

# **CORPORATE BY-LAWS**

## **Stanly-Montgomery Baptist Association**

### **PREAMBLE**

Under the Lordship of Jesus Christ and for the furtherance of His Gospel, we, the people of the Stanly-Montgomery Baptist Association (*here after referred to as "Association"*) do hereby adopt the following *By-Laws*.

This Association is Southern Baptist and insofar as is practical, it will cooperate with and support the Baptist State Convention of North Carolina and the Southern Baptist Convention.

### **ARTICLE I: NAME**

This body shall be known as the Stanly-Montgomery Baptist Association.

### **ARTICLE II: PURPOSE AND MISSION**

Stanly-Montgomery Baptist Association exists to glorify Jesus Christ by assisting local churches to fulfill their unique, God-given mission. As a network of churches, our mission is to connect churches in mission and ministry to advance the Gospel to the ends of the earth.

### **ARTICLE III: MEMBERSHIP**

The Association's membership shall consist of affiliated churches, which have freely entered into a relationship of cooperative support and fellowship. As a self-determining body, the Association determines its own membership, purposes, and processes, but claims no authority over any local church.

#### **Section 1. Conditions of Affiliation:**

- A. The Association shall be composed of cooperating Baptist churches in the area that are currently *affiliated with the Stanly and Montgomery Baptist Associations. Going forward, additional churches may request affiliation with this Association under the procedures as outlined in Section 2 below. These churches will be served by this Association. Member churches shall maintain scriptural integrity and doctrinal positions and practices consistent with the Baptist Faith and Message. (2000)*
- B. A cooperating church shall be one that supports the ministry and mission of the Association through annual financial gifts and by completing the Annual Congregation Profile.
- C. The New Testament shall be accepted as the sole guide in matters of doctrine and practice using "The Baptist Faith and Message" (2000) as a guide for doctrinal and ecclesiological interpretation.

#### **Section 2. Receiving Affiliated Churches into Membership.**

- A. Any church seeking admission to the membership shall petition in writing at least thirty days prior to a regularly scheduled session of the Association.
- B. If the Association accepts the church by a two-thirds 2/3 majority vote, it shall be admitted to watch-care for a minimum of one year. During that period, the petitioning church shall meet the following requirements:
  1. Shall send non-voting messengers to attend the sessions of the Association.
  2. Submit the following reports quarterly:
    - A. enrollment and attendance,
    - B. monetary receipts and disbursements.
- C. The petitioning church may be presented in a regularly scheduled session of the Association once the requirements are met. A two-thirds (2/3) majority vote shall be required for acceptance of full membership status. The Association may, alternatively, vote to continue the watch care status for a specified period of time. Should the motion fail to receive a two-thirds approval, the church's relationship to the Association shall be severed.

**Section 3. Dismissal of Member Churches:** Any church whose practices or doctrines are contrary to those in New Testament may disqualify themselves from membership. The officers of the Association should first meet with the pastor and/or leaders of the member church in question to clarify the issues at hand.

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### **Section 3. Dismissal of Member Churches - continued:**

Should the cause of dismissal remain, the associational officers then shall bring these findings to the Administrative Team. The church in question must also be allowed opportunity to respond to the concerns before the voting body. The associational officers alone may bring a motion of dismissal.

**Section 4. Withdrawal of Affiliated Churches** Any affiliated or watch care church may withdraw from affiliation by written notice from the pastor or clerk of that church, after an appropriate church vote.

## **ARTICLE IV: GOVERNANCE – REAL PROPERTY HOLDING**

### **Section 1. Governance:**

The government of this Association shall be vested in the currently affiliated churches *of the Stanly Baptist Association and the Montgomery Baptist Association as well any churches that request affiliation with this Association. This Association will provide “governance” (a system of management) to the Stanly Baptist Association and the Montgomery Baptist Association affiliated churches. The Association, acting in regularly scheduled or special called sessions, and the elected officers as set forth in the By-Laws will have managerial and fiscal accountability to the Stanly and the Montgomery Baptist Associations.* The Associational Officers shall otherwise carry out the business of the Association, and shall have the powers of a Board of Directors, subject however to the limitations *as set forth in the By-Laws.*

### **Section 2. Real Property Titles and Ownership:**

*All real property shall be held in the name of the Stanly Baptist Association. Their disposition and use, subject exclusively to the decision of the Stanly Baptist Association, and made in accordance with the congregational government of the Stanly Baptist Association as set forth in the governing documents of the Stanly Baptist Association including its Charter (Articles of Incorporation) and By-Laws.*

## **ARTICLE IV: MEETINGS**

Section 1. **Regularly Scheduled Meetings.** The Association shall hold regular sessions for worship, reports, and business matters. The places and dates will be announced with at least thirty (30) days notice.

Section 2. **Special Called Meetings.** Called sessions may be held with at least (30) thirty days notice, as the associational officers determine such need.

Section 3. **Rules of Procedure.** The procedures governing the business sessions of the Association shall be the general procedures set forth in the most recent edition of Roberts Rules of Order. Such rules, however, may be suspended by the Moderator when they conflict with a commitment to full discussion of the issues, or where their mechanical application would confuse or distort or unduly delay the process. Any diversion from ordinary procedures shall be by a vote of the body. Except as otherwise stated, actions of the Association shall be by majority vote on any matter properly before the body for action.

### **Section 4. Annual Meeting of the Corporation:**

*The annual meeting of the Corporation for the election of officers shall be held at such place as may be established by the Board of Directors. The Board of Directors will provide, by resolution, the time, date and place of the Annual Meeting of the Corporation.*

Section 4. **Attendance.** Sessions of the Association will be open to the public, unless a motion is presented and approved to limit the attendance to church messengers, associational officers and staff.

## **ARTICLE V: MESSENGERS**

The affairs of *the Stanly and Montgomery Baptist Associations*, spiritual and temporal shall be governed by the *Association through the affiliated churches of each Association*, acting through their messengers, officers, and staff. Each church *in the Stanly and Montgomery Baptist Associations* shall be allowed three (3) messengers for the first 200 resident members or fraction thereof and one for each additional 100 resident members. A church may have a maximum of ten (10) messengers. Each church shall notify the Association in writing of those duly elected by the church as messengers.

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## ARTICLE VI: BOARD OF DIRECTORS

### **Section 1. Board of Directors:**

The Board of Directors for the Association is composed of the General Officers of the Association: Moderator, as Chairman, the Vice-Moderator, as Vice-Chairman, and the Treasurer as Secretary/ Treasurer. *They shall be elected by the Messengers of the affiliated churches acting in the Annual Meeting of the Association.*

In their capacity as Directors, they shall have the duties and responsibilities attendant to Directors, subject to the limitations stated in the *Corporate Charter (Articles of Incorporation)* and By-Laws. The Directors shall not have power, except as expressly authorized by the Association, to purchase, sell or encumber any real or personal property, to install or remove officers or staff, to amend the Articles or Bylaws, or to bind the Association to any contract.

### **Section 2. Corporate Officers- positions, terms and duties:**

- A. **President:** The Moderator presides over meetings of the Association and is elected annually. The Moderator shall serve for no more than two consecutive terms. The Moderator serves as President of the Corporation.
- B. **Vice-President:** The Vice Moderator shall discharge the duties of the Moderator in his absence and serve as an associate in his presence. Should the office of Moderator become vacant, the Vice Moderator shall immediately accede to this office. Should the office of Vice-Moderator become vacant, a candidate should be elected at the next regularly scheduled session. The Vice-Moderator serves as the Vice-President of the Corporation.
- C. **Treasurer.** The Treasurer manages the finances of the Association in cooperation with the Associational Officers and Staff. He prepares reports quarterly or as requested by the Association. Associational Officers and staff are the only persons authorized to sign checks on associational accounts. The Treasurer serves as the Secretary-Treasurer of the Corporation. *The Secretary-Treasurer shall serve whenever required by law or practice as the Secretary of the Corporation and the Treasurer of the Corporation.*

## VII. ASSOCIATIONAL STAFF

Section 1. **Lead Missionary.** The Lead Missionary serves (1) as a mission strategist, (2) a consultant for church health, (3) a shepherd for church pastors, and (4) the operations director for the Association.

Section 2. **Administrative Assistant.** The Administrative Assistant serves (1) to facilitate communication among churches and church/community/denominational leaders, (2) to assist Associational Teams and the Lead Missionary, and (3) to inform and equip church administrative assistants and secretaries.

Section 3. **Dismissal.** Any officer may be removed by a two-thirds vote in any regular or called session. Associational Officers alone may bring a request for dismissal of Associational Staff. Dismissal initiated by the Association requires a ninety (90) day notice, except in cases of immoral or illegal conduct. In the case of immoral or illegal conduct, the Associational Officers may suspend staff until a motion is brought for a vote.

Section 4. **Vacancies.** In the event of a vacancy because of resignation, death or removal from office, the Associational Officers may appoint Interim Staff or Officers until the next regularly scheduled or special called session when the body can approve the appointment and conditions of appointment.

a. **Lead Missionary Search Team.** At such time that the Association is without a Lead Missionary, the Moderator shall serve as a Chairman along with the Associational Officers and the Support Team, shall enlist the five (5) to seven (7) active members of the Association to serve as an Lead Missionary Search Team with no two (2) members from the same church. In addition, the Moderator shall serve as an ex-officio member of the Associational Lead Missionary Search Team. The Search Team shall select its own Chairman from its membership, shall seek out a qualified Lead Missionary, and shall present the name to the Association for approval.

b. **Calling a Lead Missionary.** Election shall require the affirmative vote of 3/4 majority of the messengers at the regularly scheduled or special called meeting.

c. **Concluding the Services of a Lead Missionary.** The Lead Missionary is to give a notice of no less than 30 days and no more than 90 days when concluding his service.

d. Additional **Staff** shall be presented to the Association in coordination with the Support Team at regularly scheduled session. A two-thirds majority is required for approval.

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### ARTICLE VIII: ASSOCIATIONAL TEAMS

The Association accomplishes its stated mission by way of a team structure. Teams are organized and dissolved by the Association in order to maximize effectiveness and focus. Teams are empowered by the Association to attend and accomplish stated tasks. They are responsible to know their assignment and to be equipped to carry it out. They may enlist additional team members in cooperation with the Lead Missionary. They should communicate plans, actions and changes with the Associational Staff and Officers regularly. The Administrative Assistant will keep a current roster of active teams and team members

Each Team develops and manages its own team budget, annually submitting it for associational approval. Teams have the authority to disburse approved, budgeted monies to carry out their assignment.

The following standing teams serve to accomplish essential support and management of people, resources, and vision for the association.

**Section 1. Support Team** shall be composed of the Associational Officers, staff and one member from each standing team. The Moderator shall preside over the Administrative Team. This team will support and serve all other teams in order to promote and administer the mission of the Association.

**Section 2. Mobilization Team** assists all teams in discovering and engaging volunteers to serve.

**Section 3. Stewardship Team** assists the Association monitoring the financial status, developing an annual budget, and implementing stewardship strategies.

**Section 4. Ministry Team** assists churches to make disciples and develop Christian leaders.

**Section 5. Missions Team** assists churches to demonstrate and declare the Gospel in the world.

**Section 6. Additional Teams.** In addition to the standing teams listed above, teams are formed or dissolved at the direction of the Support Team in order most effectively and efficiently accomplish the stated purposes and mission of the Association.

### ARTICLE VIII: DISCIPLINE

Section 1. **Types of Discipline.** The Association may recommend the formal discipline of any member church by censure, suspension or revocation of membership for any conduct they deem prejudicial to the interests of the Association and the cause of Christ.

Section 2. **Procedure.** All disciplinary proceedings and actions shall be undertaken pursuant to the biblical principles and process set forth in Matthew 18:15-17 in the spirit of commitment to confession, repentance, forgiveness and reconciliation. Private admonition, spiritual instruction and encouragement to faithfulness must precede any recommendation of formal Association action.

Section 3. **Reasonable Efforts.** No member church shall be disciplined, nor recommendation for such discipline forwarded to the other members, until the member shall have been notified, or bona fide effort made to notify, of such pending matter including information of the charges and an opportunity to appear before the Association in person and to forward information relevant to the matter.

Section 4. **Removal from Membership.** Recommendations regarding discipline may be made at a regular or special business meeting with prior notice of the general subject matter and proposed recommendation being provided all the members. The member church against which action is proposed shall be given an opportunity to be heard. A two-thirds vote shall be required to approve any recommendation of discipline.

### ARTICLE IX. GENERAL PROVISIONS

Section 1. **Fiscal Year** The Association shall operate on the calendar year for budget and leadership.

Section 2. **Quorum.** A quorum is required only of special called sessions. Quorum is satisfied when at least one messenger is present from thirty (30) percent of the total number of member churches.

Section 3. **Voting.** Voting shall be limited to Church Messengers and Associational Officers. No absentee ballots or voting by proxy shall be permitted.

Section 4. **Special Procedures.** All motions involving (1) with the purchase or sale of property, (2) changes in employment terms or salaries of Associational staff, (3) the affiliation of relationships by the Association, or (4) amendments to these bylaws must be communicated at least seven (7) days prior to the session, whether regularly scheduled or called for this purpose.

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## ARTICLE X: AMENDMENTS

These By-Laws may be amended *by* a written motion presented at any regularly scheduled session and approved by a two-thirds vote of a subsequent session (regularly scheduled or called for this purpose).

## ARTICLE XI: DISSOLUTION

Should the Association voluntarily choose to dissolve, it is directed by state law to follow the guidelines below:

1. The Board of Directors drafts a resolution recommending that the Association be dissolved and directing that the question of dissolution be submitted to its membership. This will include how remaining assets will be distributed to religious non-profit, a501(c) (3) organizations, once all liabilities are satisfied.
2. All members are notified in writing that the question of dissolution will be discussed at an annual or called session.
3. A resolution to dissolve is adopted if it receives at least two-thirds approval;
4. Notice of the dissolution is mailed to all creditors as well as the North Carolina Secretary of State and the Internal Revenue Service.
5. Pay all corporate liabilities. Any assets remaining after payment of liabilities are transferred to the organization or organizations of like faith and mission, named in the motion of dissolution.

*APPROVED:* \_\_\_\_\_ *Chair, Board of Directors*

*ATTEST:* \_\_\_\_\_ *Secretary/Treasurer*

*Stanly-Montgomery Baptist Association – Corporate By-Laws*  
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