

Constitution and By-Laws Of Central Association of Southern Baptists

Article I

Name, Offices, and Relationships

- a) This body shall be called “Central Association of Southern Baptists”, an Arizona Non-Profit Corporation, located in the Phoenix, Arizona metropolitan area.
- b) The principal office of the Association shall be located in the City of Phoenix, County of Maricopa, and State of Arizona. The Association may have such other offices, either within or without the State of Arizona, as the Executive Board may determine or as the affairs of the Association may require.**
- c) The Association shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office located at 2929 West Greenway Road, Phoenix, AZ 85023. The Executive Board of the Association may change the address of the registered office.**
- d) This Association will cooperate with the Arizona Southern Baptist Convention and the Southern Baptist Convention in those endeavors that strengthen the churches and provide a means of cooperatively carrying out the work of the Kingdom of God.**

Article II

Purpose

Central Association exists for the purpose of resourcing pastors and congregations as they seek to fulfill their unique, God-given vision for carrying out the Great Commission. Central Association has structured itself with three Ministry-Action Teams and one Administrative Team to allow for quick response to the needs and requests of the churches for assistance in their ministry.

The Teams are:

- a) Church Planting Team
- b) Church Strengthening Team
- c) Leadership Development Team
- d) Administration Team

Through the action and ministry of each Team, Central Association seeks to foster fellowship, provide mutual strength and support, encourage hands-on mission endeavors and assist churches in carrying out the Great Commission.

Article III

Membership

Section 1. Members: Central Association shall have only one classification of members, namely those who are duly elected messengers of cooperating churches.

Section 2. Affiliation of Churches:

- a) A church may affiliate with Central Association if its faith and practice are in accord with the faith and practice of the other affiliated churches. Central Association affirms the Baptist Faith and Message as the statement that best describes the basic body of beliefs that the churches of Central Association hold in common. Each church shall cooperate in spirit, financial support, and participation with the Association and the other affiliated churches to achieve and advance the stated purpose of the Association.
- b) A Baptist Church may seek to affiliate with the Association by presenting a letter of petition to the Administration Team. This Team will determine from the documents received from the petitioning church if that church conforms to paragraph "a" above. The church will officially be presented and voted upon by the Messengers at the next Annual Meeting. The church shall have access to all Associational resources upon approval of the Administration Team.

Section 3. Election of Members: Each church affiliated with the Association shall select and elect messengers to the Annual Meeting. Each church regardless of size may have two messengers plus the pastor and no church shall have more than 10. The additional messengers will be elected based upon the membership of the church. For each

additional 100 members beyond the first 100 another messenger may be elected. No church regardless of size shall have more than 10. Messengers serve for one year and may be re-elected should the church decide to do so.

Section 4. Voting Rights: Each messenger shall be entitled to one vote on each item of business. In addition, those members of affiliated churches who attend Team meetings have the right to exercise their vote in the Team Meeting.

Section 5. Resignation: If a messenger resigns, the affiliated church that elected that messenger shall select another person to take their place.

Article IV

Meetings of Members

Section 1. Annual Meeting: An Annual Meeting of the messengers shall be held at a specified time and place published in the annual calendar. The meeting shall include prayer, praise, proclamation, election of officers, adoption of the annual budget, and any other pertinent business the Association must address. Any new business items must be presented to the Administration Team at least one month prior to the Annual Meeting.

Section 2. Special Meetings: Special meetings of the messengers may be called by a two-thirds vote of the Executive Board.

Section 3. Notice of Meetings: Notice of meetings of the messengers shall be made in writing at least fourteen days in advance of the meeting. The notice shall outline the place, time, and purpose of the meeting. Each affiliated church is responsible for contacting their messengers and advising them of the meeting.

Section 4. Informal Action by Members: Any action required by law to be taken at a meeting of the messengers, or any action taken at a meeting of messengers, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all messengers entitled to vote with respect to the subject matter thereof.

Section 5. Quorum: The messengers present at any properly called and noticed meeting shall constitute a quorum for that meeting.

Section 6. Proxies: A messenger may only vote in person and not by proxy.

Article V

Executive Board

Section 1. Membership: The Executive Board shall be composed of the pastor and one other person elected by an affiliated congregation, members of the Administration Team, and officers of the Association. Paid staff members of the Association shall have input but do not carry a vote.

Section 2. Meetings: The Executive Board shall have at least two meetings each year other than the annual meeting. The Administration Team may call special meetings for a specific purpose by giving at least seven days notice. Notice shall be given to affiliated churches. These churches are responsible for notifying their Board Member.

Section 3. Authority: The Executive Board is governed by all provisions of the Articles of Incorporation and these By-Laws. This Board has full power and authority to conduct the business of the Association between annual meetings when called upon to do so.

Section 4. Reporting: The Executive Board shall supply a written summary of their decisions and actions at the annual meeting.

Section 5. Quorum: The messengers of the Executive Board present at any called and noticed meeting shall constitute a quorum for that meeting.

Section 6. Manner of Acting: The act of a majority of the members of the Executive Board present at a meeting shall be the act of the Executive Board, unless a greater percentage is required by these By-Laws for a specific vote.

Article VI

Administration Team

Section 1. Membership: The Administration Team shall be composed of the Officers of the Association, Ministry Action Team Leaders, Director of Missions, and two at-large members. The two at-large members shall be elected at the annual meeting. Other members are in their position as an elected person already.

Section 2. Meetings and Quorum: The Administration Team shall meet as requested by the President of the Association or any two other members of the Team. A quorum shall consist of a majority of the Administration Team being present at the meeting.

Section 3. Authority: The Administration Team is governed by all provisions of the Articles of Incorporation and the Bylaws of the Association and is authorized to conduct business assigned to it by the Association or the Executive Board.

Article VII

Officers and Duties

Section 1. Officers:

- a) Executive Director/Treasurer: The duties of the Executive Director/Treasurer, the powers and process, are set forth in the Policy Manual of Central Association.
- b) Other Officers: The other officers shall be the President, Vice-President, and Recording Secretary. They shall be elected annually at the Annual Meeting of the Association. They must be members in good standing from affiliated churches in good standing to be eligible to hold office. They may be elected by acclamation if there is no objection by the messengers.
- c) President: The President shall serve no more than two consecutive years. The president is to preside at all meetings of the Association, the Executive Board, and the Administration Team. He shall be ex-officio on all other Teams and may appoint ad-hoc task forces as needed.
- d) Vice-President: The Vice-President shall preside in the absence of the President or at the request of the President, and shall automatically become the President when the office becomes vacant between annual meetings. The Executive Board would then elect a new Vice-President to serve out the unexpired term.

- e) Recording Secretary: The Recording Secretary shall keep accurate records of all meetings of the Association, Executive Board, and Administration Team. A copy of all minutes shall be available for the President and Executive Director/Treasurer as soon as possible after each meeting. Should this office become vacant the Executive Board shall elect a new recording secretary.

Section 2. Election and Term of Office: All officers of the Association, except the Executive Director/Treasurer, shall be elected annually by the messengers of the Association at the scheduled Annual Meeting.

Section 3. Removal: Any officer elected or appointed by the Association may be removed by a two-thirds vote of the Executive Board, whenever in its judgment the best interests of the Association would be served. Such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal or disqualification, or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

Article VIII

Ministry Action Teams

Section 1. Establishment of Ministry Action Teams and their duties is the responsibility of the Messengers and the Executive Board: These Teams shall be empowered to carry out the assignment given to them by the Association and the Executive Board. The details regarding the name, membership, and responsibility of each Ministry Action Team shall be found in the Policy Manual of Central Association. The messengers at the Annual Meeting may make any changes and/or additions to the Policy Manual of Central Association or upon the approval of the Executive Board at one of its meetings.

Section 2. Term of Office: Each member of a Ministry Action Team shall continue to serve at his or her passion. Should a Team Member become a detriment to the Team or the Association that person may be removed by a majority of Team Members voting.

Section 3. Team Leader: Team Members shall elect one member of each Ministry Action Team as Team Leader at the first scheduled meeting each year.

Section 4. Vacancies: Since Team Members serve at their passion vacancies in membership will be overcome by others with like passion

Section 5. Quorum: Unless otherwise specified in the Policy Manual of Central Association, a quorum shall consist of those members present. The act of the quorum shall constitute the action of the Team.

Section 6. Rules/Guidelines/Protocols: Each Ministry Action Team shall establish its own procedural guidelines, protocols, and rules. They must be consistent with the ones laid out in this document to be considered valid. Any conflict shall be resolved by using the guidelines in this document as the established and accepted guidelines.

Article IX

Authority

- a) The Association has full authority for carrying on its work to fulfill provisions of the Articles of Incorporation and these Bylaws, including the right to receive and disburse funds, own property, and carry on any other activities necessary for implementing its purposes.
- b) The Association has no authority over any church or the right to interfere with the rights and autonomy of the churches, recognizing that each church is sovereign and independent in all its matters. Therefore, the Association is not responsible for individual decisions of its affiliated churches. The basis for operation in the Association is in the sphere of voluntary cooperation in work and fellowship.
- c) The Association is at liberty to consult with any of the churches on matters related to the work of ministry.
- d) The Association has jurisdiction over the seating of any and all messengers and may refuse to seat messengers from any church that it deems to be unsound in faith, practice, or conduct.

Article X

Contracts, Checks, Deposits, Funds

Section 1. Contracts: The Executive Board may authorize any officer or officers, agent, or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific circumstances.

Section 2. Checks: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, the President or either the Executive Director/Treasurer or Secretary of the Association shall sign such instrument.

Section 3. Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board may select.

Section 4. Gifts: The Executive Board may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

Article XI

Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Executive Board, Ministry Action Teams, and shall keep at the registered office a record giving the names and addresses of messengers. Any member, or his/her agent may inspect all books and records of the Association for any proper purpose at a convenient time for all parties.

Article XII

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and close on the 31st day of December each year.

Article XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation, or the Bylaws of Central Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whenever before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV

Amendments to Bylaws

These Bylaws may be amended at any Annual Meeting of the Association by a two-thirds vote of the messengers present and voting, providing the proposed changes be presented in writing in a previous Executive Board Meeting, or at a specially called meeting for that purpose. The proposed amended Bylaws shall be provided and included in the Book of Reports given out at the Annual Meeting.

Amendments to the Constitution and By-Laws of Central Association of Southern Baptists

May 23, 2006

AMENDMENT #1

Article I, Section c

Current Reading:

"... The registered office may be, but need not be, identical with the principal office located at 2929 West Greenway Road, Phoenix, Arizona 85053."

Adopted Reading:

*"... The registered office may be, but need not be, identical with the principal office located at **1827 West Grovers, Phoenix, Arizona 85023.**"*

AMENDMENT #2

Article VI, Section 3. Authority

Current Reading:

"The Administration Team is governed by all provisions of the Articles of Incorporation and the Bylaws of the Association and is authorized to conduct business assigned to it by the Association or the Executive Board."

Adopted Reading:

*"The Administration Team is governed by all provisions of the Articles of Incorporation and the Bylaws of the Association and is authorized to conduct **the business of the Association between Executive Board meetings.**"*

(Section 1. Membership: The Administration Team shall be composed of the Officers of the Association, Ministry Action Team Leaders, Director of Missions, and two at-large members...")

AMENDMENT #3

Article X, Section 1. Contracts

Current Reading:

“The Executive Board may authorize any officer or officers, agent, or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific circumstances.”

Adopted Reading:

*“The **Administration Team** may authorize any officer or officers, agent, or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific circumstances.”*