

ARTICLES OF INCORPORATION OF WACO REGIONAL BAPTIST ASSOCIATION, INC.

ARTICLE ONE

This body shall be known as the Waco Regional Baptist Association, Inc. (hereinafter “Association”).

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The corporation is organized and shall at all times be operated for religious and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The purposes of the corporation are:

- A. Assist Churches. A purpose of this Association shall be to assist Waco Regional Baptist Association churches to fulfill the Great Commission within their calling and context of ministry.
- B. Coordinate Cooperative Ministries A purpose of this Association shall be to create and coordinate ministry opportunities requiring the unified, cooperative effort of the Waco Regional Baptist Association churches.
- C. Encourage Cooperation A purpose of this Association shall be to encourage cooperation and a spirit of unity within and among the Waco Regional Baptist Association churches.

ARTICLE FIVE

Upon dissolution, the assets of this corporation shall be applied and distributed in accordance with Article 1396-6.02 of the Texas Non-Profit Corporation Act, and the assets will be distributed to another tax-exempt organization qualifying for exemption from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE SIX

Members shall be all churches that have entered into a cooperative relationship with the Association.

ARTICLE SEVEN

The officers of the Association are: Moderator, Vice-Moderator, Clerk, and Treasurer. The officers shall also serve as the Association trustees and officers of the Executive Board.

ARTICLE EIGHT

The Association shall be managed by the Executive Board as outlined in the Bylaws.

ARTICLE NINE

These Articles may be amended at the Annual Meeting of the Association by a two-thirds (2/3) vote, provided that the amendment has been previously submitted at an Executive Board meeting or has been submitted to the churches at least fourteen (14) days in advance.

ARTICLE TEN

The Bylaws of the Association may be amended at the Annual Meeting of the Association by a two-thirds (2/3) vote, provided that the amendment has been previously submitted at an Executive Board meeting or has been submitted to the churches at least fourteen (14) days in advance.

Amended October 10, 2006

Amended October 14, 2008

Amended October 13, 2009

**BYLAWS
OF THE WACO REGIONAL BAPTIST ASSOCIATION, INCORPORATED**

ARTICLE I

Name

The name of this organization shall be Waco Regional Baptist Association and will be further referred to in the Bylaws as the Association.

ARTICLE II

Purpose

The purpose of the Association shall be religious and educational and to:

Section 1. Assist Churches. The Association shall assist member churches to fulfill the Great Commission within their calling and context of ministry.

Section 2. Coordinate Cooperative Ministries. The Association shall create and coordinate ministry opportunities requiring the unified, cooperative effort of its churches.

Section 3. Encourage Cooperation. The Association shall encourage cooperation and a spirit of unity within and among its churches.

Article III

Doctrinal Statement

The Association subscribes to the *1963 Baptist Faith and Message* as adopted by the Southern Baptist Convention on May 9, 1963, and reaffirmed by the Baptist General Convention of Texas in 1980 and 1999.

Article IV

Members

Members shall be all churches that have entered into a cooperative relationship with the Association. Cooperation shall be broadly defined as participating in various activities of the Association, contributing financially, and supplying an Annual Church Profile to the Association.

Section 1. Membership Eligibility and Admission Procedure. Baptist churches that desire membership shall petition the Association at least six (6) months prior to the Annual Meeting, shall meet with Association representatives, shall be presented by the representatives at the Annual Meeting, and shall receive a positive vote at the Annual Meeting.

Section 2. Removal of Members. The Association of Churches may terminate the membership of a participating church by three-fourths (3/4) vote of messengers at the Annual Meeting.

Article V

Annual Meeting

The Association shall hold annual meetings at such times and places as determined by the Annual Meeting Committee. Each member church shall be entitled to three (3) messengers and an additional one (1) messenger for every two hundred fifty (250) resident members or one (1) additional messenger for every \$1,000 given to the budget of the Association during the previous year; except that, the maximum number of messengers from any one (1) member church shall not exceed twenty (20). Each messenger attending shall be entitled to one (1) vote. Voting by proxy is prohibited. Those messengers in attendance and voting shall constitute a quorum.

Article VI

Messengers

Messengers shall be elected and authorized by action of member churches, shall register at and attend annual meetings of the Association, and shall be responsible participants in the discussion and determination of actions taken at annual meetings of the Association.

Article VII

Executive Board

Section 1. Authority. The Executive Board shall manage the Association between annual meetings. Those Executive Board members in attendance and voting shall constitute a quorum.

Section 2. Composition. The Executive Board shall be composed of the officers, ministry team chairs, senior pastors of Association churches, and two (2) additional members of each Association church, at least one (1) of whom must be a duly elected lay member. The Director of the Association (hereinafter referred to as Director) shall serve as an ex-officio member of the Board.

Article VIII

Association Officers

Section 1. Officers. The officers of the Association shall be a Moderator, Vice-Moderator, Clerk, and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association. Officers shall be ex-officio members of all ministry teams and committees.

Section 2. Trustees. The officers shall serve as the Trustees of the Association and with the approval of the Association, shall have the authority to sign legal documents and to buy, sell, lease, and/or transfer Association property.

Section 3. Nomination Procedure, Time of Elections. These officers shall be nominated annually by the Administrative Team with opportunity for nominations from the floor. Officers shall be elected at the Annual Meeting and shall take office at the conclusion of the Annual Meeting. In cases of nominations from the floor, a ballot vote shall be required.

Section 4. Term of Office. The Moderator and Vice-Moderator may be elected for two (2) consecutive terms. The Clerk and Treasurer may be elected for an indefinite number of consecutive terms.

Section 5. Vacancy. In the event of a vacancy in the office of Moderator, or should the Moderator be unable to carry out the responsibilities of the office, the Vice-Moderator shall succeed the Moderator. If the Vice-Moderator serves less than seven (7) months of the Moderator's term of office, that person shall then be eligible to be nominated as Moderator for two (2) consecutive terms. In the event of a vacancy in the office of Vice-Moderator, Clerk, or Treasurer, the Moderator shall determine how those duties shall be fulfilled.

Section 6. Duties.

The Moderator shall:

- Preside over the Annual and Executive Board Meetings of the Association.
- Serve as Chair of the Executive Board.
- Appoint the Annual Meeting Committee and ad hoc committees and teams as needed to accomplish the purposes of the Association. Designate the chairs of such committees and teams.
- Appoint a Parliamentarian if desired.
- Call a meeting of the Officers and the Chair of the Administrative Team to conduct an annual performance appraisal of the Director.
- Call a meeting of the Officers to nominate the Administrative Team and its chair.

The Vice-Moderator shall:

- Preside over meetings of the Association in the absence of the Moderator.
- Serve as Vice-Chair of the Executive Board.
- Become Moderator in the event of a vacancy in that office.

The Clerk shall:

- Keep accurate minutes of all business transacted by the Executive Board and during the Annual Meeting.
- Maintain such minutes on file in the Association office, available for review by members.
- Oversee the receipt of the Annual Church Profile and ensure the maintenance of those records.
- Transfer official Association records to the official historical repository, the Texas Collection at Baylor University.

The Treasurer shall:

- Cause the employees of the Association who receive, preserve, and pay out all money or things of value paid or given to the Association, to keep at all times an itemized account of all receipts and disbursements.
- Cause the employee responsible for financial clerical duties to prepare a monthly, itemized report of the receipts and disbursements of the preceding month.
- Cause the financial reports and records of the Association to be audited annually, either internally by an auditing committee or externally by a qualified accountant.
- Co-sign checks for the Association over an amount specified by the Administrative Team.

Article IX

Director

Section 1. Description. The Director serves as the general administrator of the Association to advance the Association's mission.

Section 2. Selection. The Administrative Team nominates a search committee with the approval of the Executive Board. The Search Committee is responsible for recommending a Director to either the Executive Board or the Association at the Annual Meeting.

Section 3. Responsibilities. The Director shall:

- Lead the Association in strategic planning, implementation and evaluation.
- Consult with the Administrative Team to employ, supervise, evaluate, and terminate staff subject to Association policies.
- Serve as an ex officio member of all ministry teams and committees.
- Serve as the registered agent of the Corporation.

Article X

Teams and Committees

Section 1. Administrative Team. The Administrative Team shall be composed of at least twelve (12) members serving rotating three (3) year terms and shall be appointed by the officers of the Association and shall:

- Nominate officers and ministry team members and chairs to be presented for election at the Annual Meeting and provide orientation for those elected.
- Consult and advise the Director on personnel matters.
- Prepare and present the proposed annual budget of the Association.
- Oversee the management of Association properties.
- Promote the Association through public relations initiatives.
- Consult with the Director on Association policies and present policies for approval to the Executive Board.

Section 2. Ministry Teams. The mission of the Association shall be accomplished under the direction of ministry teams. The Director, officers, and Administrative Team shall determine the responsibilities and composition of ministry teams as needed. Appointments to ministry teams shall be for three (3) year rotating terms.

Section 3. Annual Meeting Committee. The Annual Meeting Committee shall be composed of at least three (3) persons for one (1) year terms to recommend to the messengers the date, location, and program for the following annual meeting.

Section 4. Ad Hoc Committees and Teams. Other ad hoc committees and teams shall be appointed from time to time as deemed necessary to carry on the work of the Association.

Article XI

Amendments to the Bylaws

These bylaws may be amended at the Annual Meeting of the Association by a two-thirds (2/3) vote, provided that the amendment has been previously submitted at an Executive Board meeting or has been submitted to the churches at least fourteen (14) days in advance.

Article XII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Amended October 13, 2009