

# **BYLAWS OF THE SOUTH YADKIN BAPTIST ASSOCIATION, INC. A NONPROFIT CORPORATION**

## **ARTICLE I: NAME**

The name of the Corporation shall be the South Yadkin Baptist Association, Incorporation herein and after known as the Association.

## **ARTICLE II: MEMBERSHIP**

Section 1. This Association shall be composed of regularly constituted Southern Baptist Churches who have been duly accepted into membership by the Association. Participating member churches may empower the Pastor and up to two other representatives to vote on matters at the Annual Session or other special called meetings.

Section 2. The Association shall be sole judge of its membership and may receive or reject churches applying for membership therein at its pleasure, provided that the churches so received shall agree to come under watch care of the Association for a period of one year. During this period of watch care, such church or churches shall be entitled to all the rights and privileges of the Association except that of their members voting and holding office. At the conclusion of this period, should no objections be raised, they then, upon recommendation of the Board of Directors, would be presented to the Association for membership in regular standing by action of the Association in Annual Session.

Section 3. The Bible shall be accepted as the sole guide in matters of doctrine and practice, and the Association shall reserve the right to withdraw fellowship from any church that does not conform thereto.

Section 4. The SYBA takes it seriously when a church neglects to handle reported sexual abuse. The SYBA may choose to withdraw from any church that fails to protect victims and handle sexual abuse among their ministers, members, and staff.

## **ARTICLE III: PURPOSE**

The primary purpose of this Association shall be to counsel together for the advancement of the cause of Christ for the promotion of unity and growth among the churches composing the Association; furthermore, it is the purpose of this Association to cooperate with the Baptist State Convention of North Carolina and the Southern Baptist Convention and their agencies in the work of missions, Christian education, and social ministries.

## **ARTICLE IV: POWERS AND PREROGATIVES**

The Association shall have no power whatever to infringe upon the autonomy of the churches. It may advise or recommend measures of guidance for their adoption but cannot bind them in any way. All the churches constituting the Association remain sovereign and independent bodies and unite that they may more effectively promote the cause of Christ throughout the world.

## **ARTICLE V: DUTIES OF THE CHURCHES**

Section 1. It shall be the duty of each church to select representatives and to encourage their attendance at the Annual Sessions of the Association (See Article II: Section 1.)

Section 2. Each church shall send annually a report, the Congregational Profile, to the Association giving information requested. This information, in turn, will be shared with the Baptist State Convention of North Carolina and the Southern Baptist Convention.

Section 3. Each member congregation is expected to financially support the Association. It is recommended that each member congregation establish a certain percentage of their undesignated receipts to be forwarded to the Association monthly.

Section 4. Each member congregation is expected to participate in the ministries and the mission activities of the Association.

## **ARTICLE VI: ORGANIZATION**

Section 1. The Board of Directors of the Association shall be a President, Vice-President, and five Board members, who shall be elected at the Annual Session. The Associational Clerk and the Associational Executive Director shall serve as ex-officio Board members and shall serve at the pleasure of the Association. The Board of Directors shall recommend all officers to be elected by the Association in the Annual Session.

Section 2. All officers shall be members of churches affiliated with the Association.

## **ARTICLE VII: DUTIES OF OFFICERS**

Section 1: It shall be the duty of the President to preside over the Business Meeting at the Annual Associational session and in other meetings deemed necessary provided for in these Bylaws.

Section 2. It shall be the duty of the Vice President to preside in the absence of the President and to assist the President in every way possible.

Section 3. It shall be the duty of the Clerk to keep an accurate record of the Session of the Association and prepare minutes to be distributed within two months after the Annual Session or as soon thereafter as possible.

Section 4. The Board-designated Financial Officer shall be responsible for an accurate account of all money paid into the Association, payment of corporate obligations, shall make regular reports to the Board of Directors and make an annual report to the Association. The Board of Directors shall enlist the services of a CPA to conduct a financial review every three years. Such cost being reimbursed by the Association.

Section 5. It shall be the duty of the Clerk to collect and preserve minutes of each session of the Association and to collect and preserve records of the history of our Association.

Section 6. Any vacancy which occurs in the Board of Directors shall be filled by the Board of Directors.

## **ARTICLE VIII: RULES OF ORDER**

In the absence of the President, the Vice-President shall preside at all regular meetings. All officers shall faithfully discharge the duties pertaining to the office to which they have been elected. The following rules shall govern deliberations:

1. All business shall be conducted, and all discussions shall be carried out in a Christian manner as prescribed in the Scriptures.
2. The method of voting shall be by the will of the body. A simple majority shall prevail in all cases except where a vote by two thirds majority is required by these bylaws.

## **ARTICLE IX: TIME OF MEETING**

The Association shall meet annually in August; however, in the case of some unavoidable circumstances that make a change in the date necessary, the Board of Directors is empowered to make such a change. The Board of Directors shall have the authority to call a special meeting of the Association should the need arise.

## **ARTICLE X: THE ASSOCIATION YEAR**

The fiscal year shall begin with the first of September of each year and close the following August 31.

## **ARTICLE XI: BOARD OF DIRECTORS**

1. Membership. The Association shall have at least seven (7) Directors. The seven (7) Board of Directors shall consist of President, Vice President, and (5) five other Board members who shall be elected at the Annual Session. These officers will be elected by the Board annually. The seven (7) duly elected Board of Directors can designate additional at-large Directors as deemed necessary.
2. Duties. The Board of Directors shall determine policies and establish guidelines for the effective conduct of the business affairs of the Association. The Board of Directors shall recommend the officers of the Association. The Board of Directors in partnership with the Executive Director shall be responsible for the accomplishment of the organization's purposes and objectives.

In the case of the vacancy of an Executive Director, the Board of Directors will select an interim in search of a permanent director. Once a director has been selected by the Board, of those present and voting, a vote of two thirds majority from the churches of the Association may ratify the election of such a director. All other hirings needed by the Association will be handled within the regular Board meetings of the Board of Directors.

In the case of the termination of an Executive Director, the Board of Directors will convene and prepare a meeting to be held with the churches of the Association requiring of those present and voting, a two thirds majority vote for termination. All other hiring and terminations will be handled by the Board of Directors if a need arises.

When the Board of Directors finds the need to buy, sell, or acquire property for the Association, it shall call a meeting of the churches for their input of such a sale or purchase, and will require of those present and voting, a two thirds majority vote.

2. Fiscal Powers. The Board shall oversee the budget for each fiscal year.
3. Term of Office. The Directors shall be elected annually. They will serve rotating 4-year terms and must be off the Board for 1 year before they are eligible to serve another term. Vacancies occurring between annual sessions of the Association shall be filled by the Board of Directors.
4. Removal. Any Director may be removed without cause by a majority vote of all other Directors.

## **ARTICLE XII: CALLED OR SPECIAL MEETINGS**

1. Special meetings of the Board may be called by the President, Vice-President, the Executive Director, or any three (3) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally, by telephone, or by electronic mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
2. Time and Place. The time and place of the meetings of the membership shall be as specified by the Board of Directors.
3. Special Meetings. Special meetings of the Association may be called at the request of a majority of the Board of Directors.
4. Notice of Meetings. The Clerk shall notify each member of the time and place of all meetings called for by the Board of Directors. Such notification may be written or verbal communication with the membership.
5. Quorum. A quorum will consist of at least 4 of the 7 Board members present at a membership meeting, whether in person or by a virtual video meeting, to vote on business pertaining to the Association.

## **ARTICLE XIII: LIABILITY**

The private property and assets of members of the Board of Directors, officers, committee members, employees, and agents of South Yadkin Baptist Association, Inc., shall forever be exempt from liability for its debts, obligations, and lawsuit and shall be entitled to indemnification as provided for by N.C.G.S. 55 A-8-50, et seq.

## **ARTICLE XIV: NET EARNINGS**

No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

## **ARTICLE XV: ADOPTION**

These Bylaws shall take effect immediately upon its adoption and shall supersede any and all Bylaws previously adopted.

## **ARTICLE XVI: REVISION**

These Bylaws may be immediately revised at any session of the Association by a vote of two-thirds of the representatives present.

## **ARTICLE XVII: CORPORATE SEAL**

The Corporate Seal of the Association shall consist of two concentric circles between which is the name of the Association and in the center of which is inscribed the word "SEAL" and such seal, as impressed on the margin hereof, is hereby adopted as the Corporate Seal of the Corporation.

These bylaws were affirmed at the SYBA Annual Meeting held August 8, 2023.