

San Diego Southern Baptist Association

BYLAWS

ARTICLE I— NAME

1.01 This organization is incorporated under the laws of the State of California, and operates under a charter granted by the State of California as a non-profit organization. The name of this corporation is the San Diego Southern Baptist Association. Hereinafter in these Bylaws, the corporation may be referred to as “Association” or “SDSBA”

1.02 This Association cooperates voluntarily with the California Southern Baptist Convention, the Southern Baptist Convention, and other ministries and mission agencies where possible in the promotion of mutual interests.

1.03 This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

1.04 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE II — MISSION STATEMENT

2.01 The mission of this Association is to assist churches in fulfilling the Great Commission and the Great Commandment.

ARTICLE III — MEMBERSHIP AND ANNUAL MEETING

3.01 Affiliation – This Association shall be composed of such Baptist churches cooperating with and contributing financially to carry out the mission and purpose of this body. To be deemed a voting qualified church, a church must have financially contributed throughout the previous calendar year.

3.02 Messengers to the Annual Meeting – Each church within the Association that averages one hundred (100) or less (in average attendance) shall be entitled to four (4) messengers with one (1) additional messenger for every additional fifty (50) in average attendance, with a maximum of ten (10) messengers. Messengers to the Association’s Annual Meeting shall be elected by the churches cooperating with and contributing financially to the work of this Association throughout the preceding Association year, according to the provisions of 3.01. All Association churches may attend annual and special meetings even if they do not qualify for voting messengers in that calendar year.

3.03 Non-Cooperating Church: A church will be deemed “non-cooperating” if it fails to meet the criteria of 3.01. The church will still be considered a non-cooperating member of the Association, yet will forfeit the ability to send messengers, serve on committees, task forces, etc., or host Associational functions. It should also be noted that cooperating churches will be given priority in regards to Associational ministries, resources, and when the Association is asked to engage related ministry partners.

3.04 Agenda consideration - Any member of a voting-qualified church (see 3.01) may present to the Executive Board in writing an item (including a nomination to the Executive Board) to be placed on the agenda for consideration at the Annual Meeting. Nominees will be consulted and vetted by the Administrative Committee before the Annual Meeting. The item must be submitted no later than thirty (30) days prior to the last regular Executive Board meeting prior to the Annual Meeting. After review by the Executive Board upon submission, all motions that comply with Association Bylaws, policies, and parliamentary procedure shall be placed on the agenda for consideration at the Annual Meeting. Further, to be considered on the floor of the Annual Meeting, the individual submitting the approved motion must be a messenger to the Annual Meeting, must be present at the meeting, and must formally present the motion to the body, and it must receive a second.

ARTICLE IV — ADMISSION OF CHURCHES

4.01 A church desiring admission into the fellowship of this Association shall make application for such membership by petitionary letter.

4.02 When a petitioning church makes application, the church leadership shall meet with the Director of Missions, or a member of the Administrative Council, for the purpose of reviewing the church’s credentials. Based upon this review, the Administrative Council shall bring a recommendation to the Executive Board.

4.03 The Executive Board by three-fourths (3/4) majority vote can approve the church for membership into the SDSBA

4.04 Newly-affiliated churches, as well as existing churches, shall be in agreement in faith and practice with *The Baptist Faith and Message* most recently adopted by the Southern Baptist Convention. The church will also be asked to provide the Association copies of their corporate and governing documents.

ARTICLE V — AUTHORITY

5.01 The principles of Christian conduct and belief as taught in the Bible shall govern the meetings, ministries, and relationships of this Association. All meetings of the Association, its Executive Board, or its Administrative Council shall be conducted as “open” meetings, except where executive session is required for personnel or litigation matters.

5.02 This Association is a cooperative body, and shall never exercise any ecclesiastical authority over any church, but shall always cheerfully recognize the independence of the churches. In those churches in which the SDSBA is named in legal documents and/or enlisted in writing to assist member churches, the Association shall carry out the churches’ requests as the Association deems appropriate.

5.03 While the Association does not assume any authority over any church, it does reserve the right to withdraw membership from any church, which acts in non-accordance in faith and practice. This shall be done by a three-fourths (3/4) majority vote of the Executive Board after a fair hearing under the direction of the Executive Board.

5.04 The Bible is the sole authority upon which all doctrinal issues are settled. *The Baptist Faith and Message* as adopted by the Southern Baptist Convention, is a reference in these matters.

5.05 The members of the Association are the churches. The Association officers and staff relate officially to all of the elected officers, elders, ministerial staff, and deacons of each member church. All requests for official assistance made to the Association must come in writing from a church leader as identified above.

5.06 The latest revised edition of *Robert's Rules of Order* shall govern parliamentary procedure in annual, special, and Executive Board meetings.

ARTICLE VI — FELLOWSHIP ISSUES

6.01 The Bible is the highest standard for faith and practice in the San Diego Southern Baptist Association. As such, biblical teachings regarding fellowship issues within the Association shall be determinative. This article is in no way to hinder the free exchange of debate, ideas, and expressions of opinion.

6.02 When the Executive Board determines that an individual church violates the teachings of Scripture and thus creates a fellowship issue within the Association, the Executive Board shall take the lead to seek to restore fellowship. This may involve the biblical processes of reconciliation.

6.03 Should a church fail to respond positively to the reconciliation process (6.02), action may be taken. The church may be declared by the Executive Board to be “out of fellowship” with the Association.

- (1) Until acceptable corrective steps are taken by the church, it may not be represented on the Executive Board or Administrative Council.
- (2) The church cannot have messengers seated at the Annual Meeting, or special business meeting, of the Association.
- (3) The church may be subject to removal from the Association by a three-fourths (3/4) vote of the Executive Board

The Executive Board shall report to the Annual Meeting of the Association any declaration made of a church to be “out of fellowship.” The Association at the Annual Meeting may overturn any such declaration of the Executive Board by three-fourths (3/4) majority vote.

6.04 Upon reconciliation of the church the Executive Board may vote to restore the church to fellowship in the Association. The Executive Board may at its discretion provide for a probationary period during which biblical conditions of reconciliation may be proven.

6.05 Fellowship issues may be taken into account by the Association at the Annual Meeting (or special meeting) as cause for sustaining a challenge to the seating of any messenger. In the case of such a successful challenge, the messenger(s) shall not be seated, and the matter shall be referred to the Executive Board to initiate a process of restoration (6.02).

ARTICLE VII — EXECUTIVE BOARD

7.01 The Executive Board shall function as the Association *ad interim*. As such, the Executive Board shall transact any and all business of the Association during the recess between Annual Meetings, providing nothing is done by the board contrary to the bylaws or the express will of the Association in its business meetings.

7.02 The Executive Board shall consist of the Director of Missions, the elected officers of the Association as defined in article 9.02, and ten (10) at-large members. The at-large members shall be nominated by the Director of Missions/Administrative Council with the approval of the Pastor of the church being represented. No two at-large members may come from the same church. Members shall serve three-year terms, and must wait one year before being eligible for re-election.

7.03 An Executive Board member who fails to attend at least one Board meeting during a year shall automatically forfeit his or her place on the Board, and a replacement shall be nominated at the next Annual Meeting. The replacement shall serve for the remainder of the term.

7.04 Any cooperating church may notify the Moderator (Sec. 9.02) in advance of its intention to send an observer to the Executive Board meeting. Only Board members may vote and only Board members shall count toward the quorum. (Article 7.06)

7.05 The Board shall meet a minimum of three times a year as calendared by the Administrative Council, or more frequently should the Executive Director of Missions, Moderator, or the Executive Board itself determine a need.

7.06 The quorum for the transaction of business in a duly called meeting shall consist of one-third (1/3) of the members of the Executive Board who have agreed to serve.

7.07 The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

7.08 Any action that may be taken by the Executive Board at a meeting may be taken without a meeting if proper notification and information is provided. Consent by electronic mail from confirmed email addresses of Board members shall be deemed as satisfying this requirement, as long as a quorum has been satisfied.

7.09 The Executive Board may publish to the churches a report following each of its meetings, and shall make an annual report at the Annual Meeting of the Association summarizing all work done, with such recommendations and suggestions as the Board may deem necessary. The Moderator in conjunction with the Executive Director of Missions shall be responsible for these reports.

ARTICLE VIII — ADMINISTRATIVE COUNCIL

8.01 The Administrative Council shall be composed of the Director of Missions, the elected officers (sec.9.02), and two at-large members nominated by the Administrative Council and confirmed by the Executive Board. The terms for the at-large members shall be identical to the terms for the officers.

8.02 The Administrative Council shall function as the Executive Board *ad interim*. When functioning in this capacity, the quorum for transaction of business shall consist of Two-thirds (2/3) of the members of the Council.

8.03 The Administrative Council shall coordinate the work of the Association between Executive Board meetings, and will be responsible for the committee work associated with:

- credentials
- nominations
- calendar
- budget and finance
- personnel

8.04 In relationship to the budget, the Administrative Council recommends proposals to the Executive Board, which shall have the authority to take appropriate action in each instance.

8.05 The Administrative Council shall have the authority to recruit assistance from outside the Council for any of the functions outlined in paragraph 8.03. Such assistance shall be considered of a “task force” nature, for a limited purpose and period of time, and shall dissolve when the task is completed.

8.06 The Director of Missions or in his absence the Moderator shall chair the Council.

8.07 All actions of the Administrative Council shall be reported to the Executive Board or the Annual Meeting, whichever follows the Council meeting, with the exception of personnel matters which require executive session for purpose of confidentiality.

8.08 The Administrative Council will meet at least three times a year. The Director of Missions or Moderator may call additional meetings as either of them deems necessary.

8.09 Any action that may be taken by the Executive Board at a meeting may be taken without a meeting if proper notification and information is provided. Consent by electronic mail from confirmed email addresses of Board members shall be deemed as satisfying this requirement, as long as a quorum has been satisfied.

ARTICLE IX — OFFICERS AND DIRECTORS

9.01 The Officers shall be the directors of the corporation, as that term is used in the California Non-profit Corporation Code. The officers of the Association shall be the officers of the corporation.

9.02 The officers and their duties are as follows:

- **Moderator** Serves as president of the corporation (or Board of Directors) The Moderator presides in annual and special meetings of the Association, and in the sessions of the Executive Board. The Moderator works with and assists the Director of Missions in giving general leadership to the work of the Association. The Moderator will serve as interim president if the Director of Missions is unable to fulfill his duties.
- **Vice Moderator** serves as vice president of the corporation (or board of directors). The Vice Moderator fulfills the responsibilities of Moderator in the Moderator's absence or disability, and shall succeed to that office should the Moderator resign or leave the Association prior to the end of his or her term of office.
- **Treasurer** is the chief financial officer of the corporation (or board of directors). The Treasurer oversees the receiving and paying out all monies of the Association, according to the instructions and policies of the Association.

- **Clerk** is the secretary of the corporation (or board of directors). The clerk keeps and reports accurate minutes of all meetings of the Association, its Executive Board, and its Administrative Council. The Clerk shall prepare the reports of Executive Board activity as delineated in section 8.07 above. The Administrative Council retains the right to determine if the clerk is a voting or non-voting member of the Administrative Committee.

9.03 The activities and affairs of this Association shall be conducted and its powers shall be exercised as allocated in these bylaws.

9.04 The function of the president and secretary of the corporation shall be to sign such instruments, and only such instruments, as are necessary or advisable in the name of, on behalf of, and at the direction of the Association or its Executive Board. The directors shall take such actions and execute such documents as are necessary and advisable to accomplish the purpose of any matter which is authorized or approved by the Association or its Executive Board and which concerns any real, personal, or intangible property.

9.05 All officers shall be members in good standing of cooperating member churches of the San Diego Southern Baptist Association of Churches. Should an officer's church fail to maintain full fellowship in the Association, the office he holds may be vacated.

ARTICLE X — DIRECTOR OF MISSIONS

10.01 The Director of Missions (DOM) shall be the chief administrative officer of the Association. The DOM shall supervise the work of the Association. The DOM shall be a member of the Executive Board and the Administrative Council, and the DOM shall be an ex-officio member of all ministry teams, committees, and task forces of the Association.

10.02 The Director of Missions shall chair the Administrative Council.

10.03 The Director of Missions shall manage the Association office, including recruitment, evaluation, supervision and any necessary termination within the employment policies of the Association.

10.04 The Administrative Council shall address any issue brought before it concerning the performance of the Director of Missions. The Director of Missions shall recuse himself and the Moderator shall preside over these sessions. The Administrative Council shall seek to resolve the issue according to Christian principles. If the issue cannot be resolved by the Administrative Council, the matter shall be referred to the Executive Board for further review and action. The Executive Board may at its sole discretion provide for a probationary period of up to six months for the Director of Missions to correct the concern. Failure to satisfactorily address the concern may result in a vote to dismiss the Director of Missions. Such an action shall require a Three-Fourths (3/4) affirmative vote of the Executive Board members present and voting in a regular or special meeting of the Board.

10.05 Except in instances of gross misconduct by the dismissed Director of Missions, the Association will compensate the Director of Missions with a sum equal to at least three months of his usual compensation. The termination shall be immediate, and the compensation shall be rendered in one sum paid not more than thirty (30) days from the Association's action, or in three equal installments paid at thirty (30) day intervals, beginning not more than thirty (30) days from the Association's action.

10.06 Whenever a vacancy shall occur in the position of Director of Missions the Executive Board shall nominate and elect from the Association a Director Search Committee to screen candidates and bring a recommendation for the election of a new Director of Missions. Membership on the Director Search Committee shall not be limited to members of the Executive Board, but all members shall be members in good standing of cooperating churches. No employee of the Association shall serve on the committee. The number of members on the Director Search Committee shall be determined by the Executive Board, but shall not be less than eight nor more than fifteen. The Director Search Committee shall bring its recommendation to the Association in annual or special meeting. A seventy-five per cent majority favorable vote shall be required for the election of a candidate as Director of Missions.

ARTICLE XI — CONFLICTS OF INTEREST

11.01 Conflict defined. A conflict of interest may exist when any director, officer, Executive Board member, committee member or staff member may be seen as having interests that are adverse to or in potential conflict with the interests of this corporation.

11.02 Disclosure required. Any conflict of interest shall be disclosed to the officers, Executive Board and/or committee members by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Association, the interested person shall call it to the attention of the officers, Executive Board or the appropriate committee and such person shall not vote on the matter; provided however, any person disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Executive Board or other committees of the Association.

11.03 Absence from discussion. The person having the conflict shall not participate in the decision at all regarding the matter under consideration.

11.04 Minutes. The minutes of the meeting of the Executive Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a majority vote, excluding the vote of the person concerning whose situation the doubt has arisen.

11.05. Annual review. A copy of this conflict of interest statement shall be furnished to each director, officer, Executive Board member, and staff member who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed periodically for the information and guidance of directors, officers, Executive Board members, and staff members. Any new directors, officers, Executive Board members, or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XII— NOMINATIONS AND ELECTIONS

12.01 The election of officers and the Executive Board members shall take place at the Annual Meeting. The Administrative Council shall bring nominations before the Association for all positions. The Association year shall be the calendar year, except that officers shall take office at the conclusion of the Annual Meeting at which they are elected. The term for Executive Board members shall begin with the Association year.

12.02 The Association (or its Executive Board, in case of mid-year replacement) may choose to elect someone other than the person nominated by the Administrative Council.

12.03 The officers shall serve for a term of one year, and shall be eligible for reelection.

12.04 In the event of a vacancy in the office of the Moderator, the Vice Moderator shall complete the term of the Moderator. The Executive Board shall nominate and elect from the floor a new Vice Moderator. All other mid-year vacancies shall be filled by nomination by Administrative Council to the Executive Board for election.

ARTICLE XIII— SPECIAL COMMITTEES AND TASK FORCES

13.01 The Director of Missions or the Moderator may appoint committees to perform specific functions not otherwise provided for in these Bylaws and not in conflict therein.

13.02 The Administrative Council and the Executive Board may appoint a task force to perform specific functions related to their areas of concern.

13.03 Special committees and task forces are to be appointed for a specific purpose, for a specific period of time, and are to dissolve upon the completion of their task or term of appointment. They may be terminated sooner at the discretion of the office or body that made the appointment.

ARTICLE XIV — PROPERTY

14.01 The Association shall have the right to own, operate and dispose of property.

14.02 All equipment purchased by the Association shall be the property of the Association. An up-to-date inventory shall be kept of said property at all times. The Director of Missions shall supervise the keeping of all records.

ARTICLE XV — AMENDMENTS

These Bylaws may be amended by a three-fourths majority vote of the messengers present and voting in Annual Meeting or in a special meeting called for that purpose. The proposed amendment shall be submitted at least six months prior to the Annual Meeting during any Executive Board session. Executive Board observers, as well as members, shall have the right to place amendments before the Association during Executive Board session. The Executive Board reserves the right to express its official position on any amendment presented to the Association.

Adopted 5/21/2019

Moderator



Date

7/9/19

Clerk



Date

7/9/19