

BY-LAWS
OF
BELL BAPTIST ASSOCIATION

PREAMBLE

To the end that this body may be governed in an orderly manner and for the purpose of preserving the liberties inherent in each member church of the Bell Baptist Association, and the freedom of action of this Association of churches with respect to its relationship with other organizations and entities, we do declare and establish these Bylaws.

ARTICLE I
Name and Purpose

Section 1. Name

The name of this association of churches is **BELL BAPTIST ASSOCIATION** and will be further referred to in the Bylaws as the Association of Churches.

Section 2. Mission Statement

The Bell Baptist Association exists to facilitate Healthy Churches in accomplishing their Great Commission Mandate. *“Impacting Churches to Impact the World”*.

Section 3. Purpose

The purposes of the Association of Churches is:

- a. Caring ... Bell Baptist encourages and supports churches to be healthier together.
- b. Connecting ... Bell Baptist connects the churches together and to the communities they serve.
- c. Equipping ... Bell Baptist provides resources and training to help churches achieve their Kingdom objectives.
- d. Sending ... Bell Baptist is committed to evangelism and missional engagement through the churches to the ends of the world.

The purpose of the Association of Churches shall be religious and educational. As a nonprofit organization, it is organized and shall be operated exclusively for religious, charitable, educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Service Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax law.

ARTICLE II
Government and Membership

Section 1. Government

This autonomous association of churches, under the Lordship of Jesus Christ, retains unto itself the exclusive right to temporal life of the Association of Churches. The membership reserves the exclusive right to determine who shall be members of the Association of Churches and the condition of such membership. The Association of Churches chooses to act in a democratic fashion, with authority vested in its members, as set forth herein. The Association of Churches is subject to the control of no other church, association, or ecclesiastical body, but may choose to cooperate with other organizations and entities in missions efforts.

Section 2. Membership

Membership in the Association of Churches shall be composed of participating churches:

- a. Participating churches shall affirm the Association Covenant (Constitution, Art. III).
- b. Participating churches shall be expected to submit an Annual Church Profile.
- c. Churches desiring membership in the Association of Churches shall present a petitionary letter, which affirms their acceptance of the Association Covenant (Constitution, Art. III).
- d. The Membership Team will review the petitionary letter and recommend in the next Board of Directors Meeting that the church begin a period of watchcare relationship with the Association of not less than 4 months. This period will allow the church to participate in the activities of the BBA. It is a time for the church and BBA to develop relationships that will determine if membership in BBA is in the best interest of the church and BBA.
- e. The Credentials Team will meet with the church leadership before the end of the period of watchcare and determine if they will proceed with the church’s petition for membership in the BBA.
- f. Upon the recommendation of the Membership Team, the Board of Directors may affirm the membership of a petitioning church by two-thirds (2/3) vote of members present and voting at a Board Meeting following the period of watchcare.
- g. The Association recognizes and declares that each church cooperating with the Association remains independent and autonomous unto themselves. The Association exercises no control, legal or ecclesial, over any church. Churches may be found to be outside of harmonious cooperation with the Association by two-thirds (2/3) vote of members present and voting at any Board Meeting. This should not be viewed as an exercise of control or responsibility over the church, but rather an

acknowledgement, or lack thereof, of cooperation in fulfilling the missions and ministries of the Association. Churches found to be outside of harmonious cooperation with the Association will no longer fellowship or participate with the Association's missions and ministries.

ARTICLE III

Annual Meeting

The Association of Churches shall hold annual meetings at such times, places, and means as it may choose. Each member church shall be entitled to two (2) messengers and an additional one (1) messenger for every fifty (50) members on its rolls; except that, the maximum number of messengers from any one member church shall not exceed twenty-five (25). Each messenger attending shall be entitled to one (1) vote. Voting by proxy is prohibited. Those messengers in attendance in person and voting shall constitute a quorum.

ARTICLE IV

Ministry Leadership

Section 1. Messengers

- a. Messengers shall be elected/authorized by action of member churches.
- b. Messengers shall register at and attend annual meetings of the Association of Churches.
- c. Messengers shall be responsible participants in the discussion and determination of actions taken at annual meetings of the Association of Churches.

Section 2. Board of Directors and Subcommittees

The Association of Churches shall have a Board of Directors shall be composed of the paid staff of the Association and it's main Team Leaders and the Association Officers. The Board shall have up to 15 members, but no fewer than 12 members. This number may be decreased or increased by two-thirds (2/3) vote of members present and voting at any Board Meeting. The Board of Directors shall transact business for the Association of Churches between sessions of the annual meeting. Those members present and voting shall constitute a quorum. There will be a limit of 3 members from any one church in the Association of churches on the Board at any one time. Board members shall be a member in good standing of a BBA Baptist Church.

The Board of Directors shall meet a minimum of 4 times per year, in addition to attending the Annual Meeting of churches and may call additional meetings as deemed necessary. Meetings can be held digitally/virtually and voting can be done through a show of hands if video is available or by email to the Association Office. In instances when the Chairman or Director of Missions determines a vote is necessary before the next scheduled meeting, a vote may be taken by email. (Please see Email voting Policy of the Association)

- a. The Personnel Team shall consist of the Board of Directors minus the paid staff of the Association (unless Staff input is necessary) and shall be responsible for recommending salaries, packages, and other personnel administrative needs as deemed necessary by the Board of Directors.

The Personnel Team shall be responsible for creating a Director of Missions Search Committee in the event of an opening in this position. This Search Committee will be responsible for making a recommendation to the Board of Directors for filling this open position.

- b. The Property Team will review and make a recommendation on accepting all large monetary gifts, property and additional assets. This team will speak with prospective donors, churches or businesses as needed and will make an informed recommendation to the Board of Directors for such gifts and assets. A donation or gift will only be accepted by two-thirds (2/3) vote of members present and voting at any Board Meeting.

- c. The Finance Team will work with the Director of Missions, the Ministry & Finance Coordinator and the Board Treasurer to prepare an annual budget necessary for carrying on the work and objectives of the Association for the ensuing year. The Finance Team will present the proposed annual budget to the Board. They will also be responsible for making decisions regarding financial matters not specifically prescribed in Financial Policies and will in conjunction with the Ministry & Finance Coordinator oversee the annual financial review of Financial Records.

- d. The Governance Team will evaluate the Board (and members) and guides training, orientation and recruitment of Board members.

- e. The Membership Team will oversee the process to admit and dismiss churches as members of the Association of Churches and then bring recommendations for admitting and dismissing churches to the Board.

Section 3. Association Officers

- a. Association Officers – and others as needed and elected by the Board of Directors.
- b. Election of officers
 - i. The Board of Directors will act as a nominating committee prior to the annual meeting.
 - ii. The Board of Directors shall present a slate of officers to the messengers at the Annual Meeting and can be approved by two-thirds (2/3) vote of messengers present and voting at the Annual Meeting. Nominations from the floor may be accepted.
- c. The officers shall also serve as the Association trustees and officers of the Board of Directors. The officers of the Association are: Chairman, Vice Chairman, Clerk, Treasurer and Assistant Treasurer.
- d. Term of Board Members and Officers. Members of the Board will be subject to the following rotations.

The Chairman and Vice Chairman may serve a maximum of two years in each position.

The members of the Board not serving in any of the above or below positions may serve a maximum of three years in this position.

The Clerk, Treasurer and Assistant Treasurer, BBA Staff and Vision Team Leaders will not be subject to a maximum rotation.

All Vacancies. Should any office of the Association of Churches become vacant, the uncompleted term of that office shall be filled by an officer appointed by the Director of Missions and the Chairman as needed.
- e. Chairman
 - i. The Chairman shall preside over the meetings of the Association of Churches.
 - ii. The Chairman shall serve as Chairman of the Board of Directors.
 - iii. The Chairman shall serve as ex-officio member of committees/teams.
 - iv. The Chairman shall be authorized to appoint special committees/teams as needed to accomplish the ministry of the Association of Churches.
 - v. The Chairman shall, if deemed necessary appoint a Parliamentarian. The Parliamentarian shall serve as a procedural guide and judge during the Annual Meeting, utilizing Roberts Rules of Order as reference.
- f. Vice Chairman
 - i. The Vice Chairman shall preside over the meetings of the Association of Churches in the absence of the Chairman.
 - ii. The Vice Chairman shall become Chairman in the event of a vacancy in that office.
- g. Clerk
 - i. The Clerk shall keep accurate minutes of all business transacted by the Board of Directors during meetings and during the Annual Meeting.
 - ii. The Clerk shall maintain such minutes on file in the Association of Churches' office, available for review by members.
- h. Treasurer, Assistant Treasurer and The Ministry & Finance Coordinator
 - i. The Treasurer and Assistant Treasurer will be responsible for reviewing financial reports provided monthly by the Ministry & Finance Coordinator.
 - ii. The Treasurer will be responsible for reporting to the Board of Directors and the annual meeting of association churches a review of the Association of Churches finances at scheduled meetings.
 - iii. The Treasurer in conjunction with the Ministry & Finance Coordinator shall cause the financial reports and records of the Association of Churches to have an external financial review of financial records annually.
 - iv. The Treasurer shall chair the Finance Team and will serve as a member of the Finance Team along with the Ministry & Finance Coordinator.
 - v. The Ministry and Finance Coordinator, The Communications and Training Coordinator, the Treasurer and Assistant Treasurer of the Board of Directors may all serve as legal signers for the Association of Churches bank accounts, savings accounts, CD's and money market accounts. There must be a minimum of 2 signers on each account.

Section 4. Staff

- a. Director of Missions. The Director of Missions shall perform the duties of Chief Executive Officer/President of the Association of Churches. This position will come by recommendation of the Board of Directors and Voted on at the Association of Churches Annual Meeting or a special called Association meeting.
- b. Ministry & Finance Coordinator. The Ministry & Finance Coordinator shall perform the duties of Administration for
 - i. The Ministry & Finance Coordinator shall oversee the payroll of employees of the Association of Churches. The Ministry & Finance Coordinator will oversee the receipt and distribution of all funds to and from the Association of Churches to include but not limited to: invoices, requests and automated billing approved by authorized personnel. The Ministry & Finance Coordinator shall keep at all times an itemized account of all receipts and disbursements.
 - ii. The Ministry & Finance Coordinator shall be responsible for financial clerical duties to prepare a monthly, itemized report of the receipts and disbursements of the preceding month and distributing them either in paper form or electronically to the Finance Committee and BBA Staff Monthly and as requested.

- iii. The Ministry & Finance Coordinator in the absence of the Treasurer will be responsible for reporting to the Board of Directors and the annual meeting of association churches a review of the Association of Churches finances at scheduled meetings.
- iv. The Ministry & Finance Coordinator in conjunction with the Treasurer shall cause the financial reports and records of the Association of Churches to have an external financial review of financial records annually.
- v. The Financial Administrator shall serve as a member of the Finance Team along with the Treasurer and Assistant Treasurer.
- vi. Other staff positions as recommended by the Director of Missions and Ministerial staff as recommended by Personnel team and approved by the Board of Directors. All other administrative staff selected by the Director of Missions and Personnel Team.
- vii. The Ministry and Finance Coordinator, The Communications and Training Coordinator, and Treasurer and Assistant Treasurer of the Board may all serve as signers for the Association of Churches bank accounts, savings accounts, CD's and money market accounts. There must be a minimum of 2 signers on each account. In all cases the Ministry and Finance Coordinator, Communications and Training Coordinator, Treasurer and Assistant Treasurer of the Board shall act only on the stated authority of the Board of Directors of the Association of Churches
- c. Training & Communications Coordinator. The Training & Communications Coordinator will be responsible for the day to day running of the front office of Bell Baptist Associations as well as being the coordinator of all communications, training, social media and video needs of the Association.
 - i. Maintain all social media and advertising.
 - ii. Maintain all training videos; taping, editing, loading to sites or promotions.
 - iii. Receptionist duties as needed.
 - iv. Procure office supplies, kitchen supplies, event supplies and other items.
 - v. Maintain the Bell Baptist Association Missions Center: keep both kitchens clean & tidy; maintain all donations; organize supplies and materials.
 - vi. Assist with filing and other event planning and preparations as needed.
 - vii. Maintain all incoming and outgoing donations.
 - viii. The Ministry and Finance Coordinator, The Communications and Training Coordinator, Treasurer and Assistant Treasurer of the Board may all serve as signers for the Association of Churches bank accounts, savings accounts, CD's and money market accounts. There must be a minimum of 2 signers on each account. In all cases the Ministry and Finance Coordinator, Communications and Training Coordinator, and Treasurer of the Board shall act only on the stated authority of the Board of Directors of the Association of Churches.

ARTICLE V

Corporate Officers

The corporate officers of the Association of Churches shall be the President (Director of Missions), Chairman of the Board, Ministry & Finance Coordinator and the Communication & Training Coordinator.

ARTICLE VI

Financial Administration

Section 1: Financial Policies

- a. Financial procedures shall be consistent with an Association of Churches-approved Financial Policies and Procedures.
- b. Fiscal Year: The Fiscal year of the Association of Churches shall be the calendar year (January thru December).
- c. Special Gifts: Receipt of special or designated gifts will be dispersed in a manner which honors the Lord and is within the codes of the U.S. Internal Revenue Service and the intent of the giver.

Section 2: Financial Personnel

- a. The Director of Missions, with the advice and consent of the Treasurer, shall name a person or persons to be responsible for the administration of financial records and practices of the Association of Churches. Such titles as are appropriate shall be affixed to the positions and task descriptions shall be on file.
- b. All personnel shall be covered by Employee Theft and Forgery/Alteration Insurance Coverage at the expense of the Association of Churches.

ARTICLE VII
Records and Reports

The Association of Churches, through its agents designated by ARTICLE V, shall maintain records filed electronically and/or in printed form in the offices of the Association of Churches, to include, but not limited to:

- a. Membership rolls;
- b. Financial records;
- c. Minutes of Annual and Special Meetings of the Association of Churches, the Board of Directors, and other meetings of organizations and programs as deemed necessary.

ARTICLE VIII
Amendments to the Bylaws

Bylaws of the Association of Churches may be amended, repealed, or altered by a vote of two-thirds (2/3) of the messengers present and voting at any Annual or Special Called Meeting of the Association of Churches. Notice of specific recommendation to amend, repeal, or alter shall be made no less than fourteen (14) days prior to meeting for that purpose.

ARTICLE IX
Operation and Dissolution

The Association of Churches is organized and operated primarily for the purpose of engaging in religious worship or promoting the spiritual development or well being of individuals and member churches. It is to be operated in a way that does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain. The Association of Churches pledges its assets for use in performing the organization's religious functions. It directs that on discontinuance of the Association of Churches by dissolution, or otherwise, that after paying or making provision for the payment of all liabilities of the Association of Churches out of the assets of the Association of Churches, distribution of all the remaining assets of the Association of Churches shall be made to or for one or more exempt religious, charitable, or educational organizations or purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal code, which will be determined by association action and shall require a vote of at least two thirds (2/3) of the messengers present and voting at an Annual Meeting or Special Called Meeting.

CERTIFICATION

The undersigned, being the duly elected and qualified Administration Officer of the Corporation, hereby certifies that the Association of Churches duly adopted the foregoing Bylaws on the **18th day of October 2023.**

Signature

Ministry & Finance Coordinator

Kathleen Diaz

Typed/Printed Name