

CMBA Bylaws System For Associational Governance

Columbia Metro Baptist Association
PO Box 23192
Columbia SC 29224

Bylaws System Preface

- Disclaimer: This Bylaws System is intended to help a Nonprofit Organization prepare their Bylaws. IT IS NOT INTENDED TO BE A FINAL/FINISHED PRODUCT. This Bylaws System is an opinion based on review of factual information with resources.
- Robert Grant presents this as an opinion, with resources. Robert Grant advises everyone who is unsure about an opinion to consult their own legal experts in the area of nonprofit law and practice.
- NO Bylaws should be used until legal council has approved their use.
- Robert Grant will be willing to review the finished Bylaws of any organization AFTER they have had documented legal approval for use.

The Bylaws System

- The Bylaws System is provided to aid churches and associations to create their Bylaws to the satisfaction of the organization and the laws of South Carolina.
- The Bylaws System will support the Articles of Incorporation of any organization who has applied for and is operating under their Articles of Incorporation through the state of South Carolina.
- The Bylaws System is supported by South Carolina Law>Code of Laws>Title 33 – Chapter 31 South Carolina Nonprofit Corporation Act. (SCNCA)
- The Bylaws System is intended to be a systematic outline of Articles and Sections by which an organization can enter its own code of rules for the regulation and management of the affairs of the corporation.
- The Bylaws System is structured in the appropriate order that a nonprofit corporation bylaws should be structured.
- The Bylaws System also provides teaching/instructive helps in the note sections of every slide in this PowerPoint setup.
- The Bylaws System is designed to provide a slide for each Article and Section to recreate/edit/drag and drop previous content. It is a write-on format, always active to add information.
- The Bylaws System will also provide clarity of the South Carolina Nonprofit Corporation Act as it applies to particular Articles and Sections. These will be noted by “SCNCA” in the teaching notes.

Articles of Incorporation Information

- Link: SCSOS.com
- Nonprofit Corporation Act; Code of Laws-Title33-Chapter31
- Link: <http://scstatehouse.gov/code/t33c031.php>

Bylaws System For The Columbia Metro Baptist Association

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These Bylaws ~~when were~~ approved by messenger vote ~~of~~ at the 2022 Annual Meeting. ~~annual meeting of 2022 will serve as a Bridge Document for One Year.~~ Amendments ~~should be made by July, and the full document approved by Legal Council August/September since October 2022 are included here~~ for final vote at the 2023 Annual Meeting.

Article I: Name & Principal Office

Preamble Of CMBA

Recognizing our unity under the Lordship of Jesus Christ and our common mission received from Him, we members of the Southern Baptist churches in the Midlands of South Carolina hereby establish and maintain an Association in conformity to the following plan.

Section A: Principle Office

The name of this body shall be Columbia Metro Baptist Association, Incorporated, as specified in the charter granted by the Secretary of State of South Carolina, September 13, 1963, and hereafter shall be referred to as the "Association."

Section B: Location

Columbia Metro Baptist Association
PO Box 23192

Columbia, South Carolina 29224

Office Phone: 803-619-7110

Mailing Location Address: 3104 Berkeley Forest Drive, Columbia SC 29209

www.ColumbiaMetro.org

Section C: Articles of Incorporation

Incorporated: September 13, 1963

Amendment: May 15, 2018

Section D: EIN Document

Employer Identification Number filed: June 1, 2018

Section E: Exemption Certificate

SC Revenue Exemption Certificate Issue Date: September 25, 2000, 501-c-3 verification after filing IRC 1023.

Article II: Mission, Vision & Purpose

Section A: Mission

~~The CMBA exists to help our Family of Churches unleash a missional movement across the greater Columbia area.~~

CMBA exists to encourage and help our family of churches fulfill the Great Commission together.

Section B: Benefits For Churches

- The Benefits for Churches of Membership with the Columbia Metro Baptist Association are:
- Great Commission Benefit
 - ~~Resources Benefit~~ *Church Planting *Ministry Collaboration
 - ~~Partnership in Gospel Advancement~~
 - ~~CMBA Team Benefit~~ *Church Revitalization and Strengthening
 - ~~Pastoral Encouragement~~
 - ~~Congregational Grants Benefit~~ *Church Resources *Pastor Search
 - ~~Team Training~~
 - ~~Congregational Governance, Bylaws, and Miscellaneous Legal Issues Benefit~~
 - ~~Contextual Research and Interpretation Benefit~~
 - ~~Spiritual and Strategic Planning Benefit~~
 - ~~Strategic Information Benefit~~
 - ~~New Congregational Expressions Benefit~~
 - ~~Soaring between Pastors Benefit~~
 - ~~Baptist Collegiate Ministries Benefit~~
 - ~~Block Party Trailer Benefit~~

Details of these Benefits are located in the appendix of these Bylaws.

Section C: Values

- Kingdom-Focused Family
- ~~The CMBA is engaged in~~ Collaborative Innovation
- ~~The CMBA empowers~~ Missional Congregations
- ~~The CMBA believes in~~ Mobilization Leadership
- ~~The CMBA longs to see~~ Gospel Saturation of our footprint

Section D: Our Doctrine Statement

The doctrinal statement known as The Baptist Faith and Message, as adopted by the Southern Baptist Convention, June 14, 2000, sets forth the general doctrinal beliefs of this body. (Source: bfm.sbc.net)

Article III: Membership/Partnership

Section A: Member Churches and Church Network Connections

~~The~~ CMBA desires to be a missional movement of Baptist churches in the Midlands of South Carolina whose doctrine and practice are consistent with Baptist statements of

faith. Churches can become members of ~~the~~ CMBA by the processes outlined in Sections B ~~and~~ C of this Article or connect to the Network of ~~the~~ CMBA.

Section B: Member Churches

- A Baptist church desiring first-time membership with ~~the~~ CMBA will present a request by a letter to the Associational Missions Strategist, accompanied by satisfactory evidence of: (a) consistency with Southern Baptist statements of faith; (b) Bylaws showing congregational governance; (c) evidence of their Articles of Incorporation with the state of South Carolina; (d) evidence of missional engagement; and, (e) an indicated desire to be in a family fellowship with other Baptist ~~churches~~ in the Midlands of South Carolina.
- The ~~Administrative Advisory~~ Team shall decide on a recommendation of membership and forward it to the Executive Team. ~~or the Association Annual Session, whichever meets next.~~
- Affirmation by two-thirds (2/3 - 67%) of the church representatives present and voting at an Executive Team meeting, ~~or the messengers present at the Annual Session will grant approval~~ will grant approval for membership in the Association.
- Once a church has been approved as a member there is no annual renewal for membership.

Section C: Church Network Connections

- A church who desires to connect with the CMBA network of churches because of: (a) a manner of service consistent with Southern Baptist statements of faith; (b) a similar commitment to missional engagement; and, (c) a desire to be in a family fellowship with Baptist churches, may present a letter of request to the Associational Missions Strategist to connect with the Association as a ~~Network Church~~. The ~~Administrative Advisory~~ Team can accept churches into the network at any regular meeting.
- Churches in the network can send a letter to the Associational Missions Strategist to request upgrade status of Member Church. This request will be reviewed by the Executive Team ~~or Annual Session~~ for approval in accordance with Section B: Member Churches.

Section D: Member Church Voting Rights

Once a church becomes a Member Church of the Association, people from member churches may serve as voting members of the Executive Team and the ~~Administrative Advisory~~ Team. ~~Member churches may also select messengers to the Annual Session of the Association who may vote on business matters and motions.~~ The number who can serve on the Executive Team as messengers ~~to the Annual Session~~ is defined in these Bylaws.

Section E: Church Network Connection Voting Rights

Once a church becomes part of the CMBA network, people from their churches may serve on the leadership teams which are under the supervision and guidance of the ~~Administrative Advisory~~ Team. They are encouraged to attend the Executive Team meetings ~~and the Annual Session~~ of the Association but ~~Network Connection Church members~~ may not vote on business matters.

Section F: Member Church Discipline

Should any member church disqualify itself by faith practices contrary to those of the Association, attempts will be made on the part of the Association leadership to reconcile. The Associational Missions Strategist and representatives from the **Administrative Advisory** Team and/or Executive Team will meet with the church and the leadership in question to share the concerns or issues that seem to be a problem. It will be a priority to help clarify and reconcile differences. Should there be a problem with a reconciliation, the associational leadership may recommend the church be dismissed from the Association by a vote at **an Annual Meeting one of the two Executive Team meetings** with a two-thirds majority vote of Messengers present and voting (no electronic votes).

Section G: Expectations of Membership With The CMBA

- **One:** Every church is expected to PRAY for and SUPPORT the life and ministry of sister **and brother** congregations in the CMBA Family of **Congregations Churches**. Churches should celebrate with one another, challenge one another, mourn with one another, and show grace to one another.
- **CMBA Commitment:** To regularly inform the Member Churches and the Network Churches of prayer and support needs of their sister **and brother** churches.
- **Two:** Every church is expected to be on mission to fulfill the Great Commission in the spirit of the Great Commandment. As such, they seek to discern and act on God's empowering vision for their congregation in its context or among the people group(s) God is leading it to serve.
- **CMBA Commitment:** As requested, CMBA will come alongside congregations to provide processes and planning that are strategic in nature and helps congregations spiritually and strategically address the missional choices for their future ministry.
- **Three:** Since CMBA is a member-based Family of Churches, it is dependent on the financial support of the Family members. Every church is expected to annually contribute to the general operations budget of CMBA either through a set amount, special offerings or gifts, or a percentage of their undesignated offerings from the church. The traditional long-term goal has been for three percent of undesignated church offerings to be contributed to **the CMBA Family of Churches (CMBA)**. Churches not giving for three consecutive years may be subject to dismissal by a vote of the Association in Annual Meeting.
- **CMBA Commitment:** To provide regular reports of how funds are being used to support the vision of CMBA, **and to steward those gifts in ways that would seek to honor Jesus and best fulfill His purposes.**
- **Four:** Every church is expected to complete the Annual Church Profile (ACP) report for CMBA. It can also be submitted online to the SCBC if the church is affiliated. Churches not reporting for three consecutive years may be subject to dismissal by a vote of the Association **in Annual Meeting at a meeting of the Executive Team.**
- **CMBA Commitment:** To use the data from the CMBA churches for two purposes: 1. To engage in research on the progress being made by individual churches and the full membership of CMBA. 2. To connect with pastors, staff persons, and lay leaders in churches to share relevant information with them about CMBA and services offered to the member churches.

- Five: Every Member Church is eligible for their pastor (or designated representative) plus at least one other person, to be official representatives of their church to the CMBA Executive Team. Every church is expected to designate their representatives to the CMBA Executive Team and ask them to attend the two meetings each year. (see Article Four, Section D). Member Churches are also eligible to have representatives on the CMBA **Administrative Advisory Team**.
- CMBA Commitment: To provide meaningful gatherings of the Executive Team that inform and inspire representatives and share information to take back to their churches.

Section H: Messengers/Representatives

- Messengers: ~~Each member church of the CMBA shall be entitled to four Messengers for the first one hundred active/resident members and one additional Messenger for each additional one hundred members. No church shall be entitled to more than ten Messengers.~~ Each CMBA Member Church's church's pastor or designated person plus one other appointed member constitute the official messengers to the CMBA Executive Team meeting.
- Messengers from the **Member Churches** shall constitute the official voting process for any business brought to the floor of ~~the Annual Meeting an Executive Meeting~~.
- Pastors of all Member Churches; the elected officers of the Association and the **Administrative Advisory Team** Team are messengers by virtue of position.
- New Work/Missions churches sponsored by Member Churches are a part of the primary sponsoring church's membership. Mission Member Churches are entitled to serve as Messengers to the Association as a part of the Messengers of the sponsoring church.
- Representatives: See: Article: 5, Section: A

Article IV: Associational Meetings

Section A: Associational Meetings

- The official yearly meetings of the Association are as follows:
 - ~~The Annual Associational meeting held in October of each year in one of the Member Churches as determined by the Administrative Team.~~
 - The Executive Team meeting held two times per year on the third Tuesday of March and September in one of the Member Churches as determined by the **Administrative Advisory** Team.
 - The **Administrative Advisory** Team shall be held at least six times each year in one of the Member Churches or Church Network Connections as determined by the **Administrative Advisory** Team.
 - ~~All meetings will be set annually and announced by Email/Text and other appropriate streams to verify time and place.~~

Section B: Special Called Meetings

- Any meeting called by the **Administrative Advisory** Team outside the regular scheduled meetings of the Association, Executive Team or the **Administrative Advisory** Team shall be considered "Special Called" meetings to consider matters of

special nature and significance. Two weeks' notice must be given to communicate the purpose and intention of this meeting to the Member Churches.

- In case of extreme urgency, the **Administrative Advisory** Team will need to communicate the date/time/ place/purpose of the meeting to each Member Church within three days.

Section C: Quorum For Associational Meetings

- A Quorum at any meeting for the CMBA will consist of Messengers of Member Churches present and voting based on appropriate notification of meetings as set forth in the normal communication streams unless otherwise stipulated in these Bylaws.

Section D: Voting

- Member Church Voting Rights: Once a church becomes a member of the Association, appointed representatives from member churches may vote in matters before the Executive Team.
- Representatives of Member Churches are also eligible to serve on the **Administrative Advisory** Team if nominated and elected.
- Church Network Connections: Attendees are encouraged to attend the Executive Team meetings and the Annual Session of the Association but may not vote on business matters.

Section E: Electronic Voting

- The CMBA is authorized to vote via electronic communication media provided proper notification and information regarding items for voting are distributed to every representative of the **Administrative Advisory** Team or Executive Team who is entitled to vote on any given matter of business.
- Every representative who is entitled to vote on a matter shall receive a written electronic ballot. The electronic ballot shall be identical to the paper ballots given to those present at a regular or called meeting IF one is held. All electronic ballots are to be returned electronically to the Moderator of the CMBA or to another designated officer. *Representatives are responsible for corrections of any e-mail address.*
- A period of 24 hours should be allowed to send, vote, process, and return electronic ballots before a seated meeting. Only verified representatives will receive the electronic ballot. Ballots prepared and received correctly may not be revoked and will be added to the ballots cast at the seated meeting.

Section F: Emergency Bylaws Action

- The **Administrative Advisory** Team, Executive Team along with the Associational Missions Strategist is authorized to take proper administrative/bylaws action in an EMERGENCY situation. An emergency situation could be, but not limited to: death of Associational Missions Strategist, pandemic, or destruction by natural causes that would limit any Assembly/Business Sessions for a period of time to be longer than a 30-day period. After such time this emergency action is abolished.

- The Emergency Bylaws Action shall be activated by a majority vote of the **Administrative Advisory** Team and the Executive Team participants. This communication may be by phone/electronic media if available.
- Regular Quorum and voting rights shall remain in place and electronic communication and voting could be used to conduct business.

Section G: Rules of Order

- Robert's Rules of Order (latest edition) shall be used by the Association as its guide for parliamentary procedure.

Article V: Administrative Leadership

Section A: General Structure & Qualifications

- Every Member Church is eligible for their pastor or designated person plus **at least** one other person, to be official representatives of their church to the Executive Team. Every church is expected to designate their representatives to the Executive Team and ask them to attend the two meetings each year which are held on the third Tuesday of March and September.
- Member Churches are also eligible to have representatives on the **Administrative Advisory** Team. This group is limited to **24 18** positions that come from the member churches.

Section B: Administrative Advisory Team

- The **Administrative Advisory** Team shall serve as the Association between annual meetings in all areas except those specifically assigned to the Executive Team.
- The **Administrative Advisory** Team shall be composed of **24 18** members as follows:
 - ~~15~~ **12** members elected for up to a three-year term, with ~~five~~ **four** members rotating off each year.
 - The Association's Moderator, Vice Moderator, Clerk, and Treasurer shall serve as *ex officio* members with voting privileges.
 - The WMU (or its successor) Director shall serve as an *ex officio* member with voting privileges.
 - One of the Baptist Collegiate Ministry Directors serving Columbia area colleges/universities shall serve as an *ex officio* member with voting privileges.

Section C: Election and Term of Office

- Members of the **Administrative Advisory** Team shall be elected to their appropriate term of service annually to fill the available slots indicated in Section B.
- The Executive Team elects the **Administrative Advisory** Team members during their regular annual meetings.

Section D: Vacancies

- Between meetings of the Executive Team, the **Administrative Advisory** Team is authorized to fill any vacancies until the next meeting of the Executive Team where they are to be reaffirmed.

Section E: Nominations to The Administrative Advisory Team

- The Administrative Advisory Team shall nominate persons to serve on the Administrative Advisory Team for presentation to the Executive Team.
- Nominations from the floor of an Executive Team meeting are permitted.
- A majority vote is required to elect Administrative Advisory Team members.

Section F: Administrative Advisory Team Meetings/Quorum/Notices

- The Administrative Advisory Team shall meet at least six times per year on the third Tuesday of the month.
- Places and times of Administrative Advisory Team meetings shall be set annually and communicated to all members.
- Eleven Ten (11 10) of the 24 18 members must be present and voting to constitute a quorum.
- If a quorum is not present, business may not be conducted.

Article VI: Associational Staff Leadership

Section A: Overview of Associational Staff Leadership

- The Chief Executive Officer (CEO) is the Associational Missions Strategist. This position is responsible to/for the Association's Annual Meeting. ~~Between annual meetings the Associational Missions Strategist will be responsible two yearly Executive Team meetings and~~ to the Administrative Advisory Team.
- Other full-time, part-time, or independent contractors may be secured to assist with the work and ministry of the association. These positions and the people who fulfill these responsibilities shall be approved by the Administrative Advisory Team.
- Financial support for associational staff leadership must be provided for in the annual associational budget or approved reserve funds.

Section B: Associational Missions Strategist Duties

- To provide spiritual, strategic, and executive leadership for the CMBA based upon strategies and policies of the Administrative Advisory Team.
- The Associational Missions Strategist's complete position description is in the Policy and Procedure Manual as approved by the Administrative Advisory Team.

Section C: Associational Missions Strategist Search Team

Following the announcement of a vacancy by resignation, retirement, termination, or death of the Associational Missions Strategist:

- The CMBA Officers shall meet and prayerfully determine who should serve on the search team and enlist and commission them to their work.
- Once established, the Search Team can determine their chairman.
- The Search Team should seek input from the Administrative Advisory Team and other key church leaders of what CMBA needs as strengths in the next Associational Missions Strategist.
- Both the Search Team and the Administrative Advisory Team needs to update the Job Description based on input.

- The Search Team along with the **Administrative Advisory** Team and the Finance Committee should establish a budget range of compensation for the position.
- The Associational Missions Strategist position shall be posted on various media outlets available, including but not limited to: churches of CMBA, state Baptist newspapers, CMBA website and national associational media outlets.
- The Search Team shall receive resumes, review candidates' backgrounds and strengths that enhance and match the work of CMBA, and determine the top candidates for conference phone interviews and further information.
- Check references listed by the candidates and others if available.
- The Search Team should determine and prioritize the candidates to schedule personal interviews about the position. Prior to each personal interview, the team should: provide the candidate with the CMBA Bylaws; provide information about the CMBA churches; and, provide a copy of the CMBA budget (with Associational Missions Strategist salary and benefits redacted).
- The Search Team should prayerfully consider those interviewed and see if one or two of them rise to the top in qualifications and fit for CMBA. Prioritize the candidates for a final interview toward recommendation to the Executive Team and the **Administrative Advisory** Team and churches.
- If the first-choice candidate does not work out, repeat the process with the second candidate.
- If none of the original candidates emerge as someone to consider further, working timeframes will reopen to receive resumes and recommendations and the search process will start again.
- The Search Team must communicate with all applicants if they are or are not being considered for the position. This is a point of common courtesy and gives opportunity for prayer and gratitude for their willingness to be considered.

Section D: Calling the Associational Missions Strategist

- Once acceptance of a candidate has passed, the Executive Team and the **Administrative Advisory** Team discussion should be about background checks, moving allowance and relocation expenses, and establish benefits and salary/housing.
- The candidate would need to formally accept the offer from the CMBA to be announced to the Family of Churches.
- An association-wide event should be planned to introduce and get to know the new Associational Missions Strategist for the CMBA leadership, church leadership, and any member who wants to participate.

Section E: Interim Associational Missions Strategist

- The CMBA Moderator shall become the acting Associational Missions Strategist until action is processed to call an interim Associational Missions Strategist by the **Administrative Advisory** Team.

Section F: Other Associational Staff

Section G: Support Staff

Article VII: Corporate Officers

Section A: Oversight and Election of Corporate Officers

- The Corporate Officers are the Associational Missions Strategist, Moderator, Vice-Moderator, Clerk, and Treasurer.
- These officers, with the exception of the Associational Missions Strategist, shall be elected annually at the **Annual Meeting September gathering of the Executive Team**. Officers shall be elected after nomination by the Executive Team upon the recommendation of the **Administrative Advisory** Team. Additional nominations may be made from the floor by Messengers of Member Churches.

Section B: Moderator

It shall be the duty of the Moderator to:

- Preside at all meetings of the Association and the Executive Team.
- Work in a team relationship with the Associational Missions Strategist as he seeks to lead the Association to accomplish its mission.
- Serve as a Corporate Officer.
- Serve as *ex officio* member of the Executive Team and the **Administrative Advisory** Team.
- In the event that the office of Associational Missions Strategist is vacant, to assume such functions of that office as may be assigned by the **Administrative Advisory** Team or to request that the **Administrative Advisory** Team secure an Interim Associational Missions Strategist.
- Appoint all special or ad hoc teams as requested by the **Administrative Advisory** Team such as an Associational Missions Strategist Search Team.

Section C: Vice Moderator

It shall be the duty of the Vice-Moderator to:

- Assist the Moderator as requested in moderating all meetings of the Association and the Executive Team.
- Work in a team relationship with the Associational Missions Strategist
- Serve as a Corporate Officer.
- Serve as *ex officio* member of the Executive Team and the **Administrative Advisory** Team.
- Perform the duties of the Moderator in his absence.

Section D: Clerk

It shall be the duty of the Clerk to:

- Certify and present for approval to the appropriate entities the minutes of ~~the Annual Associational meeting,~~ the Executive Team meetings, and the **Administrative Advisory** Team. Record the minutes of these meetings when an Associational staff person is not present to record the minutes.
- Certify the proper registration of voting, both seated and electronic, for Member Churches and visitors to the **Annual Meeting Executive Team meetings**, and meetings of the **Administrative Advisory** Team, the Executive Team with the assistance of the Associational staff.

- Assist the Moderator as requested at meetings of the Executive Team and ~~the Annual Meeting~~.
- Work in a team relationship with the Associational Missions Strategist.
- Serve as a Corporate Officer.
- Serve as *ex officio* member with voting privileges of the Executive Team and the ~~Administrative Advisory~~ Team.

Section E: Treasurer

It shall be the duty of the Treasurer to:

- Certify and present for approval to the appropriate entities the annual budget of the Association, and the monthly budget reports and other financial matters.
- Review all deposits and payment requests as they take place.
- Sign or authorize an approved signer to sign all checks.
- Work in a team relationship with the Associational Missions Strategist and any ~~Administrative Advisory~~ Team authorized accounting persons or service.
- Assist the Moderator as requested at meetings of the Executive Team ~~and the Annual Associational meeting~~ and the Annual Associational meeting.
- Serve as a Corporate Officer.
- Serve as *ex officio* member with voting privileges of the Executive Team and the ~~Administrative Advisory~~ Team.

Section F: Legal Representation

- Legal Representatives: The Associational Missions Strategist, Moderator, Vice-Moderator, Clerk, and Treasurer shall serve as legal representatives of the Association, and act as directed by the Association in handling legal matters.
- The ~~Administrative Advisory~~ Team and the Associational Missions Strategist, along with the Moderator, Vice Moderator, Clerk and Treasurer shall be considered: "Acting As A Board Of Directors," as requested in the Non-Profit Corporation Act of South Carolina.
- Associational Missions Strategist serves as Registered Agent on the Articles of Incorporation for CMBA.

Article VIII: Ministry Teams/Groups

Section A: General Team/~~Group~~ Options

- ~~All Ad Hoc Groups of the Advisory Team will be referred to as a "Team."~~
- ~~An Ad Hoc Group~~ An ad hoc Team of the ~~Administrative Advisory~~ Team may be created for specific assignments or obligations of the Association as needed. These ~~ad hoc groups teams~~ shall function under specific assignment through the ~~Administrative Advisory~~ Team and the Associational Missions Strategist. ~~All ad hoc groups will be referred to as a Group Team.~~ The tenure of ~~a group~~ an ad hoc team is based on assignment completion as directed by the ~~Administrative Advisory~~ Team.

Article IX: Indemnification

Section A: Indemnification of **Administrative Advisory Team, Officers and Employees**

- It is the intent for the **CMBA Association** to carry coverage for indemnity unless the named party exceeds authority or is guilty of reckless or willful misconduct in ministry, in accordance with existing insurance coverage based on associational liability.
- Insofar as an agent of the Association has been successful in defense of any proceeding or the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim.
- Agents must act in good faith, in a manner believed to be in the Association's best interests, and with such care, including reasonable inquiry, as an ordinarily prudent person in a similar position would use in similar circumstances.

Article X: Associational Assisting in Licensing, Ordaining and Commissioning

Section A: The Steps For CMBA Assisting Churches To License, Ordain or Commission

- Licensing: The local church usually deals with licensing a person for ministry without the involvement of the **Association**.
- Ordination: Once a church makes a request for an ordination council to be formed by the **Association** for a specific candidate or candidates, the person and/or committee assigned to this role in the **Association** will set a date, time and place for the event for the ordination council to meet the candidate to ask appropriate questions of the candidate during a period of up to 90 minutes.
- Commissioning: The process for commissioning a candidate will follow a similar process to that of ordination.

Section B: Minister Ordination/Licensing/ Commissioning

- The **CMBA Association** becomes involved in ordination/licensing upon the request of any member church to do so. When a Member Church feels they have been called to ministry and exhibit the call both in their personal spiritual growth and preparation, a request can be made to the **Association** to assemble an ordination council to question the candidate. Recommendations will be made to the church on whether the candidate shows proper spiritual maturity to be ordained/licensed. If the council votes to recommend to the church to proceed with ordination/licensing of the candidate, then the church will select a date and process for the local church to appropriately hear the candidate, affirm the candidate through prayer and laying on of hands.

Section C: Meanings/Purpose

- Licensing is usually a simple acknowledgment that a person has felt the call to ministry and is done within months of the call as a preliminary step toward ordination.
- Ordination is usually a much more formal and intense process after a person has felt a call to ministry and has prepared, through personal spiritual growth and education,

for the work of ministry. Sometimes, ordination is done when a person is called to his first ministry position.

- Commissioning is usually done when a person is going into a specific ministry (chaplaincy) or mission project.
- Once endorsed by a church, persons licensed, ordained or commissioned are considered “Ministers for Tax Purposes” with the IRS.

Article XI: Fiscal Year

Section A: Annual Events/Elections/Meetings

Section B: Accounts/Books/Records

Section C: Policy and Procedure Manuals List

- The **Administrative Advisory** Team of the Association shall make recommendations of policy changes. The **Administrative Advisory** Team shall have authority to approve a Policy Manual, which will include Personnel Policies and Procedures, Staff Job Descriptions, Fiscal Policies, Financial Policies and Procedures, and Administrative Policies and Procedures.
- The Policy Manual may be amended after presenting any proposed change to the **Administrative Advisory** Team two weeks prior to the next **Administrative Advisory** Team meeting. If a Policy and Procedure is directly applicable to an Association Team there would need to be a review of the changes with that Team prior to a vote by the **Administrative Advisory** Team.

Section D: Audit Procedure for Finance

- The Finance Committee shall conduct an annual audit and arrange for an independent audit every other year.

Article XII: Amendments to Documents

Section A: General Amendment Procedures

The Bylaws may be amended upon two-thirds majority vote (members present and voting- no electronic ballot) of the Association in session, by the following:

- A review and recommendation of the Bylaws Revision Team to the **Administrative Advisory** Team and the Associational Missions Strategist.
- Voting on Bylaws may be handled at a Special Called Meeting or **Annual Meeting Executive Team Meeting** using as a seated meeting. Ballot vote would be necessary.

Section B: Amending Articles of Incorporation

- These Bylaws may be amended, altered, or repealed by submitting a written request/motion to the **Administrative Advisory** Team or Special Bylaws Revision Team for review. The proposed amendments, changes, and/or alterations must state the Article(s), Section(s) and item number(s), along with a rationale for the request.

- Each properly submitted request will be reviewed by the **Administrative Advisory** Team and the Bylaws Revision Team. The proposed changes shall be sent to the Member Churches for review. Townhall meeting(s) may be planned for discussion thirty days after the Member Churches have had time to review the proposed amendment(s). No formal votes will be taken at the Townhall sessions.
- A two-thirds majority vote will be required to approve any proposed changes to the Bylaws. Bylaws voting shall take place at the ~~annual meeting~~ **Executive Board meeting** where there is a seated vote (no electronic votes), ballots should stipulate the proposed changes with a “yes”/”no” vote. Any change takes effect immediately.

Section C: Dissolution/Merger/Adoption

- CMBA, being organized and incorporated, operates as a non-profit tax-exempt organization under the United States Internal Revenue Code, and in accordance with the Secretary of State of South Carolina. In the event of the need to dissolve CMBA, the assets thereof shall be liquidated and distributed for payment of debts and obligations; remaining assets shall be distributed equally to member churches of CMBA.
- In the case of Merger/Adoption CMBA shall liquidate all assets to the organization(s) continuing the ministry of the CMBA.
- Any Dissolution/Merger or Adoption effort would come from a recommendation of **Administrative Advisory** Team and the Associational Missions Strategist with a three-month notice to the Member Churches. A two-thirds majority vote considering such action may be handled at a Special Called Meeting or ~~Annual Meeting~~ **Executive Team Meeting** as a seated meeting vote (no electronic voting). Ballot votes would be necessary.

Appendix