ministry Director shall be responsible for the engagement, supervision, direction, and discharge of any and all employed personnel.

## 5.3 Selection and Removal.

- 5.4.1 The selection of the Ministry Director shall require an affirmative vote of two-thirds (2/3) of the Voting Membership of CHOGAR at a regular or special meeting called for that purpose.
- 5.4.2 The removal of the Ministry Director shall require the affirmative vote of a simple majority (half plus one) of the Voting Membership at a regular or special meeting called for that purpose.

# ARTICLE 6 - BOARD OF ELDERS

## 6.1 Membership

- 6.1.1 CHOGAR Board of Elders shall be comprised of at least five (5) persons, the Chairperson and at least four (4) others, nominated by the Nominating Committee and ratified by the Voting Membership in the regular Annual Meeting.
- 6.1.2 The Board of Elders shall serve in a balanced rotation basis for a term of three (3) years.
- 6.1.3 The Board of Elders should reflect the spiritual qualifications as specified in I Timothy 3:1-7.

## 6.2 Qualifications

- 6.2.1 Members shall be in support of the vision, mission, and values of CHOGAR.
- 6.2.2 Members shall commit to attend quarterly meetings and any special meeting of the Board of Elders.
- 6.2.3 Members shall be selected on the basis of their spiritual gifts, skills, and experiences.
- 6.2.4 Member should be an active participant in a CHOGAR congregation, and in good standing as attested to by the congregation's Senior Pastor.

## 6.3 Duties and Responsibilities

- 6.3.1 The Board of Elders shall provide broad parameters, resources, and sound financial stewardship for the accomplishment of the CHOGAR mission.
- 6.3.2 Shall transact any business as may be referred to the Board of Elders by the Voting Membership.
- 6.3.3 Shall oversee and hold accountable the Ministry Director
  - 6.3.3.1 Hire and should the need arise recommending to the Voting Membership the termination of the Ministry Director.
  - 6.3.3.2 Encourage accomplishment of the mission of CHOGAR.

6.3.3.3 Encourage the health and welfare of the Ministry Director, including periods of rest, retreat, and sabbatical.

6.3.4 Shall appoint an Interim or Acting Ministry Director should the position become vacant.

6.3.5 Shall assist, encourage, and support the accomplishment of the mission of CHOGAR.

6.3.6 Shall prepare the CHOGAR annual budget and have it ratified by Voting Membership of CHOGAR at the Annual Meeting.

6.3.7 Shall receive and review reports of all CHOGAR teams and committees.

6.3.8 Shall authorize any and all fundraising campaigns.

6.3.9 Shall fill any vacancies of the Board of Elders when they occur, see Article 6.7.3 Vacancy.

6.3.10 Shall maintain oversight of all property of every kind owned by CHOGAR.

6.3.11 Shall consider all Voting Membership of CHOGAR Initiated Resolutions and recommend to the whole Voting Membership of CHOGAR at the next Annual Meeting either to:

- Accept the resolution, *or*
- Decline the resolution,

based on the best interests of CHOGAR at that time.

#### 6.4 Financial Limitations

6.4.1 The Board of Elders shall be limited to \$10,000 total contract price per any single contract or transaction. The contract or transaction is not exceed more than two years without the voting membership of the CHOGAR.

#### 6.5 Terms of Office

6.5.1 Ratified members shall hold office for three (3) years or until their successors are ratified.

6.5.2 Members shall serve no more than three (3) consecutive full or partial terms.

#### 6.6 Meetings

6.6.1 The Board of Elders shall meet:

6.6.1.1 Regularly meeting at least once per quarter; one of which may coincide with the Annual Meeting.

6.6.1.2 Special meetings may be called by the Chairperson of the Board of Elders, the Ministry Director, or on the written petition to the Chairperson by at least three (3) Elders. Regular notification applies.

6.6.2 Notification of Meeting Date and Time

6.6.2.1 Notification may be made in writing, confirmed email, or by telephone.

6.6.2.2 Notification must be made at least fourteen (14) days prior to the meeting date.

### 6.6.3 Quorum

6.6.3.1 A quorum is needed to transact any business of the Board of Elders

6.6.3.1 A quorum shall be a simple majority of the whole Board of Elders.

### 6.6.4 Meeting Method

6.6.4.1 The Board of Elders may meet in person or via other communication method where live interaction can be achieved.

## 6.7 Removal, Resignation, or Vacancy

6.7.1 Any member of the Board of Elders may be removed at any time for proper cause.

### 6.7.2 Resignation

6.7.2.1 Any member may resign at any time by written letter to the Chairperson of the Board of Elders.

6.7.2.2 The resignation shall be effective upon receipt of the letter by the Chairperson of the Board of Elders or at a later date as specified in the letter.

6.7.2.3 Acceptance of the resignation is not required for the resignation to be in effect.

### 6.7.3 Vacancy

6.7.3.1 Upon the notice of a vacancy, the Nominating Committee shall appoint a person to serve as Elder in the vacant seat.

6.7.3.2 The Chairperson shall notify the Nominating Committee of the vacancy, the person filling the seat, and the need for an Elder to finish the term of the vacant seat.

6.7.3.2.1 The Elder filling the vacated seat shall serve until the next Annual Meeting.

6.7.3.2.2 The Nominating Committee shall nominate a person to fill the seat until the original term has expired.

6.7.3.2.3 The Nominating Committee shall be able to nominate, if they so choose, the Elder to continue on in the vacated seat.

## ARTICLE 7 - MEETINGS

7.1 The regular Annual Meeting shall be held once a year, the specific date and time to be determined by the Ministry Director in consultation with the Board of Elders.

7.1.1 Voting Membership notification is due at least thirty (30) days prior to the meeting date.

7.2 Special meetings shall be:

7.2.1 Scheduled by the Ministry Director, the Board of Elders, or by written petition of one-third (1/3) of the Voting Membership of CHOGAR.

7.2.2 A ten (10) day written notification shall be delivered to all Approved Congregations and Approved Pastors as specified in Article 3.

7.3 Voting Membership Initiated Resolutions

7.3.1 Resolutions initiated by the Voting Membership of CHOGAR shall be permitted so long as:

7.3.1.1 The written resolution is signed by at least five (5) Voting Members, *and*

7.3.1.2 The written resolution is presented to the Board of Elders for consideration at least forty-five (45) days prior to the Annual Meeting.

7.3.2 Resolutions initiated by the Voting Membership of CHOGAR shall only be presented to the whole Voting Membership for their consideration at the Annual Meeting.

7.4 Quorum for Meetings of the Voting Membership of CHOGAR.

7.4.1 A quorum is needed for the Voting Membership of CHOGAR to transact any business.

7.4.2 A quorum shall be a simple majority of the eligible Voting Membership of CHOGAR present at the General Assembly meeting with a minimum of 20 Voting Members.

7.5 All meetings of the Voting Membership of CHOGAR shall be conducted according to parliamentary procedures as directed in the most recent version of *Roberts Rules of Order*.

## **ARTICLE 8 - COMMITTEES**

8.1 Standing Committees

8.1.1 CHOGAR shall have a Credentials Committee.

8.1.1.1 The Credentials Committee serves the interests of CHOGAR and has authority to make credentialing decisions and take appropriate action for the commissioning, licensing, and ordaining of ministers in the Church of God; for certifying licensed and ordained ministers; and certifying congregations in the Church of God, Anderson, Indiana.

8.1.1.2 The Credentials Committee exists for and by CHOGAR, as set forth in these bylaws, to consider matters pertaining to qualifications, certification, discipline of prospective minister and congregation, and to render appropriate judgment and resolutions.

8.1.1.3 Members shall be selected by the Nominating Committee and ratified by the Pastor Class of Voting Membership of CHOGAR (see Article 3.1.2) at a duly called meeting.

8.1.1.4 The Credentials Committee shall be comprised of at least three (3) members who are qualified.

8.1.1.5 The Credentials Committee shall abide by the guidelines set forth in the current edition of the *Credentialing Manual of the Church of God (Anderson, Indiana)* as amended by CHOGAR and other related and written policies adopted by the CHOGAR Credentialing Committee.

8.1.2 CHOGAR shall have a Nominating Committee.

8.1.2.1 The Nominating Committee that shall be comprised of the Chairperson of the Board of Elders, one other member of the Board of Elders, and three (3) members-at-large of CHOGAR as selected by the Voting Membership of CHOGAR at the Annual Meeting. The Ministry Director shall be an *ex-officio*, non-voting member.

- 8.1.2.2 The Nominating Committee shall nominate person(s) for these positions on the occasion of need:
  - 8.1.2.2.1 Board of Elder members.
  - 8.1.2.2.2 Credentialing Committee members.
  - 8.1.2.2.3 Nominating Committee members.
- 8.1.2.3 The Nominating Committee shall ensure that all candidates nominated meet the qualifications as amended by CHOGAR and other related written policies adopted by CHOGAR Credential Committee.
- 8.1.2.4 The Nominating Committee shall consult the Credentialing Committee Chairperson for a recommendation of all persons considered for nomination.
- 8.1.2.5 The Nominating Committee, prior to the Annual Meeting, shall:
  - 8.1.2.5.1 Fully explain the duties and responsibilities to each nominee.
  - 8.1.2.5.2 Obtain from each nominee written consent to place their name for ratification.
  - 8.1.2.5.3 Prepare a list of nominees to be ratified to fill vacated positions and presented to the board of elders to be reviewed prior to being presented to the voting members of CHOGAR.
  - 8.1.2.5.4 A sample ballot will be presented a minimum of (14) days prior to the General Assembly of CHOGAR.
  - 8.1.2.5.5 No nominations will be allowed from the floor at General Assembly of CHOGAR.

## 8.2 *Ad Hoc* Committees

- 8.2.1 The Ministry Director shall have the authority to create and oversee a committee or committees to help fulfill the purposes and mission of CHOGAR.
  - 8.2.1.1 The committee shall be limited in the following manner:
    - 8.2.1.1.1 A specified length of time, *and*
    - 8.2.1.1.2 A specified activity or task, not to include hiring or terminating of anyone; amending, repealing, or adopting bylaws; or approving any contract or transaction in which CHOGAR is a party.
    - 8.2.1.1.3 The minutes of the meeting in which the committee was created must contain the boundaries of action, time, and authority, listing the committee's authority, accountability, and responsibilities.
  - 8.2.1.2 The committee shall have at least three (3) members.
  - 8.2.1.3 The committee members need not be members of the Board of Elders.

## ARTICLE 9 - AFFILIATED MINISTRIES

9.1 CHOGAR shall have the authority to affiliate at will with like-minded ministries to help fulfill its mission and purposes, by the Voting Membership of CHOGAR at the Annual Meeting.

9.2 Application shall be made to the Board of Elders to become an Affiliated Ministry.

9.2.1 The Board of Elders will evaluate the application for alignment with the purposes, vision, mission, and ministries of CHOGAR.

9.2.2 The Board of Elders will either recommend the Affiliated Ministry to CHOGAR for ratification at the Annual Meeting or decline to recommend the ministry, at which point the decision is final and without appeal.

9.2.2.1 The declined applicant may resubmit an application after a period of two (2) calendar years to the Board of Elders for reconsideration.

9.3 An Affiliated Ministry shall function under its own bylaws, policies, and procedures. CHOGAR shall remain completely independent of all Affiliated Ministries and does not endorse or have any legal responsibility over such ministries. CHOGAR shall be held completely legally free from the Affiliated Ministry; and accepts no responsibility or liability for the affiliate ministry.

9.4 Each Affiliate Ministry shall present a report in writing at the Annual Meeting.

## **ARTICLE 10 - AMENDMENTS**

10.1 These bylaws may be amended at any regular or special meeting of CHOGAR.

10.2 Each proposed amendment must be presented in writing to the Board of Elders at least forty-five (45) days prior to the date of the meeting in which the amendment will be considered and acted upon.

10.3 Written notice shall be delivered to all voting members of CHOGAR at least thirty (30) days prior to the meeting in which the amendment will be considered and acted upon.

10.4 An affirmative vote of at least two-thirds (2/3) majority of voting members present and voting is required for passage of an amendment of these bylaws.

## **ARTICLE 11 - INDEMNIFICATION**

11.1 Every Board of Elder member or Officer of the corporation and his or her executor(s), administrator(s), and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:

11.1.1 All costs, charges, damages, and expenses whatsoever that the Member or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, or matter of thing whatsoever, made, done, or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability.

11.1.2 All other costs, charges, damages, and expenses which the Member or Officer sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges, or expenses as are occasioned by the Member's or Officer's own willful neglect or default. CHOGAR shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by CHOGAR.

## **ARTICLE 12 - DISSOLUTION**

12.1 Upon the dissolution of CHOGAR, any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Church of God



Ministries - Anderson, Indiana, an exempt organization which shares like faith, mission, and purpose, which is tax exempt under Internal Revenue Code Section 501 (c)(3).

12.2 Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state of Arkansas and the Voting Membership of CHOGAR.

**\* Bylaws amended 7-16-22 at Annual Business Meeting. Changed from:**

"7.1 The regular Annual Meeting shall be held *in July...*"

To:

"The regular Annual Meeting shall be held *once a year...*"