



**NOONDAY**  
Care • Coach • Connect • Collaborate

# Constitution and Bylaws

Revision 06/15/2021 to be approved

## ARTICLE I - NAME

This body shall be known as the NOONDAY BAPTIST ASSOCIATION, INCORPORATED and will be referred to as the Association. The Association also identifies as Noonday Association of Churches.

## ARTICLE II - PURPOSE & VISION

### **Purpose:**

To support, equip, and accelerate the fulfillment of the Great Commission by serving the churches of the Noonday Baptist Association and those who identify with the Association (Matthew 22:37-40; 28:19-20; Mark 16:15; Luke 24:46-49; Acts 1:8).

### **Vision:**

The vision of the Association is to see Noonday Baptist Association and her leaders rally, resource, and reach the world by making disciples and developing leaders.

## ARTICLE III - MEMBERSHIP

### **Section 1. Definition of the Association**

The Association presents itself in two forms:

- A. The Association is a fellowship of churches that are aligned and cooperate with one another as defined by practices set forth in Scripture and determined by this Constitution and Bylaws.
- B. The Association, when assembled as an independent and autonomous body, consists of representatives selected by cooperating churches who are in agreement with these Constitution and Bylaws.

### **Section 2. Identifying Qualities of Associational Churches**

Churches aligned with the Association, representatives to the Association, and churches requesting membership in the Association should exhibit the following qualities:

- A. Churches should be 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 in word and in practice.
- D. Churches should engage physically, financially, and spiritually 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. Churches should not willfully or intentionally allow leaders, pastors, or staff to engage in

immorality as exhibited through illegal activity that would reflect poorly on the churches. Churches should not participate in institutional or private racism as reflected in barring persons of other races to attend, become members, or participate in leadership.

- F. Individual representatives should seek to value and develop the characteristics that qualify their church for membership in the Association.
- G. It is recommended that member churches also affiliate with the Georgia Baptist Mission Board and the Southern Baptist Convention.

### **Section 3. Responsibilities**

Member churches of the Association are encouraged to actively participate in the collaborative work of the Association through the following avenues:

- A. **Communication:** Each church is encouraged to keep the Association updated on its annual progress either by personal contact, Annual Church Profile, or additional reporting tool.
- B. **Monetary:** 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. **Participation:** Each church is encouraged to send its full number of representatives or Executive Committee members to the meetings of the Association and engage in Association leadership development.

### **Section 4. Representation**

- A. Each church may participate in and send representatives to the Annual Meeting of the Association.
- B. Each church is permitted two representatives and one additional representative for every \$1,000.00 given to the Association's general budget during the prior fiscal year of the Association. No church may have more than 25 representatives.
- C. The pastor (or his appointed representative) and one lay person may serve on the Executive Committee of the Association as described in Article V, Section 1 of these Bylaws. If the church is without a pastor, the church may choose to select a church member or staff member to serve on the Executive Committee until a pastor is called.

### **Section 5. Receiving of Churches**

- A. Churches wishing to join the Association should notify the Association of their intent regarding membership. The Engagement Team will have the responsibility of working with the church according to the qualifications contained in Article III, Section 2 of these Bylaws and will present the church to the Administration Team for approval.
- B. Churches who have been approved for membership will be announced at the Annual Meeting.

## **ARTICLE IV - AUTHORITY**

The Association has no authority over a church but will encourage and expect

cooperation in regard to the purpose of the Association. However, the Association does reserve for itself certain rights, namely:

- A. It shall be the sole judge of the membership of its own body, determined by the guidelines in this document and those found in supporting membership documents, as to the qualifications and health of its own membership. This applies to the churches and its representatives.
- 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.
- C. Any membership changes will be reported by the Administration Team at the Association's Annual Meeting.

## **ARTICLE V - COMMITTEES, TEAMS, AND PROGRAMS**

### **Section 1. Executive Committee**

- A. The Executive Committee shall consist of the following:
  - The pastor (or his appointed representative) of each NBA church
  - One elected representative from each NBA church
  - The officers of the Association
  - The Immediate Past Moderator
  - Trustees
  - Team facilitators
  - NBA ministerial staff
  - NBA Executive Director
- B. The officers of the Association will be officers of the Executive Committee as defined in Article VII, Section 1.
- C. All NBA ministerial staff, with the exception of the Executive Director, will serve as ex officio, nonvoting members.
- D. The Executive Committee recommends, advises, and approves business from and to the Administration Team.
- E. Actions of the Executive Committee shall be reported to the Administration Team.

### **Section 2. Administration Team**

- A. The Administration Team shall consist of the following:
  - NBA Executive Director
  - NBA ministerial staff
  - Immediate Past Moderator
  - The officers of the association
  - Chairman of the Trustees
  - One member each from the Personnel, Finance, Engagement, and Connection teams
  - Members from the Association who serve on the Executive Committee of the Georgia Baptist Mission Board and/or the Southern Baptist Convention shall be ex officio members of the Administration Team.
- B. The officers of the Association will be the officers of the Administration Team as

defined in Article VII, Section 1.

- C. All NBA ministerial staff, with the exception of the Executive Director, will serve as ex officio, nonvoting members.
- D. The Administration Team shall have the authority to conduct all business of the Association and act for and on behalf of the Association in the interim between Annual Meetings. A summary of actions of this team shall be reported to the Association at quarterly Executive Committee meetings and at Annual Meeting.
- E. The Administration Team reviews and has authority to revise the Policy and Procedure Manual.

### **Section 3. Trustees**

- A. The Association will have five Trustees. Trustees must be members of cooperating churches as defined by these Bylaws and the Policy and Procedures Manual.
- B. The Trustees shall act on behalf of the Association in all legal matters pertaining to properties, real and personal, of the Association. All legal documents shall be signed by any two of the Trustees. All action by Trustees shall be communicated to the Administration Team.

### **Section 4. Standing Teams**

The Administration Team, for the purpose of fulfilling the administrative and ministry purposes of the Association, will have the authority to establish standing and temporary teams as necessary.

The standing teams shall include the following:

- A. **Engagement Team:** Works with churches requesting membership into the association and in regard to membership as mentioned in Article 3, Section 2.
- B. **Personnel Team:** Works to develop policy, benefits, and salaries for Association staff.
- C. **Finance Team:** Oversees all monies, investments, and budgets of the Association.
- D. **Connection Team:** Works to understand, communicate, and engage churches in Kingdom work.
- E. Additional teams as needed.

The standing teams shall consist of five to seven persons who will be approved by the Administration Team and announced at the Annual Meeting.

#### **Guidelines for service:**

- A. A person may serve on a standing team for three consecutive years.
- B. One year must lapse between periods of service on any team.
- C. A person may serve on no more than two teams at a time.
- D. Facilitators may serve for two consecutive years.

The standing teams will have the freedom to establish and dissolve task force teams as needed and will report all actions to the Administration Team.

**Program areas:**

The churches of the association can identify program and ministry needs required to accomplish their mission. Team facilitators of the association staff will customize teams and strategies in order to meet the needs of member churches.

**ARTICLE VI - MEETINGS****Section 1. Regular Meetings**

- A. The Annual Meeting of the Association will be determined by the Administration Team and announced six months previous to the proposed date of the meeting. The Administration Team will have authority to change the time and place of the meeting when necessary. The registered representatives present at the Annual Meeting shall constitute a quorum. The representatives will be determined by the guidelines in Article III, Section 4 of these Bylaws. The officers of the Association, staff members, and the Executive Director shall plan the program of the Annual Meeting.
- B. The Administration Team will meet at least once in every quarter, except in the quarter of the Annual Meeting. The members of the Administration Team will be determined as set forth in Article V, Section 2 of these Bylaws.
- C. The members of the Executive Committee are determined by guidelines in Article V, Section 1 of these Bylaws. The Executive Committee will meet regularly on a schedule determined by the Administration Team. A quorum for a regular Executive Committee meeting consists of those Executive Committee members who are in attendance.
- D. All other teams will meet as needed.

**Section 2. Special Meetings**

- A. Special meetings of the Administration Team may be called by the Executive Director or by the Moderator or by the Immediate Past Moderator. Notification should be received 48 hours prior to the meeting and include the purpose of the meeting.
- B. Special meetings of the Executive Committee may be called by the Executive Director or by the Moderator or by the Immediate Past Moderator. Members shall be given at least one week notice.

**ARTICLE VII - ELECTED LEADERSHIP****Section 1. Positions**

- A. The Association will have the following officers: Moderator, Moderator-Elect, Clerk (Secretary), and Treasurer. The officers of the Association must be members of cooperating churches as defined by these Bylaws or of a church cooperating with a likeminded association, the Georgia Baptist Convention, or the Southern Baptist Convention.
- B. The Association may elect other officers as necessary in carrying out the purpose of the Association.

**Section 2. Methods of Election and Terms of Office**

- A. The Executive Director, Moderator, and Past Moderator will provide nominees to

the Administration team for Moderator, Past Moderator, Clerk, and Treasurer positions. These officers will be approved by the Administration Team and Executive Committee and presented and approved at the Annual Meeting.

- B. The Moderator-Elect will begin his duties either at the close of the Annual Meeting in the year they are presented or upon vacancy of the Moderator office. Should the Moderator-elect serve an unexpired term, they shall be eligible to also serve for an upcoming full term. The term of office for the Moderator shall be from the close of one Annual Meeting to the close of the following Annual Meeting. The Moderator shall be eligible for re-election as Moderator-Elect in the third Annual Meeting after their completion of one full term as Moderator.
- C. All other elected leadership shall be recommended by the Administration Team and may be presented at the Annual Meeting of the Association or at the Executive Committee meeting.

### **Section 3. Duties**

- A. The Moderator will serve as ex officio member on all teams.
- B. Should the Moderator be unable to attend or perform their responsibilities, then the Moderator-Elect will assume the role of Moderator.
- C. Robert's Rules of Order will be the standard for duties and guidelines for all teams and meetings.

## **ARTICLE VIII - PERSONNEL**

### **Section 1. Executive Director**

- A. The Executive Director shall be the chief administrative officer of the Association. The Executive Director shall be elected by the Administration Team and is accountable to the Administration Team.
- B. A Search Team shall be composed of the Moderator-Elect, Personnel Team Facilitator, and three members of cooperating churches. This team will be selected and recommended by the Administration Team.
- C. The Search Team shall bring its recommendation to fill the position at a special meeting of the Administration Team. A three-fourths majority vote is necessary to confirm the Search Team's nominee.
- D. The office of the Executive Director may be declared vacant by a three-fourths majority vote of the Administration Team when assembled in a special meeting called for such purpose. The office of Executive Director shall be vacated through the administrative process as set forth in the Policy and Procedures Manual.

### **Section 2. Other Personnel**

- A. The Personnel Team and the Executive Director shall employ personnel as set forth in the Policy and Procedures Manual and shall present to the Administration Team.
- B. The Executive Director is responsible for supervising all staff positions.
- C. Personnel shall be at liberty to resign by giving two weeks written notice to the Executive Director and the Personnel Team. The two-week period may be waived by mutual consent between the Personnel Team and Executive Director.
- D. Termination and all other matters of any personnel shall be through the administrative process as set forth in the Policy and Procedures Manual.

## **Article IX - PARLIAMENTARY LAW**

Noonday Baptist Association will abide by the most current edition of *Robert's Rules of Order* which are applicable and not inconsistent with the Constitution and Bylaws and other rules of order adopted by the Association.

## **Article X - AMENDMENTS**

Written notice of any proposed amendment changes to this document will be presented at an Administration Team meeting prior to the amendment(s) being presented at the Annual Meeting of the Association. Proposed amendment(s) should be submitted at least two weeks prior to the Administration Team meeting scheduled in the quarter prior to the Annual Meeting. The Constitution and Bylaws may be amended at the Annual Meeting of the Association by a vote of two-thirds of the representatives present and voting.

Amendment(s) approved by the Executive Committee and Administration Team shall then be provided to the churches at least thirty (30) days prior to the Annual Meeting in which they are to be presented.

If representatives from the floor submit amendments to these Constitution and Bylaws without being recommended by the Executive Committee and Administration Team, said amendments shall be referred to the Administration Team for consideration. If approved by the Administration Team, said amendment(s) shall be presented 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.

The Policy and Procedures Manual referred to in these Constitution and Bylaws should not be inconsistent with the Constitution and Bylaws. All proposed changes to the Policy and Procedures Manual shall be submitted in writing to the Administration Team.

Recommended Policy and Procedures Manual changes take effect following a majority approval by the Administration Team.

## **Article XI - OPERATION AND DISSOLUTION**

The Association is organized and operated primarily for the purposes set forth under Article 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. In such an event, the Trustees are to determine which nonprofit organization would receive the assets.