

CONSTITUTION AND BYLAWS OF THE LAKE COUNTY BAPTIST ASSOCIATION, INC.

(Approved October __, 2021)

Association Constitution

Preamble

Recognizing our unity under the Lordship of Christ and our shared mission received from Him, we members of Southern Baptist Churches in the general area of Lake County, Florida, with this establish and maintain an Association in conformity to this Constitution and the accompanying Association Bylaws.

Article I- Name

The name of this body shall continue to be known as the Lake County Baptist Association, Inc. (referred to commonly and interchangeably—and hereafter in these governing documents—as the LCBA or the Association).

Article II- Purpose

The purpose of this Association is to “Come alongside cooperating Great Commission churches to bring the message of the gospel to everyone.”

The LCBA comes alongside member churches to advance Kingdom work.

The LCBA comes alongside churches by:

- Facilitating church cooperation
- Identifying area lostness
- Encouraging fellowship
- Helping cooperative missions’ involvement

Article III- Authority

While this Association is autonomous under the Lordship of Christ, it has no authority over any church or Baptist body.

Article IV- Membership

Section 1- Affiliation

This Association is composed of affiliated churches. Bylaw 1 describes the affiliation process. Churches are received into fellowship by a two-thirds majority vote.

Section 2- Messengers

Churches may choose to elect and send Messengers from their membership to participate in Association events, functions and meetings.

Section 3- Doctrinal Harmony

Only local Florida Baptist churches of like faith, doctrine and order (i.e., those which operate and teach in accordance with the Baptist Faith and Message adopted by the Southern Baptist Convention in the year 2000) are eligible for membership in the Association. While local churches are free to have their own unique statements of faith, any and all such statements must conform to (i.e., not be inconsistent with) the Baptist Faith and Message, 2000.

Article V- Meetings

The Association holds meetings according to Bylaw 3 below.

Article VI- Organization

Section 1- Board of Directors and Officers

The Association shall have a Board of Directors which acts as and on behalf of the Association between the Annual Meeting. Membership of the Board is composed of members elected according to Bylaw 4, Section 4.

The Association has the following officers: 1) Associational Mission Strategist (the "AMS") who serves as the President & CEO, 2) Clerk, and 3) Treasurer. These officers (other than the AMS) may or may not be selected from the individual Directors who make up Board of Directors.

Section 2- Teams

The Association can have Standing Teams and/or Special Teams, or any combination of teams, as stated in Bylaw 4.

Section 4- Administration

The Board of Directors assists the AMS as a resource for program planning, financial planning, leadership development, and advising.

Section 5- Organization

The Association organizes its structure as necessary to conduct its work.

Section 6- Election

The Clerk, Treasure, and Directors are nominated and elected by the messengers from member churches of the Association. Terms of office for Directors is one (1) year. Board members may be re-elected for two (2) additional one-year year terms. A Director must serve one year off before being eligible to be elected again. As set forth in the Bylaws, the Board of Directors reserves the right to remove any Director for cause (the existence of such cause being at the discretion of the Board, and subject to the retroactive ratification or rescission of the messengers).

Article VII- Staff

The Association may employ staff as it deems appropriate and is approved by the Board of Directors and/or the member churches. Unless otherwise provided, the AMS is employed by nomination of an appropriate search team of the Association. The team presents their nominee in a specially called business meeting. The team provide a minimum of two weeks' notice to each member church.

Article VIII- Amendments

Amending the Constitution of the Association requires a three-quarters (i.e., 75%) majority vote. No less than thirty-days written notice of the proposed amendments is required (this written notice requirement is satisfied by providing, or making available, an electronic copy of the proposed amendment(s) to all interested parties). Notification is made when the date and time of the meeting, the agenda and the text of any proposed amendments is delivered to the member churches via US Mail or Electronic mail.

Article IX- Rules of Order

The conduct of all business of the Association, unless otherwise specified in the Constitution and Bylaws of the Association will be consistent with the latest edition of Robert's Rules of Order.

Association Bylaws

Bylaw 1- Affiliation

A Church that is sponsored by a member Church, or presented for membership by the Florida Baptist Convention, may become affiliated with the Association by a vote of the Board of Directors.

Any church requesting fellowship with the Association should write a letter indicating their desire to join LCBA. Upon receipt of such a letter, the Board will assign a representee to visit with the church. The Board representative shall thereafter report the results of the visit to the full Board; making a recommendation about whether to accept the church into fellowship. The Board will act upon the representative's recommendation (in its complete discretion). If the church is to proceed toward fellowship, the Board will assign the church to "watchcare" status until the next Annual meeting where the issue will be subject to a vote of the messengers.

All churches associated with the LCBA shall adhere to, maintain and propagate the doctrines, faith and practices of Southern Baptist churches which cooperate with the Florida Baptist Convention and the Southern Baptist Convention. Many of such beliefs and tenants are set forth in the doctrinal statement known as the *Baptist Faith and Message* most recently drafted and adopted by Southern Baptists in the year 2000. Likewise, LCBA member churches are expected to participate in the work of the Association by giving of the monetary resources, time and talents of their respective members.

Should the LCBA become aware that any member church has:

- 1) Ceased adhering to one or more of the doctrines, faiths or practices set forth in the *Baptist Faith and Message, 2000*;
- 2) Has engaged in a practice—or pattern of practices—that inconsistent with the doctrine, faith or tenets of traditional Southern Baptist beliefs; or
- 3) Refused to contribute as expected for two (2) consecutive years;

the LCBA (through its Board) will contact the church, and inquire into the matter. Should the Association confirm any one or more of the three criteria set forth above, the Board will seek to restoratively counsel such member church concerning the departure from LCBA membership requirements.

Should the church be unwilling or unable to bring its practices and/or beliefs back in line with the requirements for membership in the LCBA, the Board will bring the situation to the Association at the next business meeting. Such church's membership in the LCBA would then be subject to termination upon a two-thirds majority vote of the messengers at a properly-called meeting.

Bylaw 2- Privileges of Member Churches

Section 1

The Association recognizes that, consistent with the historical Southern Baptist doctrine of local church autonomy, member churches of the LCBA are wholly independent and autonomous bodies. This means that they are separate and distinct entities in all measures of internal government. As such, the Association hold no authority over member churches and their operation. The Association may only act as an advisory resource upon a specific invitation of any member church.

Section 2

The Association reserves the right to determine if particular Messengers will be allowed to participate in any meeting where Messengers are present (e.g., messengers from a church currently involved in the process set forth in Bylaw 1 above). Any questions related to the credentials of any church or messenger are to be resolved by the officers of the Association in accordance with these Bylaws. The resolution suggested by the officers shall be voted upon by the unchallenged messengers at such a meeting. The results of such vote are not subject to appeal or challenge.

Section 3

Member churches expect the Board of Directors to oversee the affairs of the LCBA between Annual Meetings. As a necessary result, member churches delegate to the Board the authority to deliberate and vote on any and all Association business during the year (except for the election of officers and approval of the LCBA Budget which are both approved by the messengers at the Annual Meeting). Material actions taken by the Board during the year will be reported to the members at the Annual meeting. Certain material actions (e.g., hiring or firing of personnel, major non-budgeted expenditures, etc.) may be brought by the Board to the member churches for ratification.

Bylaw 3- Meetings

Section 1- Annual Meeting

The Association shall have an Annual Meeting in the fall of each year. The purpose of this meeting is to provide an annual report to church messengers, to nominate and elect officers, and to conduct other business otherwise noted in the agenda and/or the Association's governing documents.

Section 2- Special Meetings

The Board of Directors in association with the AMS shall determine the need for (and the dates and times) of any special meetings to be held throughout the year.

Bylaw 4- Organization

Section 1- Duties of Officers

The officers of the Lake County Baptist Association are the AMS (who is serves as Chief Executive Officer), the Board of Directors, the Clerk, and the Treasurer.

Section 2- Teams

The association may have both Standing and Special Teams. Standing Teams are those that serve for permanent or extended time frames. Special teams are created to fulfill a specific purpose and are dissolved upon the completion of that purpose.

Section 2- Team Leaders

The Board of Directors, in consultation with the Associational Mission Strategist, selects Team Leaders as needed. The Team can have designated members, or Teams may select their own members.

Section 4- Board of Directors

The business of the Association is managed by its corporate powers exercised by a board of not less than five (5) Directors. The exact number of Directors comprising the board may be fixed from time to time by the LCBA.

Directors shall:

- Be residents of the State of Florida and members in good standing of a Florida Baptist church which is associated and in good standing with the LCBA:
- Be at least 18 years of age; and
- Serve without compensation for their services. (The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in rendering services to the Association.)

A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director votes against the action or abstains from voting in respect to it because of an asserted conflict of interest.

A Director shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his or her duties, a Director:

- (a) Shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- (b) May consider such factors as the Director deems relevant, including the long term prospects and interest of the Association, and the social, economic, legal, or other effects of any action on the employees, suppliers, or customers of the Association or

its subsidiaries, the communities and society in which the Association or its subsidiaries operate, and the economy of the state and nation.

- (c) Shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Notwithstanding the above provisions, Directors may be immune from civil liability pursuant to Section 617.0834, *Florida Statutes*.

Number, Election, and Term of Directors.

The Association shall be managed by a Board of not less than Five (5) Directors (including the AMS as set forth below), unless and until changed in accordance with these Bylaws. Except as described in Section 3 below, the Board of Directors shall be elected and appointed by the Association in its regular annual sessions. The association limits churches to no more than two simultaneously serving directors.

The Associational Missional Strategist shall be an *ex-officio* member of the Board of Directors. The Associational Missional Strategist (or their designees) shall possess all the rights and privileges of being a director; including but not limited to, attending all regular and special meetings of the Board of Directors.

A member of the Board of Directors shall hold office until his or her resignation, removal from office, or death, or until his or her successor is appointed following the expiration of his or her term. The term of each Director shall be one (1) year. A Director who has served three (3) terms shall not be eligible for re-election until at least one (1) year has elapsed since the date of the end of such Director's term of office. An exception to the foregoing may be made in the case of a Director whose expertise seems to make it advisable that such Director be continued as a member of the board.

Membership on the Board of Directors will automatically be terminated when a Director moves from the state, dies, ceases to be a member in good standing of a Baptist Church affiliated with the LCBA, or is absent for three (3) consecutive meeting of the Board of Directors, unless the Board votes to excuse the absence for good and sufficient reasons.

At the last regularly scheduled quarterly meeting of the Directors, the Directors shall elect the officers of the Association who shall serve for the following calendar year.

Vacancies. Vacancies in the Board of Directors, whether occurring by reason of an increase in the size of the board, or the death, resignation, disqualification, or removal of a Director, may be filled by an action of the board for the remaining term of the vacant position, appointing a person meeting any qualifications for the board membership. Vacancies occurring by reason of the expiration of a Director's term (subject to the appointment of his or her successor), shall be filled by action of the Association at its annual meeting. A Director appointed to fill a vacancy shall hold office until his or her successor is appointed following the expiration of the term of the position he or she has filled, or his or her earlier resignation, removal, or death.

Quarterly and Regular Meetings of the Board. The regular meeting of the Board of Directors shall be held quarterly. Regular meetings of the board shall be held at such place and time thereafter during the year as the President or Chairman may fix, following notice thereof to the Directors. Members of the Board of Directors may participate in any regular or special meeting by means of a conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

Special Meetings of the Board. Special meetings of the Board of Directors may be called at any time and place—within or without the State of Florida—by the President/Chief Executive Officer, the Chairman of the board, or by a majority of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than forty-eight (48) hours before the meeting. Notice of a special meeting may be given by telephone. Notice of a special meeting of the board, however, need not be given to any Director who signs a waiver of notice either before or after the meeting. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

Attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless said Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Quorum and Voting. Unless provided otherwise by the Articles of Incorporation, a majority of the number of Directors fixed in the manner provided in these Bylaws shall constitute a quorum for the transaction of business, except that a quorum shall be a majority of all current Directors if vacancies have caused the total number of Directors to drop below the number otherwise needed for a quorum. In addition to those Directors who are physically present at a meeting, Directors shall for purposes of these Bylaws be deemed present at such meeting if a conference telephone or similar communications equipment is used, by means of which all persons participating in the meeting can hear and speak to each other at the same time. A resolution passed on the telephone by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as a resolution passed at a physical meeting. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of, unless provided to the contrary in the Articles of Incorporation or these Bylaws. A Director who is present at a meeting on which action on any corporate matter is taken shall be deemed in favor of the action taken, unless he or she votes against the action or abstains from voting with respect thereto because of an asserted conflict of interest. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Board Action Without a Meeting. Any action of the Board of Directors or a committee thereof that is required or permitted to be taken at a meeting may be taken without a meeting if written consent to the action, signed by all the members of the board or committee, is filed in the minutes of the proceedings of the board. Such consent shall have the same effect as a unanimous vote.

Compensation. Directors shall not receive any compensation for their services, but shall be entitled to receive compensation for services rendered to the Association in any capacity other than as Directors, as may be provided from time to time by the Board of Directors; provided however, such services do not in any way amount to or create an impermissible conflict of interest.

Committees. The Board of Directors, by resolution adopted by a majority of the full board, may create and populate one or more committees. Each of the committees, to the extent provided by

resolution adopted by a majority of the full board, shall have and may exercise all the authority delegated to it by the Board of Directors, except that no committee shall have authority to fill vacancies on any committee thereof, or adopt, amend or repeal the Bylaws or the Articles of Incorporation. All committees so appointed shall keep such records of the transactions of their meetings as the Board of Directors shall from time to time direct.

The Board shall appoint all committee members only from then current Directors, may designate one or more Directors as alternate members of a committee who may act in the place of any absent member or members at any meeting of the committee, shall fill vacancies in such committee, may discharge any or all members of such committee, with or without cause, at any time, or may dissolve or deactivate such committee.

Removal of Directors. At a special meeting of Directors called expressly for that purpose, any Director may be removed with or without cause by a vote of a majority of the full Board of Directors. If such Director is a member of any committee of the Board of Directors, he or she shall cease to be a member of that committee when he or she ceases to be a Director.

Designation of Officers; Removal. This Association shall have a Chairperson of the Board of Directors and a Vice Chairperson of the Board of Directors, which officers shall serve on a volunteer basis. All vacancies in any office of the Association shall be filled by the Board of Directors (subject to the later ratification or rescission of the member churches). The failure to elect a Chairperson of the Board of Directors, Vice Chairperson of the Board of Directors, President/Chief Executive Officer (i.e., the AMS), Vice President, Secretary, or Treasurer shall not affect the existence of the Association.

The Chairperson. The Chairperson of the Board of Directors shall serve until terminated as a Director or until removed from office by vote of the Board of Directors of the Association. The Chairperson shall preside at meetings of the Board of Directors.

Vice Chairperson. The Vice Chairperson of the Board of Directors shall serve until terminated as a Director or until removed from office by vote of the Board of Directors of the Association. The Vice Chairperson shall, in the absence of the Chairperson, preside at meetings of the Board of Directors.

Secretary and Assistant Secretaries. The Secretary shall keep the minutes of all proceedings of the Directors, shall attend to the giving and serving of all notices to the Directors or other notice required by law or by these Bylaws, shall affix the seal of the Association to deeds, contracts, and other instruments or writings requiring a seal, when duly signed or when so ordered by the - Directors, shall authenticate records of the Association, shall have charge of all of the corporate records (except the financial records) and such other books and papers as the board may direct, and shall perform all other duties incident to the office of Secretary.

Any one or more Assistant Secretaries elected by the Board of Directors shall assist the Secretary in the performance of his or her duties and shall also have such further powers and duties as from time to time may be assigned to him or her by the Board of Directors, the President/Chief Executive Officer or the Secretary. At the direction of the Secretary or in his absence or disability, an Assistant Secretary shall have the powers and duties of the Secretary.

Treasurer and Assistant Treasurers. The Treasurer shall have custody of all corporate funds, securities, financial records, and evidences of indebtedness of the Association, shall receive and give receipts and acquittances for monies paid in on account of the Association, shall pay out of the funds on hand all bills, payrolls, and other just debts of the Association, of whatsoever nature, upon maturity, shall enter regularly in books to be kept by him or her for that purposes, full and accurate accounts of all monies received and paid out by him or her on account of the Association, and shall perform all other duties incident to the office of Treasurer and as may be prescribed by the Directors.

Any one or more Assistant Treasurers elected by the Board shall assist the Treasurer in the performance of his or her duties and shall also have such further powers and duties as from time to time may be assigned to him or her by the Board of Directors, the President/Chief Executive Officer or the Treasurer. At the direction of the Treasurer or in his absence or disability, an Assistant Treasurer shall have the powers and duties of the Treasurer.

Board Agents. The Board of Directors may appoint one or more agents to act on its behalf. Such agents are subject to the supervision of, and responsible to perform the duties, prescribed by the Board of Directors.

Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, creation of a new position, or any other reason may be filled by the Board of Directors for the unexpired portion of the term.

Salaries. To the extent that the officers of the Association act as employees of the Association, such officers shall be entitled to reasonable compensation for services rendered.

Bylaw 5- Staff & Volunteers

Each and every employee or volunteer of the LCBA is considered to be a bona fide minister of the gospel. As such, they are expected to live their respective lives in a manner which is consistent with our beliefs as Southern Baptists (e.g., in accordance with the Holy Scriptures and the Baptist Faith & Message). Such expectation extends beyond the time which is spent at the associational offices and/or working in their capacity as an associational officer, employee or volunteer. Any conduct or lifestyle which is inconsistent with the Holy Scriptures and the Baptist Faith & Message shall disqualify such person from further employment and other service.

Section 1 - Associational Mission Strategist

The AMS has the responsibility of leading, directing, and overseeing all ministries and activities of the association. The AMS also serves as the Association's Registered Agent.

When a vacancy occurs in this office, the Board of Directors will nominate a Search Team. The Search Team seeks and recommends one candidate to the Board. The Association and the Search Team may choose to use the tools available here:

https://www.sbcal.org/uploads/6/2/2/2/62227119/sbcal_ams_search_committee_guidelines.pdf

Upon Board approval, the candidate is presented to a meeting of Church Messengers in a specially called business meeting. A two-thirds majority vote of Church Messengers at a specially called meeting is required to call the Associational Mission Strategist. Dismissal of the AMS requires a

simple majority. Members of the Search Team provide a minimum of 14 days' notice of this meeting to all member churches.

Section 2 - Other Employees

Other employees may be hired (for either full or part time positions) to carry out the ministry of the Association. Employees shall be vetted and then, provided such vetting proves them qualified for the position, hired by the Board. Their day-to-day activities will be under the direct supervision of the Associational Mission Strategist, who has the right and authority to terminate any such employee (in consultation with the Board).

Position descriptions, vacation, and sick leave policies are under the authority and direction of the Associational Mission Strategist.

Section 3 - Volunteers

Volunteers may be secured to assist in various ministries of the Association. Volunteers shall be vetted and then, provided such vetting uncovers no impediment to their service, allowed to serve. Their day-to-day activities will be under the direct supervision of the Associational Mission Strategist, who has the right and authority to discontinue the service of any volunteer.

Bylaw 6- Financial Plan

The Association operates in reliance upon the voluntary offerings to Association from local churches, the Florida Baptist Convention, and other donors. The Association typically will not accept designated gifts (i.e., gifts that prohibit the use of the funds for any purpose outside of the wishes of the donor). This practice does not limit fund raising for specific purposes, however. Nor does it prohibit donors from making a gift and requesting it be used for a specific purpose. Each affiliated church is encouraged to give a percentage of their undesignated funds on a regular basis.

Bylaw 7 - Use of LCBA Assets & Facilities

The AMS shall oversee implementation of an asset & facilities use policy. Such policy will ensure that the assets & facilities of the LCBA are used in a manner which is consistent with our beliefs as Southern Baptists (e.g., in accordance with the Holy Scriptures and the Baptist Faith & Message). The staff shall also be charged with ensuring that any use of all or part of the LCBA grounds or facilities will be done in a manner—and shall be sufficiently documented and memorialized—so as to protect the LCBA from unnecessary exposure to liability.

Bylaw 8 - Inspection of Associational Records

The LCBA will provide member churches access to its records in accordance with Florida law. Therefore, any request for access to LCBA records must be in writing and directed to the AMS at the mailing address listed on the LCBA's annual report to the Secretary of State.

Bylaw 9 - Indemnification of LCBA Staff and Leadership

Should any member(s) of the LCBA staff, its Directors, Officers or Teams be faced with actual or threatened litigation as a result of the performance of their proper and normal duties, the LCBA will obtain sufficient and appropriate legal defense and/or indemnify such person(s) for costs and expenses relating to such actual or threatened litigation. This obligation to indemnify and/or provide a defense shall cease if at any time it is discovered that the person(s) in question acted contrary to Holy Scripture, in violation of law or otherwise acted in any way that was dishonest or lacking complete candor.

Bylaw 10 - Biblical Dispute Resolution

The LCBA will implement a Biblical Dispute Resolution process for its employees and other compensated personnel. Such process will be set forth in the employment handbook and/or policy & procedure manual. Likewise, the LCBA will make available resources regarding its dispute resolution procedure so that member churches may better understand and/or implement such procedure in their own contexts.

Bylaw 11 - Alteration or Amendment of These Bylaws

Subject to the retroactive approval by the member churches at the next Annual Meeting, the power to adopt, alter, amend or repeal these Bylaws shall be vested in the Board of Directors. The Bylaws may be amended by the Directors at any regular or special meeting of the Directors upon thirty (30) days written notice thereof, and by a two-thirds (2/3) vote of the Directors present at such meeting.