

**Amended and Restated
Constitution and Bylaws
Of
Noonday Baptist Association**

ARTICLE I - NAME

This body shall be known as the NOONDAY BAPTIST ASSOCIATION, INCORPORATED and is hereinafter referred to as the Association.

ARTICLE II - PURPOSE

Purpose:

To assist in the development of healthy churches that are on mission for Jesus Christ in fulfilling the Great Commandment and the Great Commission. (Matthew 22:37-40; Matthew. 28:19-20; Mark 16:15; Luke 24:46-49; Acts 1:8.)

Vision:

The vision of the Association is to assist in developing and maintaining healthy churches that will cooperatively be involved in developing new congregations, community evangelism ministries and local, national and international mission partnerships. Through the faithful service of healthy churches on mission together individuals will be afforded the opportunity to hear and respond to the Gospel of Jesus Christ and develop as believers.

ARTICLE III - MEMBERSHIP

Section 1. Definition

The two-fold nature of the Association recognizes that:

- A. The Association is a cooperative fellowship of Baptist churches that are in harmony with and are cooperating with the purposes and practices set forth in scripture and these Bylaws.
- B. The Association, when assembled as an independent and autonomous body, consists of messengers duly elected by cooperating churches in accordance with these Bylaws.

Section 2. Qualifications

Member churches of the Association, messengers to the Association, and those churches petitioning for membership should exhibit the following qualities:

- A. Churches should be duly constituted, independent bodies, which are scriptural in belief and orderly in practice.

- B. Churches should have doctrines and practices that agree in general with the ***Baptist Faith and Message*** statement adopted by the Southern Baptist Convention.
- C. Churches should exhibit a cooperative missionary spirit and practice.
- D. Churches should participate actively and financially in the work of the Association.
- E. Churches should not knowingly take any action to affirm, approve, or endorse immorality, adultery, homosexual behavior, or any other such behavior that is a perversion of sexual expression according to the Biblical standards.
- F. Individual messengers should seek to embody the characteristics that qualify their church for membership in the Association.
- G. It is recommended that member churches also affiliate with the Georgia Baptist Convention and the Southern Baptist Convention.

Section 3. Responsibilities

Member churches of the Association are urged to take seriously their responsibilities to support the cooperative work of the Association. Member responsibilities include:

- A. Reporting responsibilities: Each church is encouraged to keep the Association updated on its annual progress by using the Annual Church Profile.
- B. Financial responsibilities: Each church is encouraged to contribute financially to the work of the Association. It is requested that each member church place the Association in its budget on a percentage basis. (At least 3% of undesignated receipts is encouraged to be given to Association Missions.)
- C. Fellowship responsibilities: Each church is encouraged to send its full number of messengers or Executive Committee members to the meetings of the Association.

Section 4. Representation

- A. Each church shall elect messengers to the annual meeting of the Association.
- B. Each church shall be entitled to two messengers and one additional messenger for every \$250.00 given to the Association's general budget during the prior fiscal year of the Association, provided that no church shall be entitled to more than 25 messengers.
- C. The pastor or his appointed representative and one lay person shall serve on the Executive Committee of the Association in the manner described in Article V, Section 1, of these Bylaws. If the church is without a pastor, the church may choose to elect a church member or staff member to serve on the Executive Committee until a pastor is called.

Section 5. Reception of Churches

- A. Churches wishing to affiliate with the Association may petition for membership by submitting a copy of their Articles of Faith and a written application to the Cooperation/Unity Team at least three months prior to the date of the annual meeting. This team shall have the responsibility for examining the church according to the qualifications contained in Article III, Section 2, of these Bylaws and recommending appropriate action.
- B. The Cooperation/Unity Team shall make its recommendation to the annual meeting of the Association. Approval for accepting new member churches requires a three-fourths vote by the messengers present and voting.
- C. If the church seeking membership was a mission of a member church, upon favorable recommendation and vote of the messengers present at the Annual Meeting, the church may be granted full membership with all rights and privileges.
- D. If the church seeking membership was not a mission of a member church, upon favorable recommendation and vote of the messengers present at the annual meeting, the church will be granted a one-year, non-voting membership watch-care. Based on the Cooperation/Unity Team's recommendation, full membership will be granted by three-fourths vote of the messengers present and voting at the next Annual Meeting.
- E. Churches petitioning to come into the Association are under watch-care during the time they are being encouraged and examined by the Cooperation/Unity Team. During this time, they shall be entitled to all rights and privileges except that of electing Executive Committee members and messengers.

ARTICLE IV - AUTHORITY

The Association has no authority over a church but will encourage, seek and expect cooperation on the Association purpose. However, the Association does reserve for itself certain rights, namely:

- A. It shall be the sole judge of the membership of its own body, determining in the Annual Meeting the qualifications and fitness of its own membership, both as to churches and individual messengers.
- B. It may alter its relationship with or withdraw fellowship from any church that, in its judgment, has departed from the qualifications for membership, as outlined in Article III, Section 2, of these Bylaws. A motion concerning the qualifications of a church should be referred to the Cooperation/Unity Team, which shall then confer with the church in question. If a thorough and prayerful investigation justifies, this Team may bring a motion to the Association in its Annual Meeting that the church in question be placed under watch-care or that it be declared that the church and its messengers are no longer members of the Association. Either motion requires a three-fourths majority vote of those messengers present and voting.

- C. It shall have the right to refuse to seat a messenger or messengers if, in its judgment, the messenger or messengers have departed from the guidelines in Article III, Section 2. A motion to refuse to seat a messenger or messengers must pass by a three-fourths majority vote of those messengers present and voting.
- D. It shall have the right to acknowledge a church's withdrawal of fellowship. If a church fails to show any attempt to fulfill its responsibilities, as described in Article III, Section 3, for three consecutive years, the Cooperation/Unity Team will make energetic attempts to encourage the church to renew cooperation. If such attempts yield no hope of a return to cooperation, the Cooperation/Unity Team may move, in the Association's Annual Meeting, to acknowledge a withdrawal of fellowship. Such a motion must pass by a three-fourths majority vote of those messengers present and voting.

ARTICLE V – COMMITTEES, TEAMS AND PROGRAMS

Section 1. Executive Committee

- A. The Executive Committee shall consist of the Pastor, or his appointed representative, and one elected messenger from each church, the officers of the association, the immediate past moderator, trustees, team facilitators, association ministerial staff and the Director of Missions.
- B. The officers of the Association shall be officers of the Executive Committee.
- C. The Executive Committee shall have the authority to conduct all business of the Association in the interim between sessions, except such business as has been specifically reserved for the Association when in session. The Executive Committee shall make a report of all action to the Association at its Annual Meeting.

Section 2. Administration Team

- A. The Administration Team shall consist of the officers of the Association, the Director of Missions, association ministerial staff, the immediate past moderator, the chairman of trustees, two members at large, and association team facilitators. Members from the Association who serve on the Executive Committee of the Georgia Baptist Convention and/or the Southern Baptist Convention shall be ex-officio members of the Administration Team.
- B. The officers of the Association shall be the officers of the Administration Team.
- C. The Administration Team has the responsibility for recommending action to the Executive Committee and the Association. The Administration Team has authority to conduct additional business of the Association only when the business is of such nature that immediate attention is essential or when the Executive Committee or the Association has delegated such business to it.
- D. The Administration Team has authority to revise the Policy and Procedure Manual.
- E. All action of the Administration Team shall be reported to the Executive Committee.

Section 3. Standing Teams

The Executive Committee for the purpose of fulfilling the administrative and ministry purposes of the Association shall have the authority to establish standing and temporary teams as deemed necessary. The standing teams shall include the Cooperation/Unity Team, the Personnel Team, the Nominating Team, and such other standing teams as created from time to time.

- A. The standing teams shall consist of at least seven persons who shall be elected by the Association. The meetings of these teams shall be open to any member of a cooperating church, except when an executive session is deemed necessary.
- B. A person is eligible to serve on a standing team for three consecutive years; a person is not eligible to serve again on the same team until one year has elapsed. No person shall serve on more than two standing teams simultaneously. No person shall serve as facilitator for more than two consecutive years.
- C. The standing teams shall have the freedom to establish and dissolve task force teams as needed.
- D. The authority and responsibilities of each standing team shall be stated in the Policy and Procedure Manual, unless specified in these Bylaws.
- E. The standing teams will report all actions to the Administration Team.

Section 4. Program Areas

Association churches will identify program and ministry needs required to accomplish their mission. Team facilitators and association staff will customize programs to assist in meeting the needs of member churches.

ARTICLE VI - MEETINGS

Section 1. Regular Meetings

- A. The Annual Meeting of the Association shall be held at such time and place as designated by the Executive Committee and announced at the previous Annual Meeting. The Executive Committee shall have authority to change the time and/or place when deemed necessary. The registered messengers present at the Annual Meeting shall constitute a quorum. Prior to the Annual Meeting the officers of the Association shall appoint a Registration Team. The Registration Team shall determine and publish the method of registering messengers for the Annual Meeting, and shall confirm that all messengers are properly registered. Their decision shall be controlling in this regard. The messengers shall be determined as set forth in Article III, Section 4 of these Bylaws. The officers of the Association and the Director of Missions shall plan the program of the Annual Meeting.
- B. The Executive Committee shall hold regular meetings at least once in every quarter, except in the quarter of the annual meeting. A quorum for a regular

- Executive Committee meeting consists of those executive committee members who are in attendance. The members of the Executive Committee shall be determined as set forth in Article V, Section 1 of these Bylaws.
- C. The Administration Team shall meet regularly on a schedule determined by the Team. The members of the Administration Team shall be determined as set forth in Article V, Section 2 of these Bylaws.
 - D. All other teams will meet as needed.

Section 2. Special Meetings

- A. Special meetings of the Executive Committee may be called by the Director of Missions or by the Moderator or by any three members of the Administration Team upon written notification to the members at least seven days prior to such meeting. Written notice of special meetings shall be delivered personally or sent by mail to each Executive Committee member at his or her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If addresses are available, e-mail may be used in place of postal mail. Members have the responsibility of keeping the address current in the records of the Association. Notices of special meetings shall state the purpose of said meetings. A quorum for a special meeting of the Executive Committee shall consist of representatives of no fewer than 25 percent of the churches and not less than 50 members present.
- B. Special meetings of the Administration Team may be called by the Director of Missions or the Moderator or by any three members of the Administration Team upon at least 24 hours notice. If time does not allow for mail notification then notice of a special meeting of the Administration Team may be made in person or by telephone to each member's telephone number as shown by the records of the Association. Failure to receive telephone notice is not grounds for complaint if telephone notice was attempted twice unsuccessfully. If addresses are available, e-mail may be used in place of a telephone call. A quorum for a special meeting of the Administration Team shall be a majority of its members.

ARTICLE VII - ELECTED LEADERSHIP

Section 1. Positions

- A. The Association shall have as its officers: Moderator (President), Moderator-Elect (Vice-President), Clerk (Secretary) and Treasurer. The officers of the Association must be members of cooperating churches as defined by these Bylaws.
- B. The Association shall have five Trustees. Trustees must be members of cooperating churches as defined by these Bylaws.
- C. The Association shall elect other officers as deemed necessary in carrying out the purpose of the Association.

Section 2. Methods of Election and Terms of Office

- A. The Nominating Team prior to the Annual Meeting shall recommend the Moderator-Elect, Clerk and Treasurer to the Executive Committee. Upon approval by the Executive Committee, the Nominating Team shall then present nominees at the Annual Meeting for election. Nominations from the floor shall also be in order. Officers shall be elected from the nominees by a majority vote of the messengers present and voting at the Annual Meeting. The elected officers shall take office at the close of the Annual Meeting in which they are elected.
- B. The Moderator-elect shall assume the office of Moderator at the close of the Annual Meeting in the year following his service as Moderator-elect or upon the event that the office of Moderator is vacated early. If the Moderator-elect serves an unexpired term, he shall be eligible to also serve for the full term for which he was elected. The term of office for the Moderator shall be from the close of one Annual Meeting to the close of the following Annual Meeting. He shall be eligible for re-election as Moderator-elect in the third Annual Meeting after his completion of one full term as Moderator.
- C. All other elected leadership shall be recommended by the Nominating Team and may be elected at the Annual Meeting of the Association or at any meeting of the Executive Committee. Terms of office shall be stated in the Policy and Procedure Manual.

Section 3. Duties

- A. The duties of the Moderator shall be such as pertaining to all presiding officers of deliberative bodies as set forth in Robert's Rules of Order.
- B. The Moderator shall serve as ex-officio member on all teams.
- C. The Moderator-elect shall preside in the absence of the Moderator, and shall perform such duties as may be requested by the Moderator.
- D. The duties of the officers shall be those set forth in Robert's Rules of Order.
- E. The Trustees shall act on behalf of the Association upon instructions from either the Executive Committee or the Administration Team in all matters pertaining to the properties, real and personal, of the Association. All legal documents shall be signed by any two of the Trustees.
- F. The duties of all other elected leadership of the Association shall be stated in the Policy and Procedure Manual.

ARTICLE VIII - PERSONNEL

Section 1. Director of Missions

The Director of Missions shall be the chief administrative officer of the Association. The Director of Missions shall be elected by the Executive Committee and is accountable to the Executive Committee. Whenever a vacancy occurs for the Director of Mission position, a Search Team composed of the Moderator-elect, Personnel Team Facilitator and three members of cooperating churches shall be recommended by the

Administration Team and confirmed by vote of the Executive Committee. Vacancies on the Search Team shall be filled by majority vote of the Executive Committee. The Search Team shall bring its recommendation to a special meeting of the Executive Committee called for such purpose. The Search Team may present only one nominee at a time. A three-fourths majority vote is necessary to confirm the Team's nominee. The office of Director of Missions may be declared vacant by a three-fourths majority vote of the Executive Committee when assembled in a special meeting called for such purpose. The office of Director of Missions shall be vacated through the administrative process as set forth in the Policy and Procedure Manual.

Section 2. Other Personnel

- A. The Executive Committee, upon recommendation by the Personnel Team and the Director of Missions, shall employ elected personnel as set forth in the Policy and Procedure Manual.
- B. The Director of Missions shall fill employed staff positions as set forth in the Policy and Procedure Manual. All personnel are under the supervision of the Director of Missions. Position descriptions for all employed personnel shall be contained in the Policy and Procedure Manual.
- C. All personnel shall be at liberty to resign by giving two weeks written notice to the Director of Missions and the Personnel Team as set forth in the Policy and Procedure Manual. Upon recommendation by the Personnel Team and/or the Director of Missions, the two weeks period may be waived by mutual consent.
- D. Termination of any personnel shall be through the administrative process as set forth in the Policy and Procedure Manual.
- E. Other matters related to personnel shall be addressed in the Policy and Procedure Manual.

ARTICLE IX - PARLIAMENTARY LAW

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern this Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any other rules of order this Association may adopt.

ARTICLE X - AMENDMENTS

- A. These Bylaws may be amended at any Annual Meeting of the Association by a vote of two-thirds of the messengers present and voting. All proposed amendments should be submitted in writing to the Cooperation/Unity Team at least two weeks prior to the Executive Committee meeting scheduled to be held in the quarter prior to the Annual Meeting. Written notice of any amendments shall be presented to an Executive Committee meeting prior to the amendments being

- presented and voted on in the Annual Meeting of the Association. Amendments approved by the Executive Committee shall then be mailed to the churches at least thirty (30) days prior to the Annual Meeting in which they are to be presented.
- B. If messengers, from the floor, submit amendments to these Bylaws without being recommended by the Executive Committee, said amendments shall be referred to the Executive Committee for consideration. If approved by the Executive Committee, said amendments shall be mailed to the churches at least thirty (30) days prior to the next Annual Meeting and shall only be approved upon two-thirds vote of those present and voting at the next Annual Meeting.
 - C. The Policy and Procedure Manual referred to in these Bylaws shall not be inconsistent with these Bylaws. All proposed changes to the Policy and Procedure Manual shall be submitted in writing to the Administration Team. Recommended Policy and Procedure Manual changes take effect following a majority vote by the Administration Team.

ARTICLE XI - OPERATION AND DISSOLUTION

The Association is organized and operated primarily for the purposes set forth under Articles II of these Bylaws. The Association is to be operated in such a way that it does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

The Association pledges its assets for use in performing the Association's religious and charitable functions. The Association directs that on discontinuance of the Association by dissolution or otherwise, the assets are to be transferred to another religious, charitable, or similar organization that qualifies under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law or laws.

The undersigned, being the duly elected and qualified Secretary of the Association, hereby certifies that the foregoing Amended and Restated Constitution and Bylaws of Noonday Baptist Association, Inc. were duly approved and adopted by the Association on October 9, 2001. (*Signed copy of original document on file at Noonday Baptist Association*)