

Constitution and Bylaws of the Mid-South Baptist Association ***Revised November 2019***

ARTICLE 1 - NAME

The name will be the Mid-South Baptist Association.

ARTICLE 2 - PURPOSE

The purpose of the Mid-South Baptist Association is: inspiring and connecting diverse churches to advance God's Kingdom in the 901 and beyond.

ARTICLE 3 - AUTHORITY

This Association is independent and sovereign in itself, and respects the autonomy of the local congregation. This Association has no authority or ecclesiastical jurisdiction over any church. It will be the responsibility of the Association to be available for fraternal counsel when requested. The Association retains the right to withdraw fellowship from any church which persists in practices contrary to the purpose and doctrinal statements of the Association.

ARTICLE 4 – AFFILIATION

Section 1. Definition: The Association is a cooperative fellowship of Southern Baptist churches in harmony and cooperating with the purposes and practices of the church, as set forth in Holy Scripture, and the purposes and practices of the Association, as set forth in the *Constitution* and *Bylaws* of the Association. The Association, when assembled as an independent and autonomous body, consists of cooperating member churches in accordance with the *Constitution* and *Bylaws* of the Association.

Section 2. Recognition of Churches: Churches desiring affiliation with the Association shall follow the process as specified in the *Bylaws*.

Section 3. Qualifications for Membership:

- A. Churches shall be scriptural in belief and practice.
- B. Churches shall have doctrines and practices that agree with the most recently adopted *Baptist Faith and Message* statement of the Southern Baptist Convention.
- C. Churches shall not knowingly take action to affirm, approve, or endorse immorality, adultery, or homosexual behavior, or any other such behavior that is perversion of sexual expression according to biblical standards (*See Article 6 below*).
- D. Churches shall embrace and support the purpose statement of the Association.
- E. Churches shall be encouraged to affiliate with a Southern Baptist State Convention.

Section 4. Responsibilities of Membership:

Member churches of the Association will be responsible to support the cooperative work of the Association. A member church will:

- A. Keep the Association updated on its status.
- B. Contribute monthly, quarterly, or annually of undesignated receipts to the work of the Association.
- C. Send representatives to Executive Board meetings of the Association.

Section 5. Removal of Membership: The Association reserves the right to withdraw membership or affiliation from any church or mission that ceases to be in conformity with the doctrine, policy and practice of the Association, as expressed in the current *Baptist Faith and Message*, this *Constitution* and the *Bylaws*. Such action is to be taken with care and concern for both the Association and the church. Procedures for removal and reinstatement are as specified in the *Bylaws*.

ARTICLE 5 – GOVERNANCE

Section 1. Governing Bodies:

A. Association “In Session”

1) Regular Meetings

- a) Members of the entire association shall meet annually to conduct the business of the Association, promoting and celebrating the work of the Association. A “quorum” shall consist of members present and voting. No provision shall be made for voting by “Proxy.”
- b) The Association shall be governed in its deliberation by such parliamentary procedures as are commonly accepted in similar deliberative bodies. The current revision of *Robert's Rules of Order* shall be accepted as standard.

2) Special Meetings

- a) The Executive Board of the Association may call the Association into special session at the time and place set by the Board with the provision that all member churches shall be notified of the time, place, and purpose of the meeting at least two weeks in advance.
- b) The Officers of the Association or the Executive Director of Missions may call the Executive Board into a special session at any time and place, with the provision that each member church shall be notified of the time, place, and purpose of the meeting at least two weeks in advance.

B. Officers

- 1) The officers of the Association shall be Moderator, Vice-Moderator, Treasurer and Clerk.
- 2) The duties of the officers shall be such as are provided by the *Bylaws* of the Association.

C. Executive Board

- 1) The Executive Board shall be empowered by and accountable to the Association for the transaction of all business of the Association.
- 2) Composition of the Executive Board shall be such as provided by the *Bylaws* of the Association.
- 3) The duties and responsibilities of the Executive Board shall be such as are provided in the *Bylaws*.
- 4) The Executive Board shall meet as deemed necessary. The date and time of the meetings shall be determined by the Executive Board.

D. Administrative Leadership Council

- 1) The Administrative Leadership Council shall be empowered by and accountable to the Executive Board to oversee the ongoing administrative management of the Association. The Administrative Leadership Council shall transact all business of the Executive Board in the interim between meetings.
- 2) Composition of the Administrative leadership Council shall be such as provided by the *Bylaws* of the Association.
- 3) The duties and responsibilities of the Administrative Leadership Council shall be such as are provided by the *Bylaws* of the Association.
- 4) The Administrative Leadership Council shall meet as deemed necessary. The date and time of the meetings shall be decided by the Administrative Leadership Council.

E. Associational Strategy Teams and Task Forces

1) Strategy Teams

- a) Associational Strategy Teams are sub-teams of the Administrative Leadership Council. Their responsibility is to review, initiate, coordinate, and recommend actions regarding the mission strategies of the Association.
- b) Composition of Associational Strategy Teams shall be such as provided by the *Bylaws* of the Association.
- c) The duties and responsibilities of the Associational Strategy Teams shall be such as provided by the *Administrative Manual* of the Association.
- d) The Associational Strategy Teams shall meet as deemed necessary. The date and time of the meetings shall be decided by the Committee itself.

2) Task Forces

- a) Associational Task Force groups may be appointed by the Moderator and the Executive Director of Missions, to provide assistance in the completion of specific administrative or ministry tasks and functions within the association.
- b) Composition of Associational Task Forces shall be determined by the Moderator and the Executive Director of Missions.
- c) Recommendations resulting from the work of Task Forces shall be subject to the appropriate administrative approval prior to implementation.

F. Trustees

The number, term of office, duties and powers of the Trustees of the Association shall be such as provided by the *Bylaws* of the Association.

G. Associational Staff

The Executive Board of the Association shall recommend to the Association an Executive Director of Missions who shall administer the work of the Association in keeping with its mission and vision. The duties and responsibilities of the Executive Director of Missions shall be such as set forth in the *Bylaws* and the *Administrative Manual* of the Association.

Section 2. Governing Documents

A. Documents

- 1) The *Constitution* and the *Bylaws of the Constitution* of the Association identify and maintain the legal, ethical, and spiritual foundations upon which the Association is established and the legal, ethical, and spiritual parameters by which the business of the Association shall be conducted.
- 2) The MSBA *Administrative Manual* identifies and maintains the administrative guidelines and policies for operation of the Association.

B. Method of Amendment

- 1) *Constitution*: Upon recommendation of the Administrative Leadership Council the *Constitution* may be amended at any meeting of the Executive Board by a two-thirds vote of the members present and voting provided the amendment was read at the previous Executive Board.
- 2) *Bylaws*: Upon recommendation of the Administrative Leadership Council, the *Bylaws of the Constitution* of the Association may be amended at any meeting of the Executive Board by a two-thirds vote of the messengers provided the amendment was read at the previous Executive Board.
- 3) *Administrative Manual*: The *Administrative Manual* of the Association may be amended at any regular meeting of the Administrative Leadership Council by a majority vote of members present, provided that written notice of proposed changes have been submitted 15 days prior to the meeting.

Section 3. Fiscal Governance

- A. The Executive Board shall approve and report to the Association an annual operational budget for the Association.
- B. Authorization of persons/bodies responsible and accountable for the receipt and disbursement of the Association's funds shall be as provided by the *Bylaws* and the *Administrative Manual*.
- C. An external audit/review of the Association's financial position shall be conducted annually, or as deemed necessary by the Executive Board.

ARTICLE 6 - STATEMENT ON MARRIAGE & SEXUALITY

We believe that the term "marriage" has only one meaning and that is the union sanctioned by God which joins one man and one woman in a single, exclusive bond, as delineated in Scripture.

We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of marriage.

We believe that any form of sexual intimacy, such as, but not limited to, adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography or any attempt to change one's sex, or disagreement with one's biological sex, is sinful and offensive to God.

We believe that in order to preserve the function and integrity of the MSBA and to exemplify a biblical role model to the churches and their communities, it is imperative that all persons employed by the association in any capacity, or who serve as volunteers, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly.

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture.

**BYLAWS OF THE CONSTITUTION OF THE
MID-SOUTH BAPTIST ASSOCIATION**

In order to carry out the provisions of the *Constitution*, the following *Bylaws* are adopted for governance of the Association.

I. MEMBERSHIP

Section 1. Process for Recognition of Churches: Any church desiring affiliation with the Association shall present a written application to the Church Engagement Sub-Team of the Administrative Leadership Council providing the following information:

- A. A brief history of its organization. Churches aligned with denominational bodies other than the Southern Baptist Convention and a Southern Baptist State Convention are welcome to participate in any Mid-South Baptist Association programs or ministries, other than financial assistance programs.
- B. Evidence of cooperation with the Southern Baptist Convention and statement of intention of cooperation with the Mid-South Baptist Association through financial contributions.
- C. A statement indicating acceptance of Articles of Faith which demonstrate theological harmony with the most recently adopted *Baptist Faith and Message*.
- D. A brief record of the achievements of the church. The Church Engagement Sub-Team will investigate the petitioning church and bring its recommendation as provided in the *Bylaws* to the Executive Board at a scheduled meeting. The approval of a two-thirds majority of those representatives present and voting shall be required for the admittance of a church into the Association.

Section 2. Process for Addressing Non-Participation: In the event that a member church fails to participate in the programs of the Association, the church will be sent a letter of concern by the associational Clerk and will also be contacted personally by members of the ALC. If a church does not respond during the first Associational year after initial contact, the Moderator shall send a letter of concern and also the Moderator, Vice-Moderator and the Executive Director of Missions will *offer* personal counsel to the church. If the church has not responded by the end of the second Associational year, the church will no longer be recognized as a member church.

Section 3. Process for Dismissal/Removal of Membership: The Association reserves the right to withdraw membership from any church or mission that ceases to be in conformity with the doctrine, policy and practice of the Association, as expressed in the most recently adopted *Baptist Faith and Message*, and the *Constitution* and *Bylaws* of the Association. Such action is to be taken with care and concern for both the Association and the church. The following procedure will be followed:

- A. When a concern with a church is made known, the Administrative Leadership Council will ascertain the facts of the matter.

- B. Should the Administrative Leadership Council find an area of concern, they will report such to the Executive Board and will seek to work with the church to reconcile the problem.
- C. Should reconciliation fail, the Administrative Leadership Council may bring to the Executive Board a recommendation that the church be removed from the membership rolls.
- D. A paper ballot will be cast, with a two-thirds vote of those present and voting required to remove a church.
- E. If the vote is to remove the church, the moderator will notify the church of the action of the Association by letter. All privileges of membership will be withdrawn as of the date and time of the vote.
- F. If a church removed from membership in the Association shall desire reinstatement of membership, the church shall petition the Association for membership in accordance with qualifications and processes stipulated in the *Constitution and Bylaws* of the Association.

II. OFFICERS

Section 1. Election:

The election of the officers shall be at the August Executive Board meeting. The Vice-Moderator shall be nominated from the floor. The Vice-Moderator ascends to the role of Moderator by acclamation. In the event of the removal of an elected Vice-Moderator, the ALC shall appoint a Vice-Moderator to fill the term, with the approval of the Executive Board. An elected Moderator shall not be eligible to succeed himself unless under special circumstance with the approval of the Executive Board. The Administrative Assistant of the Association will serve as clerk. The Financial Assistant of the Association will serve as Treasurer.

Section 2. Duties:

- A. **Moderator:** The Moderator shall preside at all regular or called meetings of the Association; work closely with the Executive Director of Missions and the Association staff in counsel and in promoting every phase of the work of the Association; appoint such Task Force groups as provided for in the *Constitution*; and serve as chair of the Executive Board and the Administrative Leadership Council.
- B. **Vice-Moderator:** The Vice-Moderator shall be a general assistant to the Moderator; shall stand in for the Moderator in any activity or responsibility requested by the Moderator; preside over meetings in the absence of the Moderator, or when requested to do so; and in the event of the removal of the Moderator from the Association, shall automatically succeed to the office of Moderator unless delayed by action of the Executive Board (see section 1 above).
- C. **Clerk:** The Clerk shall be responsible for keeping accurate minutes of the Association, the Executive Board and the Administrative Leadership Council; see that persons elected and individuals affected by actions taken by the

Association or Executive Board are notified of these actions; and be responsible for keeping securely all documents and records of interest to the Association.

- D. Treasurer:** The general Treasurer shall disburse funds as authorized, have responsibility for keeping accurate accounts of all disbursements; shall make reports to the Executive Board, and an annual report to the Association, on all monies handled; shall report on the general financial conditions of the Association; and keep the Executive Board and the Association informed of matters needing special attention.

IV. EXECUTIVE BOARD

Section 1. Responsibilities: The Executive Board shall transact all business of the Association and shall be responsible for the following duties:

- A. Approve the annual Associational budget
- B. Recommend to the Association an Executive Director of Missions
- C. Ensure the proper observance of the *Constitution* and *Bylaws* of the Association
- D. Approve the receipt, development or divesture of capital assets beyond the annual budget
- E. Approve, upon the recommendation of the Administrative Leadership Council, the admission or removal of churches for membership in the Association.
- F. Extend the term of the Moderator and Vice Moderator.

Section 2. Membership: The Executive Board of the Association shall be composed of the Officers of the Association; the pastor and one additional representative of each member church. The Moderator, Vice-Moderator, Clerk and Treasurer of the Association shall be the officers of the Executive Board.

Section 3. Reports: The Executive Board shall receive at each of its meetings a report from the Executive Director of Missions and the Administrative Leadership Council.

V. TRUSTEES

Section 1. Appointment and duties: The Treasurer, the Vice Moderator, the Clerk, the Executive Director of Missions, and the Team Leader of the Personnel and Finance Strategy Team shall serve as the Trustees of the Association. The duties of the Trustees are as follows:

- A. To hold in trust the real and personal property of the Association and of its papers, instruments and other documents.
- B. To buy, sell, lease, mortgage or otherwise encumber or transfer the property of the Association but only after having been specifically authorized and empowered to do so by Resolution adopted by the Executive Board at any regular or special meeting.
- C. To execute, acknowledge and deliver any and all leases, agreements, deeds, mortgages, deeds of trust and any and all other papers, instruments or other documents but only after having been specifically authorized and empowered

to do so by Resolution adopted by the Executive Board at any regular or special meeting.

- D. To review and study at periodic intervals which shall be reasonably frequent the insurance program of the Association and the coverage of its property and with respect to its liability, and make recommendations to the advisability of more or additional insurance coverage.

Section 2. Authority: Leases, agreements, deeds, mortgages, deeds of trust, and any and all other papers, instruments, or other documents shall be executed and, if legally required or proper, acknowledged in the name of the Association by any four (4) of the five (5) Trustees after authorization and approval by the Association or the Executive Board, as provided above, their signatures to be attested by a Notary Public.

VI. ADMINISTRATIVE LEADERSHIP COUNCIL

Section 1. Membership: The Administrative Leadership Council will be composed of: (a) the elected officers of the Association; (b) the Executive Director of Missions; (c) the Leaders of the Associational Strategy Teams; and, (d) twelve (12) members at-large. The Moderator will serve as Chair. The Vice-Moderator shall serve in the absence of the Moderator.

Section 2. Responsibilities: The Administrative Leadership Council is accountable to the Executive Board to faithfully execute the following responsibilities:

- A. Review the progress of the Association through the receipt of and response to reports in regard to the membership, finances, personnel, properties, and ministry of the Association.
- B. Provide counsel to the Executive Director of Missions in regard to the operation of the organization.
- C. Review, revise, and recommend to the Executive Board a *Proposed Annual Operating Budget* for the Association.
- D. Process and recommend to the Executive Board the admission or removal of churches for membership in the Association.
- E. Approve and recommend to the Executive Board and the Association plans and processes for the development of properties held by the Association.
- F. Approve plans and processes for the development of new associational ministries.
- G. Develop and maintain compliance with an *Administrative Manual* describing the established operational policies and procedures of organization.
- H. Develop and maintain a process for nominating to the Association all leadership for election.
- I. Represent MSBA as the sole authoritative interpreter of Scripture in matters that pertain to the Association.

VII. DIRECTOR OF MISSIONS

Section 1. Responsibilities: The Executive Director of Missions is accountable to the Administrative Leadership Council and the Executive Board for faithful execution of assigned duties as are described in the *Administrative Manual* of the Association.

Section 2. Authority: The Executive Director of Missions is entrusted with and accountable to the Executive Board for the faithful and responsible execution of the following authorities:

- A. Facilitation and implementation of strategies for the growth and development of the Association and its ministries.
- B. Day-to-day management of associational financial resources, staff resources, material resources, and properties within the parameters established by operating budgets and in accordance with operational policies established in the *Bylaws* and the *Administrative Manual* of the Association.
- C. Execution of contracts for goods and services in behalf of the Association in accordance with operational policies established in the *Administrative Manual* of the Association.
- D. Representation of the Association in regard to legal matters, contract negotiations, church conflict, and denominational relations in accordance with associational priorities, the *Constitution*, *Bylaws* and *Administrative Manual* of the Association.

Section 3. Vacancy: In the event of a vacancy in the office of Executive Director of Missions, the Administrative Leadership Council shall select and employ an Interim Executive Director of Missions to administer the work of the Association until such time as an Executive Director of Missions has been called in accordance with the processes described in the *Constitution* and *Bylaws* of the Association.

VIII. ASSOCIATION STAFF

Section 4. Support Staff: Support staff may be employed to provide assistance in accomplishment of the administrative tasks of the Association. The responsibilities of Support Staff shall be such as described in the *Administrative Manual*.

IX. ASSOCIATIONAL STRATEGY TEAMS

Section 1. General Provisions:

- A. Purpose: Associational Strategy Teams will review, initiate, coordinate, and recommend actions regarding the mission strategies of the Association.
- B. Membership: Members will be nominated by the Administrative Leadership Council and will include at least one representative from the Association's Ministry Staff, and will be elected by the Association in annual session.
- C. Term of Service: A term of service on the strategy teams will begin upon adjournment of the annual meeting of the Association. The term of service shall be for two years unless otherwise specified in the *Bylaws*.

- D. Succession: No member shall be eligible for re-election until he shall have been out of office for one Associational year after having served a full term. Members serving to fill a vacancy of less than 18 months shall be eligible for re-election. Those serving for 18 months or more shall be considered to have served a full term.
- E. Vacancies: All vacancies shall be filled by the Executive Board upon recommendation of the Administrative Leadership Council.
- F. Restrictions: No individual shall be eligible to serve on more than one strategy team simultaneously. This restriction shall not prevent him from serving on special Task Forces or Ad Hoc committees.
- G. Leader: A Team Leader for each Strategy Team shall be nominated by the Administrative Leadership Council for election by the Association.
- H. Staff Representation: The Association Ministry Staff representative on each Strategy Team will serve as a fully-functioning member of and advisor to the team.
- I. Reporting: All strategy teams shall report directly to the Administrative Leadership Council of the Association through the Team Leader or through someone appointed by him.

Section 2. Associational Strategy Teams and Responsibilities: The specific responsibilities of each Associational Strategy Team shall be such as described in the *Administrative Manual* of the Association.

XI. FINANCIAL POLICIES

The following policies shall be followed in the work of the Association:

- A. All matters with respect to non-budgeted finance, the raising and spending of funds, the incurring of obligations, and the borrowing of money shall be considered first by the Administrative Leadership Council before action is taken by the Executive Board.
- B. Each section of the Associational budget may contain several budget accounts. The budget account(s) within a section, with the exception of salary line items, may be increased or decreased at the discretion of the Executive Director of Missions on condition that such adjustments will not increase the total amount established in the annual budget for that division. Adjustments of salary line items require the approval of the Executive Board.
- C. The total budget amount may be adjusted by the Executive Board upon the recommendation of the Administrative Leadership Council should program effectiveness be threatened.
- D. The Association shall not be responsible for any purchase or liabilities incurred by anyone, without authorization for the account involved. Assets of the Association shall not be disposed of without consultation with those entities charged with oversight responsibilities for said assets.