

**Constitution and Bylaws
of the General Baptist Council of Associations
of the General Association of General Baptists**

7/22/14

Preamble

The Council of Associations is to be the eyes, ears, head, and heart of the General Association of General Baptists to enable the most effective means of fulfilling God's will for the people of God called General Baptists.

Constitution

Article I - Name

The name of this organization shall be "The General Baptist Council of Associations, Inc."

Article II - Purpose

The purpose of this organization shall be to provide overall leadership and supervision in planning, implementing, coordinating, and evaluating the various ministries of the General Association of General Baptists.

Article III - Membership

The standards for membership of the Council of Associations are established by the General Association of General Baptists. (See Article IV, A of the bylaws of the General Association of General Baptists.)

A. Each local association of two or more churches reporting to the General Association of General Baptists shall elect for a three-calendar-year term its own representative(s) to serve on the Council of Associations. Representatives may serve two successive three-year terms. After a lapse of at least two years they will be eligible for re-election.

B. Each association may elect one representative per each 1,000 members or fraction thereof.

C. Membership on the Council of Associations will not transfer from one association to another.

D. The local association will be responsible for the expenses (travel, food, lodging) of its representative(s) to the meetings of the Council of Associations.

E. The local association shall exercise discretion in the election of its representatives in situations that could be construed as conflict of interest, or nepotism (i.e., employees of denominational ministries or agencies, close relatives, etc.).

F. The local association shall elect first and second alternates and empower them to vote in the absence of the representative. The alternates' representation will be limited to the Council of Associations meetings and will not include service on boards and committees.

G. The moderator of the General Association shall be an ex officio member of the Council of Associations.

Article IV – Objectives

The Council of Associations functions to allow the people of the General Baptist denomination a more direct participation in planning, implementing, and managing various ministries to which God has called General Baptists.

A. The Council of Associations will receive assignments and direction from the General Association.

B. The Council of Associations will assess the needs of the local churches and associations for an outreach ministry and shall communicate these needs to the Leadership Team and others responsible for denominational planning.

C. The Council of Associations shall function as the communication channel among the local church, local association, and the General Association.

D. The Council of Associations shall evaluate the various ministries of the denomination and shall convey to the Leadership Team its findings and recommendations, and shall likewise include such findings in its report to the General Association.

E. The Council of Associations shall be empowered to act in behalf of the General Association when the General Association is not in session on matters that are of an emergency nature and that are not otherwise covered in the constitution and bylaws of the General Association of General Baptists. All such action shall be reported to the General Association in its next regular session.

Article V - Authority

The Council of Associations shall be the legal parent corporation of the General Association of General Baptists with vested powers of a deliberative body. Its powers shall be defined by and always subordinate to the body known as the General Association of General Baptists whose delegates to the annual meeting shall be members of the corporation. (See Article IV, E above.)

A. The General Association will establish the standards for membership on the Council of Associations. (See Article IV, A of the bylaws of the General Association of General Baptists.)

B. The Council of Associations shall receive direction from the General Association at its annual meeting. Such direction may include mission objectives, hearing comprehensive evaluations of each ministry, and approving budgets.

C. The Council of Associations is authorized by the General Association of General Baptists to elect the 24-member Executive Council. Nominations for members of the Executive Council shall be made by each local association's representative(s) at the first meeting of the Council of Associations of each calendar year.

D. The Council of Associations, in consultation with the members of the Leadership Team, shall coordinate the annual reporting to the General Association regarding progress and plans of the various ministries.

Article VI - Officers, Election, and Duties

The Council of Associations, Inc., shall elect a president and a secretary; the council shall also elect a chairperson and a vice chairperson. Such elections shall be done at the first regular meeting following the General Association.

A. The officers of the corporation shall be:

1. **President:** The executive director of the denomination shall serve as president of the corporation with the usual and specific powers authorized by the Council of Associations and

common to such office. In the event the office of the executive director is vacant or the executive director is unable or unwilling to fulfill designated responsibilities, the Executive Council upon recommendation of the Personnel Committee shall appoint an Interim Executive Director who shall serve as president of the corporation until a successor is named or the issue is resolved.

2. **Secretary:** A staff person shall be nominated by the executive director to be elected by the council to serve as secretary of the corporation. The secretary shall keep accurate corporate records of meetings, action, etc., of the Council of Associations and shall have the usual and assigned responsibilities common to such office.

B. For the sake of its operational responsibilities the council shall consider the nominations of the Nominating Committee and elect the following:

1. **Chairperson:** The council shall annually elect one of the members as chairperson. The chairperson shall preside as convenor and moderator of all meetings of the Council of Associations, and in general shall perform and fulfill all services incidental to the office, and such other services as may be prescribed by the Council of Associations.

2. **Vice Chairperson:** The council shall annually elect one of its members as vice chairperson. The vice chairperson shall serve in the absence of the chairperson or in prevailing circumstances that would preclude the chairperson from serving. The vice chairperson shall perform such other services that may be prescribed or assigned by the chairperson of the Council of Associations.

Article VII - Distribution of Assets

In the event that the Council of Associations be dissolved or for any reason cease to function, whether it be by the expressed will of the General Association of General Baptists or by operation of law, the assets of the Council of Associations shall be conveyed to and become the property of such legal successors as established by the General Association of General Baptists and in compliance with Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VIII - Amendments and Alterations

Any article in the constitution may be altered or amended, or articles may be added to the constitution, by an affirmative vote of two-thirds of the members present and voting at any regular meeting of the Council of Associations, provided the proposed amendments or additions shall have been presented at the last regular meeting, approved by the majority vote of the council, and incorporated in the printed minutes of that session. All alterations and amendments must also be approved by a two-thirds majority of the delegates present and voting at the next annual meeting of the General Association of General Baptists. This constitution can also be altered and amended by a two-thirds majority of the delegates voting at the annual meeting of the General Association of General Baptists.

Bylaws

Article I - Meetings

The council shall establish two regular meeting dates each year and shall be subject to called meetings. A quorum shall be constituted when a majority of all representatives registered with the office of the executive director are present.

Article II - Parliamentary Procedure

The latest edition of *Robert's Rules of Order, Newly Revised* shall be the manual of parliamentary practice for the guidance of the Council of Associations in all matters of procedure not set forth in its bylaws insofar as it applies to religious meetings.

Article III - Committees

Committees shall be established as needed to carry out the purpose of the Council of Associations. All standing committee members shall be elected for a three-year term and, as near as is possible, with one-third rotating off each year.

The **Nominating Committee** shall be elected from the members of the Council of Associations who are not elected to the Executive Council. The Nominating Committee shall serve the Council of Associations and provide nominations for (1) the officers of the Council of Associations, (2) the committees of the Council of Associations, and (3) the corporate directors of the Basic Ministries. The nominations for members of the Executive Council shall be made by the representative(s) of each local association (see Article IV, A below). The Executive Council shall nominate and elect its own officers.

Article IV - Executive Council

The Council of Associations is authorized by the General Association of General Baptists to elect an Executive Council from among the members of the Council of Associations. The Executive Council shall consist of 24 members and shall serve as the board of directors of the parent corporation. There shall be no more than one member of the Executive Council from any one association. The expenses of those serving on the Executive Council will be paid out of the denomination's Unified Giving prior to its breakdown into ministry allocations.

A. Each association shall have the privilege of one nominee from which the 24 members of the Executive Council shall be selected. Those from associations with multiple representatives shall select the one to be nominated and the same shall apply to fulfilling unexpired terms.

B. The **Executive Council** shall elect its officers and organize itself with necessary standing committees, which shall be approved by the Council of Associations.

1. The **Executive Committee** shall be comprised of the chairperson, vice chairperson, one member-at-large elected by the Executive Council, and chairpersons of all standing committees, with the chairperson of the Council of Associations and executive director as ex officio.

The committee shall have and exercise the authority of the board of directors in the management of the business affairs of the corporation, together with the power to authorize the

seal of the corporation to be affixed to all papers that may require it; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon the board or individual director by law.

2. The **Personnel Committee** shall be comprised of seven members elected by the Executive Council to guide the search process for the executive director and for the directors of the ministry departments who are subject to the direction of the executive director. The Personnel Committee shall conduct annual and periodic evaluations of staff, and shall negotiate in conflict situations, and shall assume any other duties specified in the job description approved by the Council of Associations.

3. The **Budget Committee** shall be comprised of seven members of the Executive Council to study the budget proposed by the Leadership Team and prepare a recommendation for the Council of Associations' approval. The Budget Committee shall assume any other responsibilities specified in the job description approved by the Council of Associations.

Article V - The Office of Executive Director and the Leadership Team

A. The **executive director** shall be nominated by the Personnel Committee of the Executive Council, selected by the Executive Council, approved by the Council of Associations, and elected by the delegates of the General Association.

The duties of the executive director shall be:

1. To be the chief executive officer of the General Association.
2. To report to the Executive Council.
3. To work with the Personnel Committee in the appointment of ministry directors.
4. To strive to establish and maintain strong relationships with the Council of Associations relative to orientation and training the council, vision, long-range planning, denominational missions, and programs.
5. To serve as chairperson of the Leadership Team providing leadership for the ministry departments as the partner-in-charge.
6. To coordinate all communication to the denomination and the necessary ongoing research related to the denomination's progress and future plans.
7. To perform all other duties as specified by the job description approved by the Council of Associations via the Executive Council.

B. The **Leadership Team** shall be comprised of the executive director, the Basic Ministry directors, and leaders of the Institutional Ministries as indicated in Article VI, B6 of the bylaws. The functions of the Leadership Team shall be:

1. To function in a partnership role with the executive director, the partner-in-charge.
2. To function as a planning, leadership/management body for the General Association of General Baptists.
3. To study, coordinate, and implement the goals, purposes, objectives, and directives of the General Association of General Baptists.
4. To plan, implement, coordinate, and promote the unified work of evangelism. (See Article VIII, A of the bylaws of the General Association of General Baptists.)
5. To study and coordinate the ministry of each department to maximize the efficiency and effectiveness of the total ministry of the association.

6. To submit future goals and objectives along with suggested methods and strategies for attainment of goals and objectives (in conjunction with the Council of Associations).

7. To work closely with each subsidiary corporation and the unincorporated support groups of the General Association to ensure that each is organized and assigned specific functions relative to the overall purpose of the General Association.

C. Leaders of the Institutional Ministries will be involved in the work of the Leadership Team as specified in Article VI, B6 of the bylaws.

Article VI - Ministries

Ministries may be established when deemed necessary by the council and approved by the delegates of the General Association at its annual meeting. The council through the Personnel Committee of the Executive Council is authorized to consolidate temporarily the oversight and management of any of the Basic Ministries in order to assure that the ministries and services are provided and that adequate supervision is in place. Any permanent consolidation of departments will be subject to the approval of the delegates of the General Association at its annual meeting.

Ministries of the General Association of General Baptists shall be in two classifications: (A) Basic Ministries and (B) Institutional Ministries. Each shall be integral parts of the total ministry and shall have guidelines and/or a constitution and bylaws, which define specific functions. All such guidelines and constitution bylaws shall be approved by the General Association of General Baptists.

A. Basic Ministries shall be those that relate directly to fulfilling the Great Commission of Jesus Christ through equipping Christians in the local church and challenging them to become actively involved in the mission and purpose of the Church. Included herein are International Missions, National Missions, Congregational Ministries, Pastoral Ministries, Administrative/Financial Services, and the Support Services of Men In Missions, and Women's Ministries.

Some of these may need to be incorporated for legal and functional purposes, but these corporations shall be limited to specific areas of function and shall be accountable to the Leadership Team in all areas of planning, budgeting, and implementing programs. Such corporations shall maintain the minimum number of officers and directors allowed by law, or in compliance with the constitution and bylaws of the General Association of General Baptists (General Association Constitution, Article X, C) or the Council of Associations. The Council of Associations in conjunction with the Leadership Team shall study the various ministries of Article VI of the bylaws and determine which departments need corporate status. All corporate directors, except for the Women's Ministries Board, shall be nominated by the Nominating Committee of the Council of Associations from the membership of the Council of Associations and shall be subject to established policies pertaining to length of service, rotation, etc.

Each Basic Ministry, when established, and as long as they exist, will have a director. The executive director, in consultation with the Personnel Committee of the Executive Council, will nominate individuals for the director of ministry positions to be presented to the Executive Council for approval. These nominations shall be approved by the Council of Associations. For the election of the director of Men In Missions see Article VI, 6D of the bylaws and the director of Women's Ministries see Article VI, 7E of the bylaws.

The Basic Ministries may be, but shall not be limited to:

1. **International Missions.** The ministry of International Missions shall be to initiate and implement the mission work outside the boundaries of the continental United States and to promote the work within the denomination.

2. **National Missions.** The ministry of National Missions shall be to initiate and implement outreach programs for church planting, church extension, and evangelism within the boundaries of the continental United States and to promote such work within the denomination.

3. **Congregational Ministries.** Congregational Ministries shall include the ministry programs such as (but not limited to) stewardship program including developing the programs respecting the needs of General Baptist families in estate and financial planning, church renewal, youth, family, and seniors. Congregational Ministries shall function as a response system to the congregations through the Council of Associations. As such, its mission objectives shall be determined by the congregations. The director will be authorized to work with the other ministries and Support Services to plan and offer systematic responses to the congregations.

4. **Pastoral Ministries.** The Pastoral Ministries shall develop and implement services and programs that are directly related to the concerns and needs of ministers and their families related to the following areas: ministerial care and support, ministerial training, networking resource between ministers and churches, and negotiating in conflict situations.

5. **Administrative/Financial Services.** The services provided through this department will include the management of such funds as the Ministers' Retirement Fund and the General Baptist Foundation. This department will also provide administrative services to the ministries, general office operations, centralized accounting, and other services determined by the Leadership Team.

6. **Support Services – Men In Missions Board.** The ministry of the Men In Missions Board shall be to support the mission outreach of the denomination promoting mission emphasis for men and boys.

a. The Men In Missions Conference will govern and give direction to the Men In Missions Board, electing the members and officers of the board. The board members and the officers will be presented at the General Association for confirmation.

b. The Men In Missions Board generally shall raise its own support. Any request for other funds will be made through the Leadership Team to the Budget Committee of the Executive Council.

c. The Men In Missions Board will plan, organize, and implement its own programs and ministries.

d. The director of the Men In Missions Board is elected by the Men In Missions Board and Conference, subject to the approval of the General Association of General Baptists.

e. The Director of the Men In Missions Board shall be a member of the Leadership Team. He will be accountable to them and to the executive director, but will be ultimately accountable to the Men In Missions Board, which will conduct an annual evaluation of his ministry.

7. **Support Services - Women's Ministries Board.** The ministry of the Women's Ministries Board shall be to support the missions outreach of the denomination and promote missions education emphasis among women, youth, and children. The Women's Ministries Board shall develop and implement ministry programs for women.

a. The Women's Ministries Board functions in a unique relationship with the Women's Conference, which elects its board members and makes decisions regarding the disbursement of the funds raised by the Women's Missionary Societies of the local churches.

b. The Women's Ministries Board generally raises all of its financial support and makes significant contributions to mission work at home and abroad. Any request for other funds will be made through the Leadership Team to the Budget Committee of the Executive Council.

c. The conference will govern and give direction to the Women's Ministries Board, electing the members and officers of the Women's Ministries Board. The board members and the officers will be presented at the General Association for approval.

d. The Women's Ministries Board will plan, organize, and implement its own programs and ministries and will receive and manage its own income and contributions from the Love Gift and the World Missions Endowment.

e. The director of Women's Ministries is appointed by the Women's Ministries Board, elected at the Women's Conference, and presented to the General Association for confirmation.

f. The director of Women's Ministries shall be a member of the Leadership Team. She will be accountable to them and to the executive director, but will be ultimately accountable to the Women's Ministries Board, which will conduct an annual evaluation of her ministry.

B) The Institutional Ministries Shall Be:

Institutional Ministries shall be those General Baptist institutions that function to aid, assist, and support Basic Ministries in their efforts to build up God's Kingdom through the Church. A regular memo of understanding shall define the specific ways each institution performs these functions.

Each Institutional Ministry may be incorporated, and shall remain accountable to the General Association of General Baptists through its Council of Associations. These might include but not be limited to institutions of higher education, health care ministries, adoption and family service ministries, financial service agencies, and publishing/printing houses.

1. Institutional Ministry boards may function as subsidiary corporations to the parent corporation. In order to prevent a duplication of services, formal working agreements will be negotiated between the Institutional Ministries and ministry departments regarding the funds or services provided to General Baptist people.

2. Board members serving the Institutional Ministries elected at the annual meeting of the General Association shall be responsible to and report to the General Association through the Executive Council of the Council of Associations and remain in a communication relationship with the executive director as detailed in the memo of understanding.

3. Articles of incorporation and constitutions and bylaws, including all future amendments and changes, shall be disclosed to the Council of Associations prior to ratifying the memorandum of understanding. The delegates to the annual meeting of the General Association of General Baptists shall review these memoranda as part of the annual report of the Council of Associations.

4. Corporate officers and directors shall be nominated by the respective ministries in compliance with denominational policy.

5. The Institutional Ministry corporate directors will select and employ their directors, president, and health care administrators.

6. Directors, presidents, and administrators of the Institutional Ministries will function as a part of the Leadership Team at the invitation of the executive director as follows:

- a. The long-range planning and visioning sessions.
- b. Meetings where issues are being discussed, reports are being coordinated, and decisions are being made that relate to their ministries.
- c. When the Basic Ministries and service units are developing contractual or other agreements related to joint or contracted ventures aimed at meeting needs of the General Baptist people at large.
- d. Meetings when the expertise of the leadership of Institutional Ministries may be needed.

Article VII - Resource Networks

Basic Ministry departments may be supported by resource networks providing planning, assistance, and consultation.

The resource networks will not be constituted as standing committees, but as departmental task forces called into action by the executive director when particular expertise and experience are needed. The participation of persons in a resource network will generally be short term and limited to the duration of a specific study or project. If the ministry is incorporated, the corporate directors may serve as the resource network, but remain accountable to the Leadership Team.

Article VIII - Funding

The Budget Committee as established in Article IV, B3 of the bylaws shall serve both the Executive Council and the Council of Associations.

A. The Leadership Team shall study the total program and submit a proposal for the Unified Giving allocations to the Council of Associations through the Executive Council for the council's approval and shall be submitted to the annual meeting of the General Association of General Baptists for adoption.

B. All designated funds shall be applied as stipulated by the donor. All profits earned from foundations and endowments shall be applied to ministries as stipulated or, where no definite stipulation is made, the Budget Committee shall recommend allocations through the Executive Council to the Council of Associations.

C. All profits earned from foundation and endowment gifts shall be applied to ministries as stipulated by the donor. Where no designations are made, distribution shall be in accordance with Article IV, 4.02 Distribution of Funds of the bylaws of the General Baptist Foundation. (See GA Bylaws VII.) The Ministers' Retirement Fund profits shall be prorated and credited to the accounts of the participants.

Article IX - Reporting

The Council of Associations in consultation with the members of the Leadership Team shall coordinate the annual reporting to the General Association regarding the progress and plans of the Basic and Institutional Ministries.

Article X – Amendments

These bylaws may be amended by a two-thirds majority vote of the members present and voting at any regular meeting of the Council of Associations, subject to final approval by a simple majority of the delegates present and voting at the next annual meeting of the General Association of General Baptists.