

**SOUTHERN BAPTIST CONFERENCE OF ASSOCIATIONAL LEADERS, INC.
CONSTITUTION & BYLAWS**

SBCAL CONSTITUTION

ARTICLE I – NAME

The name of the corporation shall be the Southern Baptist Conference of Associational Leaders, Inc. (“SBCAL” or the “Corporation”).

ARTICLE II - PURPOSE

The purpose of the Corporation shall be to:

- A. To champion associations and the role of Associational Mission Strategists throughout Southern Baptist life.
- B. To equip, encourage, and network with associational leaders whether they are volunteer, bivocational, or full-time.
- C. To provide resources, coaching, fellowship, and professional development.
- D. To build peer-to-peer networks among associational leaders.
- E. To do all things for the glory of God.

ARTICLE III – DOCTRINAL STATEMENT

The doctrinal statement of the SBCAL is the Southern Baptist Convention’s current Baptist Faith & Message.

ARTICLE IV – MEMBERSHIP

Voting Membership consists of dues paying missional leaders relating to associations. Voting members must be members of a Southern Baptist church. Associate Membership is available to non-Southern Baptist missional leaders. Associate Members are non-voting members.

ARTICLE V - OFFICERS

The officers consist of the Chairman of the Executive Team, Vice-Chairman of the Executive Team, Recording Secretary, and the President/CEO.

ARTICLE VI – MEETINGS

The members shall meet during the Annual Conference. The Executive Team shall determine the time and place of the Annual Conference. Regional or other meetings may be planned by the Officers or Directors to assist the Corporation in carrying out its purpose.

ARTICLE VII – AMENDMENTS

Proposed changes and/or amendments to this Constitution must be approved by a 2/3 vote of the Executive Team and thereafter be presented in writing in one session of the Annual Conference of the members and voted on in a subsequent session of the same Annual Conference. The Voting Members at the Annual Conference must approve any such change or amendment to this Constitution by majority vote of those Voting Members who are present at the session of the Annual Conference at which such vote is held for adoption of any such changes and/or amendments to this Constitution.

SBCAL BYLAWS

1. Priorities:

The priorities of the SBCAL are:

- a. To equip associational leaders through leadership development, new associational leader training, peer-to-peer learning, etc.
- b. To encourage associational leaders through inspirational speakers, music, fellowship, networking, newsletter, etc.
- c. To network with SBC entities, evangelical ministries, and fellow associational leaders to learn, grow, and serve better.

2. Officers:

a. The **President/CEO** shall provide overall leadership to the Corporation and is accountable to the Executive Team. He serves at the pleasure of the Executive Team for an indefinite period of time. The Executive Team may replace the President/CEO at any time for any reason. The then serving President/CEO is a member of the Executive Team by virtue of position and is an ex-officio member on all other teams by virtue of position.

b. The **Chairman of the Executive Team** leads the Executive Team in regular business sessions assisted by the other Officers. He serves as Moderator of the Corporation. Should the position of President/CEO be vacated, the Chairman will fill those responsibilities or appoint an interim until such time the position is filled. The Chairman of the Executive Team is elected annually into the position by the Executive Team and may serve as chair for more than one year. The then serving Chairman of the Executive Team is a member of the Executive Team by position.

c. The **Vice-Chairman of the Executive Team** assists the Chairman, upon request. Should the position of Chairman be vacated, the Vice-Chairman will assume the Chairman's responsibilities until a new Chairman is elected. The Vice-Chairman is elected annually into the position by the Executive Team and may serve as vice-chair for more than one year. He shall also serve as Chairman of the Finance Team (Treasurer of the Corporation). The then serving Vice-Chairman of the Executive Team is a member of the Executive Team by position.

d. The **Recording Secretary** keeps minutes of the business sessions and files a copy of such with the Executive Team Chairman. The then serving Recording Secretary is a member of the Executive Team by virtue of position. The Recording Secretary is elected annually by the Executive Team and may serve multiple consecutive terms.

e. Each person on the Executive Team of the Corporation shall affirm the doctrinal statement of the Corporation as referenced in Article III of the Constitution.

3. Staff:

The **Executive Team** may employ staff in order to fulfill the priorities set forth by the Corporation and in keeping with the approved budget and/or available funds. Associate and support staff may be hired by the President/CEO upon approval by the Executive Team.

4. Teams:

a. The **Executive Team** is composed of twelve associational leaders, the President/CEO, Recording Secretary, the Chairman of the Executive Team, the Vice-Chairman of the Executive Team, a representative from the SBC Executive Committee and a representative from each Southern Baptist Convention entity named in SBC Bylaw 14 contributing \$1,000.00 or more to the SBCAL budget, and one individual representing Woman's Missionary Union (WMU). The Administrative Team nominates annually the Chairman, Vice-Chairman, Recording Secretary, and the respective allocation of the Executive Team members (four associational leaders, allotted number of SBC entity representatives and one WMU representative if up for election, all to serve 3 year terms). The denominational representatives and WMU representative may serve multiple consecutive terms. All such nominees who are officers must be approved by majority vote of the Executive Team. All such nominees to the Executive Team who are not officers must be approved by majority vote of the Executive Team and be approved by a vote of the Voting Members present at the session at the Annual Conference at which such vote is called. The Executive Team assists the President/CEO in carrying out the purpose of the Corporation. This team is also responsible to fill the position of President/CEO, determine the employment of persons, set dues and recommend the Corporation's budget to the Annual Conference.

1. The affairs of SBCAL shall be controlled and administered by the Executive Team, which is also sometimes referred to as the "Board of Directors" and each member of the Executive Team is sometimes referred to as a "Director". Each Director must be a natural person, must be at least eighteen (18) years of age or older, and must be a member of a Southern Baptist church, but

need not be a resident of the State of Georgia. All Directors shall conduct themselves in accordance with the Standards of Conduct for Directors appearing in O.C.G.A. § 14-3-830.

2. (Except for the initial terms which have been staggered), each Director that is one of the twelve associational leaders shall in all subsequent elections be elected for a term of three (3) years, and shall serve until a successor is elected. The Directors which are representatives of the SBC Executive Committee and representing each SBC convention entity in SBC Bylaw 14 that contributes \$1,000.00 or more to the SBCAL budget (each a "Represented Group") shall each be appointed by the Represented Group that such Director represents for such term as determined by the Represented Group making the appointment of the Director, and may be removed or replaced at any time by the Represented Group making the appointment of the Director.
3. Upon the death, resignation, removal or incapacity of any member of the Board of Directors which are one of the twelve associational leaders which results in a vacancy on the Board of Directors, the Executive Team shall, by majority vote, fill such vacancy for the remaining term of the Director whose term is vacant. Upon the death, resignation, removal or incapacity of any Director who was appointed by a Represented Group shall have such vacancy filled by the applicable Represented Group appointing a new Director.
4. A Director shall be considered incapacitated if for any reason he/she shall be unable to carry on the duties of his/her office and the remaining Directors shall have declared such Director incapable of service by majority vote of the remaining Directors, even if the remaining Directors do not constitute a quorum. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the President/CEO or Recording Secretary, of such resignation.
5. The Board of Directors shall meet annually for the purpose of electing Officers for the following year. The annual meeting of the Board of Directors of the Corporation shall be held on such date as is established from time to time by the Board of Directors. At said annual meeting, the President/CEO of the Corporation, or some other designee of the Board of Directors, shall present an annual report of the activities of the Corporation to the Board since the last annual meeting of the Board. The Board of Directors shall be authorized to permit or conduct the meeting through the use of any means of communication by which all Directors participate and may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. The Directors shall hold such other meetings as may be necessary from time to time upon call of the President/CEO, which shall specify the place, time and date of the meeting. A Director's meeting may also be called by not less than three (3) Directors. Each Director shall be given at least three (3) days notice of any called meeting unless all the Directors consent to a meeting with less notice.
6. Any action to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least a majority of the Directors then in office, unless the vote of more than a majority of the Directors is required by these Bylaws or by law to take such action, in which case such consent must be signed by the number of Directors required by these Bylaws or by law for such action to be taken.
7. A quorum for the transaction of any business shall be a majority of the Directors then in office for the Corporation. Any vote by a simple majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation, the Constitution or by these Bylaws.

8. The Directors shall serve without compensation. The Directors may be reimbursed for their reasonable and necessary expenses upon approval by vote of the Board of Directors, to the extent permitted by those rules, regulations and laws governing organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.
9. The Board of Directors may authorize the President/CEO, Chairman of the Executive Team, Vice Chairman, Recording Secretary and any other officer to enter into, execute and deliver any agreements, contracts, deeds or other instruments in the name of the Corporation without the necessity of having such instruments countersigned by any other officer or Director. Such authority may be general or confined to specific instances.

b. The **Finance Team** is composed of the Officers. This team proposes an annual budget and dues to the Executive Team. This team provides financial reports to the Executive Team, including a report of their annual audit. The Vice-Chairman of the Executive Team shall serve as Finance Team Chairman.

c. The **Administrative Team** consists of the Officers plus others appointed each year by the President/CEO and approved by the Executive Team for the purpose of carrying out the ministries of the Corporation.

d. **Additional Ad-hoc Teams or Task Forces:** From time to time, the President/CEO, with the approval of the Executive Team, may appoint additional ad-hoc teams or task forces to accomplish the purposes of this organization.

e. **Regional Directors** may be appointed annually by the President/CEO and approved by the Executive Team to fulfill the ministries of the network. Each Regional Director serves at the request and direction of the President/CEO.

5. Finances:

- a. Registration details are specific to each event and promoted accordingly.
- b. Conference registration rates are established by the Executive Team.
- c. The Executive Team oversees all financial matters, including the adoption of the Corporation's annual budget.
- d. Short-term and long-term funding may be generated from any or all of the following:

- (1) Dues
- (2) Sponsorships/Vendor Fees
- (4) Conference Registration
- (5) Endowments
- (6) Memorials
- (7) Gift Annuities
- (8) Charitable Remainder Trusts
- (9) Grants
- (10) Other gifts or sources of funds which become available to the Corporation.

6. Amendments:

Proposed changes and/or amendments to these By-Laws must be approved by a 2/3 vote of the Executive Team and thereafter be presented in writing in one session of the Annual Conference of the members and voted on in a subsequent session of the same Annual Conference. The Voting Members at the Annual Conference must approve any such change or amendment to these Bylaws by majority vote of those Voting Members who are present at the session of the Annual Conference at which such vote is held for adoption of any such changes and/or amendments to these Bylaws.

7. Procedure:

Robert's Rules of Order (most recent edition) will be observed at the Annual Conference.

8. Quorum:

After giving oral or written notice of an upcoming business session at a session of the Annual Conference, those Voting Members present at the business session of the Annual Conference shall constitute a quorum.

9. Indemnification:

Each person who is or was an Officer of the Corporation, and each person who is or was a Director of the Corporation shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and the rules, regulations and laws governing exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, against those expenses (including attorney's fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of that person being or having been a Director or Officer of the Corporation. Such indemnification shall be made only to the extent that it complies with both the Georgia Nonprofit Corporation Code and the rules, regulations and laws governing exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, and subject to the conditions thereof. To the greatest extent permitted by the Georgia Nonprofit Corporation Code, the rules, regulations and laws governing exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, and any other applicable rules, regulations and laws, no Officer or Director of the Corporation shall be personally liable for any debt or obligation of the Corporation and no property of any Officer or Director of the Corporation shall be subject to the payment of any debt or obligation of the Corporation.

10. Dissolution:

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purpose for which the Corporation is organized and operating or to one or more corporations, funds or foundations organized and operating exclusively for religious or charitable purposes, or any other activity permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or in corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner provided within a reasonable time, a Court of competent jurisdiction in the County in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having an interest in the Corporation or its assets.

11. Fiscal Year:

The fiscal year of the Corporation shall be the fiscal year determined from time to time by the Board of Directors.

12. Seal:

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the company followed by the word "seal" enclosed in parentheses or scroll, shall be deemed the seal of the Corporation. The seal shall be in the custody of the Recording Secretary and affixed by him/her or his/her assistants on any appropriate papers.

13. Intent to Qualify as Section 501(c) (3) Exempt Organization:

It is the intent of the Corporation to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter "501(c)(3) Organization"). Therefore, notwithstanding any other provision of the Constitution and Bylaws, in the event any provision of the Constitution or Bylaws

(hereinafter “violating provision”) violates any provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended, or any other legally binding rule, regulation or law regarding the Corporation’s status as a 501(c)(3) Organization, such violating provision of the Constitution or Bylaws shall be automatically reformed to comply with such binding rule, regulation or law while preserving, to the extent that it is reasonably possible, the original intent of the violating provision that is being reformed. In the event such reformation of a violating provision of the Constitution or Bylaws is not possible or is not permitted by a final decision of a court or other tribunal with jurisdiction over the Corporation, such violating provision of the Constitution or Bylaws shall be void.

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