

**BYLAWS  
OF  
CALDWELL BAPTIST ASSOCIATION, INC.  
A Nonprofit Corporation**

**Preamble**

Subject to its Articles of Incorporation (the "Articles"), the affairs of the Caldwell Baptist Association, Incorporated (the "Association") are governed by the following Bylaws ("Bylaws"). These Bylaws have been established to identify and preserve procedural matters of the Association and to govern this body in an orderly manner.

**Article I: Mission Statement**

The mission of the Association is to equip, encourage, and engage churches in making, maturing, and mobilizing Christian disciples in Caldwell County and beyond.

**Article II: Basic Beliefs**

The Association affirms the Holy Bible as the basis for our beliefs. We also accept the doctrinal statements of the Baptist Faith and Message as adopted by the Southern Baptist Convention in 2000. A copy of the Baptist Faith and Message 2000 is available for study in the Media Library of the Caldwell Baptist Center.

**Article III: Relationships**

- A. The Association is composed of member churches that govern and support it.
- B. The Association voluntarily cooperates with the Baptist State Convention of North Carolina and the Southern Baptist Convention.

**Article IV: Associational Year**

The associational year begins on January 1 and closes on December 31.

**Article V: Finances**

- A. The fiscal year of the Association begins on January 1 and closes on December 31.
- B. The Association's Annual Budget for the upcoming year should be presented by the Administrative Team for a vote by the messengers during their Fall Gathering held in October each year. In order to give the messengers adequate time to study the budget, the Administrative Team should prepare and distribute copies of the budget to the messengers no later than the third Thursday of October each year. The budget becomes effective on January 1 annually. The Administrative Team should maintain a budget format that corresponds with the organizational structure of the Association.
- C. The treasurer, the assistant treasurer and/or the financial secretary should present to the messengers a current financial report clearly showing all receipts and disbursements during each

Associational Gathering of the Messengers. During the Winter Gathering in January an annual financial report should be presented.

- D. The Association maintains an ongoing "Ministers Support Fund" to temporarily assist pastors, church staff, retired ministers, other ministers, and their immediate families during times of financial crises. The Administrative Team confidentially administers the fund, giving an annual report as to the number of persons assisted and the amount of money given.
- E. It is suggested each member congregation of the Association contribute an amount of at least 4% of undesignated receipts to the Association.
- F. A Financial Review Team periodically reviews the financial records and procedures of the Association and reports their findings to the Board of Directors and/or Messengers.

#### **Article VI: Properties**

- A. The properties of the Association are managed and maintained at the direction of the messengers.
- B. The Board of Directors acts as the legal agent of the Association with a duty to hold in trust any and all property, money, endowment or other securities of the Association. In addition, the Board of Directors exercise the power, under the instruction of the messengers, to hold, buy, sell, and convey property, both real and personal, and to sign all papers necessary for the purchase or conveyance.
- C. Each of the six officers of the Association is authorized to sign business and/or legal documents as approved by and on behalf of the Board of Directors and/or the messengers.
- D. The Administrative Team is responsible for the management and maintenance of the Association's properties as directed by the messengers.
- E. Any congregation, whether a mission or church, using property owned by the Association must be an active member of the Association in good standing before receiving transfer of titles or deeds to the property.

#### **Article VII: Meetings**

- A. The messengers to the Association have quarterly Associational Gatherings to receive information and reports and to transact business of the Association. The meetings are held on the fourth Thursday night in January (Winter Gathering), April (Spring Gathering), July (Summer Gathering), and October (Fall Gathering). The Fall Gathering serves as the Annual Meeting of the Corporation.
- B. The Gatherings Team is responsible for preparing each program, selecting and contacting program participants, for choosing and preparing the location for each meeting, selecting themes

for the meetings, and for submitting an annual budget request to the Administrative Team to cover the cost of the gatherings. The location for each gathering should be included in the annual "Calendar of Activities" for the forthcoming year. The team may ask the messengers to move a gathering to a date one week prior to or one week after a scheduled meeting date to avoid conflict with a major denominational emphasis date or other important event. The meetings should be held in as many member churches as practically possible on a rotating basis.

- C. The president or the executive director may call the messengers together for special meetings to deal with extremely urgent matters that cannot wait until the next gathering. Before calling a special meeting to order, a notice of at least one-week must be given to the messengers with a clear explanation as to the purpose of the meeting.
- D. The president may postpone, cancel, or reschedule quarterly or called gatherings of the messengers, in cooperation with the executive director and the Gatherings Team Leader, in the event of inclement weather or other unforeseen crises.
- E. There must be a quorum of at least fifty messengers present at a gathering or a called meeting in order to conduct the business of the Association.
- F. Robert's Rules of Order, Revised, is the authority for parliamentary rules of procedure for all business meetings of the Association.
- G. Visitors attending a gathering or called meeting of the Association may by approval of the body participate in debate without the privilege to vote. Visitors are welcome to attend the meetings of the Association.
- H. All proposed resolutions or public statements to be considered by the messengers to the Association should be received by the Administrative Team at least two weeks prior to the scheduled meeting of the messengers. The messengers shall consider only those proposed resolutions and public statements that have been reviewed by the Administrative Team. The team is responsible for presenting a positive or negative recommendation to the messengers on each proposed resolution or public statement received. The proposal may be amended or substituted by the team as a part of their recommendation. Copies of all proposed resolutions and public statements, with the name(s) of the initiator(s), should be made available to the messengers at or before the beginning of their meeting.

#### **Article VIII: Membership Procedures**

- A. **ADMISSION:** When seeking admission into the Association, a church must present to the Administrative Team a letter of request for admission. The letter should contain the name of the church, the reason for seeking admission into the Association, and the date when the congregation voted to take such action.
  - 1. After receiving a request for admission into the Association the Administrative Team shall meet with leaders of the church to discuss their desire for membership, to explain the requirements for admission, to consider any of their church approved documents and location of their meetings, and to deal with any other matters that would help the team make a decision about their request.

2. At the next Gathering of the Messengers, the Administrative Team shall share the request with the messengers and make one of the following recommendations:

- a. That the church requesting admission be accepted under the watchcare of the Association
- b. That action on the request be delayed for further consideration at the next gathering; or
- c. That the request for membership be denied.

The team shall give a clear reason for its recommendation concerning the status of watch-care. The team shall communicate the action of the messengers with the church as soon as possible following the gathering.

3. Any church that is accepted under the watch-care of the Association must remain in that status for at least one full year before being admitted into the membership of the Association.
  - A. Watch-care is a time of bonding between the Association and the church seeking admission. The Association should carefully observe the faith, practice and cooperation of the church. The church under watch-care should receive the same opportunities extended to member churches; however, members of churches under watchcare may not vote nor hold a position of leadership in the Association.
  - B. During the watch-care period, the church should demonstrate cooperation with the Association through financial support and participation in associational activities. In addition, there should be evidence of interest in the work of the Baptist State Convention of North Carolina and the Southern Baptist Convention.
  - C. The Administrative Team should meet as needed with leaders of the church during the watch-care period to discuss their relationship with the Association. Representatives of the team are encouraged to visit during meetings of the church to observe the organization and practices of the church.

4. Near the close of the watch-care period the team shall evaluate the condition and cooperation of the church and decide on one of the following recommendations to make to the messengers at the appropriate time concerning membership:

- A. That the church requesting admission be accepted into full fellowship of the Association;
- B. That action on admission be delayed until the next Associational Gathering; or
- C. That admission into the Association should be denied.

The team shall give a clear reason for its recommendation concerning membership. The team shall communicate the action of the messengers with the church as soon as possible following the gathering.

5. A two-thirds majority vote of the messengers present is needed for the church to be accepted under watchcare or into full membership of the Association.

6. If a church is denied the status of watch-care or membership by the messengers, then after the lapse of one year it may submit another letter to the Administrative Team requesting admission.

**B. MISSION OF A CHURCH:** A mission started by a member church of the Caldwell Baptist Association automatically comes under the watch-care of the Association, unless the sponsoring church chooses

otherwise. The mission would be eligible for full membership in the Association after constituting as a church. The Admission section of the Membership Procedures in the Bylaws would be followed if the newly constituted church requests membership. However, it would not be necessary for the church to go through another period of watch-care.

C. COOPERATION: A cooperating church is defined as one who provides the Association with an Annual Congregational Profile, is represented by duly elected messengers at gatherings of the messengers, contributes financially to the Association, and is in general agreement with the mission, basic beliefs, and services of the Association.

D. CONFLICT: If a member church is in conflict and requests help from the Association, then the Administrative Team and/or the Executive Director may meet with or recommend someone to meet with the church to assist them in an attempt to help resolve the problem(s).

E. DISMISSAL: Any member church which fails to cooperate with the Association should be contacted by the Administrative Team at their discretion or upon direction of the messengers to ascertain the wishes and desires of the church relative to its continuance in the Association. After counsel with the church, the team may choose to make a recommendation that the church be removed from the membership of the Association. Such a recommendation would have to be made at an Associational Gathering, and a two-thirds majority vote of the messengers present would be needed for dismissal of the church from the Association.

The team shall give a clear reason for its recommendation concerning action toward the member church. The team shall communicate the action of the messengers with the church as soon as possible following the gathering.

F. WITHDRAWALS: The Association recognizes that any member church has the right to withdraw its fellowship from the Association. It is requested that the report of such action by a church be sent to the Administrative Team in a letter from the church.

Upon receipt of the letter, the Administrative Team shall offer to discuss the action with leaders of the church. At the next gathering of the Association, the team shall inform the messengers of the church action. The messengers to the Association shall take one of the following actions:

1. Accept the action of the church and immediately remove the church. The church shall be notified of the action by a letter from the Association.

2. Delay acceptance of the church action until the next gathering and instruct the Administrative Team to ask the church to reconsider its action.

G. NOTIFICATION: The Association should inform the Baptist State Convention of North Carolina as soon as possible when a church has been accepted under watch-care or membership. In addition, the convention shall be informed if a church has been dismissed or withdraws from the Association as a member.

## **Article IX: Messengers**

- A. The Association-in-Session consists of the duly elected messengers by member churches in attendance at each gathering or called meeting.
- B. The messengers serve as the governing body of the Association.
- C. Each member church is entitled to a minimum of five messengers. Churches with more than fifty resident members are allowed one additional messenger for each additional fifty resident church members. No church is allowed more than ten messengers with the exception of the six associational officers and pastors.

50 or less resident members equal 5 messengers.

51-100 resident members equal 6 messengers.

101-150 resident members equal 7 messengers.

151-200 resident members equal 8 messengers.

201-250 resident members equal 9 messengers.

251 or more resident members equal 10 messengers.

- D. In addition to the total number of messengers to which each church is entitled, each pastor and each of the six associational officers are considered messengers by virtue of their positions provided that the person is a member of the church being represented.
- E. Churches are encouraged to elect their messengers before October 7 each year so that the messengers can serve the full associational year from January 1 through December 31, and have their names included on the Annual Congregational Profile due each year on October 7. Messengers may serve consecutive years but must be elected annually by their church. Messengers are expected to attend all of the gatherings and called meetings of the Association.
- F. The functions of the messengers are to receive current information and reports about the work of the Association and groups with which it is related; transact the business of the Association; and report on the meetings and activities of the Association to the churches.
- G. A person serving as a messenger from a church must be an active member in good standing of that church.

## **Article X: Board of Directors**

- A. The Board of Directors acts as the legal agent of the Association. Its duties are to: (1) serve as legal representative of the Association; (2) act as directed by the messengers to the Association in handling legal matters; (3) oversee the total insurance plan of the Association; (4) hold in trust any and all property, money, endowment or other securities of the Association; (5) exercise the power, under the instruction of the messengers, to hold, buy, sell, and convey property, both real and personal, and to sign all papers necessary for the purchase or conveyance; (6) make decisions without further approval or appeal on recommendations from the Administrative Team concerning personnel policies and actions regarding employee dismissal; and to (7) act in behalf of the messengers under unusual and extreme circumstances, giving a report of their action to the messengers at their next gathering.

- B. The Board of Directors consists of twelve members including the six officers of the Association plus six other directors from member churches. Eleven of the directors are selected by the Volunteer Enlistment Team and approved by the messengers. The chief executive officer (executive director) serves by virtue of his paid position. Five of the six officers are elected by the messengers annually, excluding the chief executive officer. The six additional members are elected for a three-year term with terms rotating, so that two members are elected each year. The president serves as the presiding officer of the Board. The Board of Directors meets annually in January and at other times as necessary and is accountable to the messengers. Each person serving on the Board of Directors must be an active member in good standing of a church in the Association.

#### **Article XI: Officers of the Association and Board of Directors**

- A. The President presides over the gatherings and called meetings of the messengers to the Association. As the presiding officer, the president (1) opens the meetings punctually at the appointed time, enforces the rules, preserves the order, and exercises all the prerogatives of a presiding officer according to the principles of established parliamentary procedure; (2) serves as the presiding officer of the Board of Directors; (3) serves as an ex-officio member on all groups and teams of the Association with voting rights; (4) calls the messengers together for special meetings to deal with extremely urgent matters that cannot wait until the next gathering; (5) postpones, cancels, or reschedules gatherings or called meetings of the messengers, in cooperation with the executive director and the Gatherings Team Leader, in the event of inclement weather or other unforeseen crises; and (6) serves as a member of the Executive Director Search Team. The president is elected for a one-year term and is eligible for election to a second consecutive term. After serving for two consecutive years the individual could not be considered for the Office of President for at least one year.
- B. The Vice-President discharges the duties of the president in the absence or at the request of the president. The vice-president is elected for a one-year term, and is eligible to a second consecutive term. However, after serving for two consecutive years, the individual could not be considered for vice-president for at least one year. The vice-president serves as the Administrative Team Leader.
- C. The Clerk records and provides the Association's staff with the minutes of the meetings of the Board of Directors and messengers. It is the duty of the clerk to: (1) serve as the recorder during the meetings of the messengers and the Board of Directors; (2) present a printed and verbal Clerk's Report at each meeting of the messengers and the Board of Directors; and (3) train and assist church clerks. In addition, the clerk may assist the staff in securing from the churches the Annual Congregational Profile and process it according to recommended procedures; and to work with the Administrative Team and staff to preserve the official records of the Association. The clerk is elected annually and can succeed him or herself.
- D. The Treasurer, in a working relationship with the Association's financial secretary, receives all of the funds contributed to the Association and disburses them in accordance with the budget of the Association or for which the funds were contributed. It is the duty of the treasurer to: (1) serve as a voting member of the Board of Directors; (2) serve as a voting ex-officio member of the Administrative Team; (3) work with the Administrative Team to recommend and establish fiscal policies; (4) maintain proper records of all monies received and disbursed; (5) provide printed

quarterly and annual reports to the Association of all receipts and disbursements; and (6) supervise the financial work of the financial secretary who serves as an assistant to the treasurer.

The treasurer is elected annually and can succeed him or herself. The financial secretary is authorized to fulfill the duties of the treasurer in the event the treasurer and the assistant treasurer are unable to do so.

- E. The Assistant Treasurer discharges the duties of the treasurer in the absence or at the request of the treasurer. The assistant treasurer is elected annually and can succeed him or herself.
- F. The Executive Director, also known as the Associational Mission Strategist, serves as the chief executive officer and the registered agent for the Association. The executive director is a member of the Board of Directors and serves as an ex-officio member on all groups and teams of the Association with voting rights.

### **Article XII: Leadership Groups and Teams**

Each person serving in an associational leadership position must be an active member in good standing of a church in the Association. Each ex-officio member serving on a group or team is entitled to full voting rights. Located in the Association's Operations Manual are detailed job descriptions for each group, team, and leadership position.

#### **A. Administrative Team**

- 1. The Administrative Team is responsible for managing the internal operations of the Association, including its finances, governing documents including job descriptions in those documents, history, membership, personnel, and property.
- 2. The current vice-president of the Association serves as the team leader. Team members serve for one year with eligibility of continuous service. Each member is elected annually by the messengers upon recommendation of the Volunteer Enlistment Team.
- 3. Members include the Vice-President, Team Secretary, History Leader, Membership Leader, Personnel Leader, Properties Leader, Treasurer, Assistant Treasurer, and Financial Secretary.

#### **B. Associational Services Group**

- 1. The Associational Services Group is responsible for all associational services to the churches and communities. This involves the coordination of all services, the creation and removal of services as needed, approval of job descriptions for the various services, keeping a strategic focus on the mission and vision of the Association, and oversight of all service leadership.
- 2. Each unit of service is responsible to the Associational Services Group and each individual leader (when there is no team) and each team leader serves as a member of the group. The Executive Director serves as the group's leader.
- 3. There are temporary and permanent service teams.



- (a) A temporary team is one created by a group or team at will to carry out a specific assignment as needed. At the conclusion of the assignment the temporary team would be dissolved.
- (b) A permanent team is one that has an ongoing service. The creation of such a team must be approved by the Associational Services Group.

4. Every group and team shall have a secretary who records the proceedings of each meeting. A copy of the minutes shall be given to the Association's Ministry Assistant.

#### C. Financial Review Team

1. The Financial Review Team periodically reviews the financial records and procedures of the Association and reports their findings to the Board of Directors and/or Messengers.
2. The team consists of a leader and two other members each elected for a three-year term with the terms rotating so that each year one member rotates off and one other person is elected to service on the team. An individual could not be considered for service on the Financial Review Team for at least one year after serving for three consecutive years.
3. Each member shall be elected by the messengers upon recommendation of the Volunteer Enlistment Team.
4. Persons who serve on the Financial Review Team may not have any dealings with the management of the Association's finances. The Association's Treasurer, Assistant Treasurer, Financial Secretary, members of the Administrative Team, or any employee of the Association may assist the team in their work as requested, but may not serve as members of the team.
5. Team members should be competent in their ability to perform financial reviews of the Association's finances.

#### D. Gatherings Team

1. The Gatherings Team plans and carries out the Gatherings of the Messengers.
2. The team consists of a leader and five other members each elected for a three-year term with the terms rotating so that each year two members rotate off and two other persons are elected to service on the team. An individual could not be considered for service on the Gatherings Team for at least one year after serving for three consecutive years.
3. Each member shall be elected by the Messengers upon recommendation of the Volunteer Enlistment Team.
4. The team is responsible to the Messengers.

#### E. Strategic Focus Team

1. The Strategic Focus Team is responsible for assisting the Associational Services Group in assessing church and community needs and trends, recommending new services to meet those

needs, and evaluating progress being made in services currently offered by the Association to fulfill its mission.

2. The team consists of a leader and two other members each elected for a three-year term with the terms rotating so that each year one member rotates off and one other person is elected to service on the team. An individual could not be considered for service on the Strategic Focus Team for at least one year after serving for three consecutive years.
3. Each member shall be elected by the messengers upon recommendation of the Volunteer Enlistment Team.
4. The team is responsible to the Associational Services Group.

#### F. Volunteer Enlistment Team

1. The Volunteer Enlistment Team is responsible to the messengers for selecting, interviewing, enlisting, and recommending volunteer leaders for the Administrative Team, the Associational Services Group, the Board of Directors, the Financial Review Team, the Gatherings Team, the Strategic Focus Team, and the Volunteer Enlistment Team.
2. As needed, the Enlistment Team shall be responsible for enlisting and recommending an Executive Director Search Team to the messengers in accordance with the Personnel Policies.
3. The team consists of six members, each elected for a three-year term with the terms rotating so that two new members are elected each year. After serving for three consecutive years an individual could not be considered for service on the Volunteer Enlistment Team for at least one year.
4. The team is responsible for presenting to the messengers nominees for the next associational year no later than the Fall Annual Gathering in October. If a vacancy should occur during the year, the Volunteer Enlistment Team is authorized to work with the appropriate leaders in filling the vacancy without the approval of the messengers.

### **Article XIII: Associational Records**

- A. The Annual Minutes are prepared to serve as a record of information about the Association.
- B. A Calendar of Activities is prepared annually to inform the churches of upcoming events in or related to the Association.
- C. Associational leaders are responsible for presenting written, electronic, and/or verbal reports to the Association as requested.
- D. Reports to the Association and promotional pieces about the work of the Association are distributed as needed.
- E. Each member church should prepare and deliver to the Association the Congregational Profile by October 7 each year.

#### **Article XIV: Logos**

- A. The Association should use a personalized logo as a means of identification.
- B. The Association accepts and uses the logo of the Southern Baptist Convention as a means of identification with the denomination.

#### **Article XV: Amendments**

The Bylaws may be changed or amended by a two-thirds majority vote of the messengers present at any Associational Gathering provided that notice of any and all amendments to the Bylaws was presented in printed or electronic form to the clerk and publicly stated to the messengers by the president or his designee at the preceding Associational Gathering. Printed or electronic copies of any amendment shall be furnished to the current messengers of the Association for study at least one week prior to a vote on any and all amendments.

Approved by the Messengers

April 24, 2014

Amended by the Messengers

January 24, 2019

- (1) Deleted Office of Parliamentarian
- (2) Changed Associational Missionary to Associational Mission Strategist

Amended by the Messengers

April 22, 2021

Added the option to cancel called gatherings of the messengers in the event of inclement weather or other unforeseen crises.