

Bylaws
of the
Northwest Conservative Baptist Association, Inc.
An Oregon State Nonprofit Corporation
Adopted March 3, 2006

Article I
Purpose

Section 1. **Biblical Basis.** This corporation is organized as an association of Conservative Baptist churches in covenant relationship. These churches have committed themselves to promote the cause of Christ throughout the world in fulfillment of the Great Commission (Matthew 28:19-20), to promote the interest of the member churches, and to advance the common causes found among them. The precedent of churches associating in this way is found in early church practice (Acts 15; 2 Corinthians 8:18-24; Galatians 1:2, 22; Colossians 4:13-18). It is also warranted by Christ's prayer for visible unity (John 17:20-23); by the church's identification (locally and universally) as the Temple of the Holy Spirit (1 Corinthians 3:16; Ephesians 2:20-22); and Christian prudence and wisdom.

Section 2. **General Definition.** This corporation shall be organized and operated exclusively for religious, educational, literary, and charitable purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

A CB Northwest church is a local fellowship of believers who have taken formal action to affiliate with CB Northwest, based on agreement with our Identity Document, and which has been received into membership. An Area Association is a fellowship of local churches in a geographic area. That geographic area is designated by the Board of Trustees.

This corporation does not speak for or officially represent any church or Area Association in any other association, convention, council, or federation; nor does the Association assume any liability for any action of its member churches. The Northwest Conservative Baptist Association is a voluntary association of churches that agrees to live in covenant community. Voluntary recommendations and advice may be offered that may or may not be accepted by association churches.

Section 3. **Summary of Cooperative Efforts.** The purpose of this Association is to advance Christ's kingdom by providing a fellowship in which churches of common identity may express covenant relationships in the following ways: mutual encouragement, assistance, edification, and counsel, and participation in cooperative efforts (which are often beyond the scope of one local church) such as establishing new churches, developing shepherds and elders, camping activities, Christian education and training, and a variety of administrative services. All other such efforts as the Association may deem appropriate are included.

CB Northwest is in covenant relationship with the regions that make up the organization currently known as CBAmerica. Cooperative efforts may involve churches or other ministry organizations affiliated with other Conservative Baptist organizations.

Churches and other ministry/educational organizations not affiliated with a Conservative Baptist agency, but sharing common doctrinal beliefs, may participate in cooperative efforts upon signing our doctrinal statement and submitting proof of common doctrine, such commonality being reviewed and conclusively determined to exist by a three-member review committee appointed by the Executive Committee and official written confirmation thereof being returned to the requesting church or

ministry/educational organization.

Article II ***Members***

Section 1. **Scope of the Association.** This Association consists of Conservative Baptist churches in the states of Oregon, Washington, Idaho, and Alaska, or other states as directed by the Board of Trustees.

Section 2. **Procedures for Attaining Church Membership in the Association.** To become a member a church must hold in common our doctrine, polity, and philosophy of ministry, as outlined in the Identity Document, and declare their intent to come into covenant relationship with the association. A church must be received into membership at an Annual Meeting. Specific procedures are outlined in the Policy Manual.

Section 3. **Termination of Membership.** Membership in the Association may be terminated by withdrawal or exclusion. Specific procedures are outlined in the Policy Manual.

Section 4. **Annual Meeting.** Messengers from member churches will convene once a year for an Annual Meeting. The Annual Meeting is usually held in the month of February or March.

1. **Representation at Meeting.** The Annual Meeting is a representative assembly of the member churches. Churches are encouraged to send as many members to the Annual Meeting as possible. Each church is entitled to an equal voice in the business of the Association. To that end, each church appoints three individuals in good standing from among congregation membership to serve as their voting messengers at the Annual Meeting.
2. **Focus Sessions.** Focus sessions are meetings for the Area Association to do business. Elections shall be held to elect Trustees or affirm elected Trustees; and other Association business shall be conducted. The Trustee of the Area Association shall preside. A clerk shall be appointed to report all elections, recommendations, and voting outcomes to the Secretary of the Association.

Section 5. **Quorum and Voting.** Those voting messengers present at a meeting of members shall constitute a quorum unless these Bylaws or the law mandate differently. Business shall be by majority vote unless these Bylaws mandate differently.

Section 6. **Proxy Voting.** There shall be no voting by proxy.

Article III ***Board of Trustees***

Section 1. **Duties.** The affairs of the Association shall be managed by the Board of Trustees.

Section 2. **Number and Qualifications.** The Board of Trustees shall be composed of one representative from each of the Area Associations, the elected officers of the Association, and ex officio members as stated in these bylaws.

Section 3. **Term and Election.** Members of the Board of Trustees shall be elected for a two-year term, with approximately one-half elected annually. A trustee may then be re-elected for a subsequent two-year term followed by a one-year minimum gap in service. Term of office begins at the

time of installation at the Annual Meeting. Trustees shall annually reaffirm in writing their full subscription to the Identity Document.

Section 4. **Removal.** Any Trustee may be removed from office, with or without cause, by a majority vote of the Trustees then in office.

Section 5. **Vacancies.** The Board of Trustees shall, by a majority vote, declare the position of a Trustee vacant following removal as outlined in Section 4 above, resignation, removal from the Area Association represented, cessation of “member in good standing” status at his/her church, or circumstances which make it impossible to attend Trustee meetings. In the event of a vacancy, the Board of Trustees shall appoint a new Trustee from that Area Association.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of Trustees in office immediately before the meeting begins. Action is taken by a majority vote of Trustees present. Where the law requires approval by a majority of Trustees in office (i.e. to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters) such action is taken by that majority.

Section 7. **Regular Meetings.** Regular meetings of the Board of Trustees shall normally be held in the months of January, March, May, and September at the time and place to be determined by one or more of the Association’s Elected Officers and Association management. Notice of such meetings, describing the date, time, and place of the meetings, shall be delivered to each Trustee by telephone, by fax, by mail, or by email not less than seven days prior to the regular meeting.

Section 8. **Special Meetings.** Special meetings of the Board of Trustees shall be held at the time and place to be determined by one or more of the Association’s Elected Officers and Association management. Notice of such meetings, describing the date, time, place, and purpose (if required to be stated by law) of the meetings, shall be delivered to each Trustee by telephone, by fax, by mail, or by email not less than seven days prior to the special meeting.

Section 9. **No Salary.** Trustees shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service. The reimbursement budget will be approved annually by the Board of Trustees.

Section 10. **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Trustees.

Article IV ***Committees***

Section 1. **Executive Committee.** The Executive Committee shall consist of the Moderator, Vice Moderator, Recording Secretary, and two Executive Officers elected by the Board of Trustees from their body. The Executive Committee shall have the power to make ongoing decisions in emergencies or interim situations (where decision-making action is necessitated between formal Board meetings) and, in these instances, is authorized to exercise all the powers granted to the Board of Trustees (with the exception of those limitations on power detailed in Section 6 below).

Section 2. **Nominating Committee.** The Nominating Committee shall consist of five members in good standing of an association church elected by the voting messengers present at the Annual

Meeting. The Nominating Committee shall submit nominations for Moderator, Vice Moderator, Recording Secretary, and the members of the Nominating Committee. A vacancy shall be filled no later than the first regular meeting of the Board of Trustees following the vacancy.

Section 3. Committees of the Board. The Board of Trustees may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Trustees or may be standing, advisory, or special committees based on the parameters established for them at their formation.

Section 4. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Trustees (that is, makes Board-level decisions) shall be composed of three or more Trustees, elected by the Board of Trustees by a majority vote of all Trustees in office at that time.

Section 5. Quorum and Action. A quorum at a committee meeting exercising Board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Trustees present.

Section 6. Limitations on the Powers of Committees. No committee may authorize the payment of any part of the income of the Association to its Trustees or Officers; nor approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association's assets; nor elect, appoint, or remove Trustees or fill vacancies on the Board or on any of its committees; nor adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Trustees. All the powers enumerated in this section are reserved to the full Board of Trustees, and/or the constituency as further outlined in this document.

Article V ***Officers***

Section 1. Titles. The officers of the Association shall be the Moderator, Vice Moderator, and Recording Secretary; and they shall serve as Chairman, Vice Chairman, and Secretary respectively of the Board of Trustees. The officers shall be voting members of the Board of Trustees and shall be selected from more than one state and geographical area of the Association.

Section 2. Election. Nominations for elected offices shall be presented at the Annual Meeting by the Nominating Committee. Nominations may also be made from the floor, provided those nominated have been contacted and have given their consent prior to being nominated. All nominees shall be members in good standing of an Association church and recommended by their church. Election shall be by majority vote of messengers present and voting at the Annual Meeting (see II.5.1 above). Presentation of nominees and election of officers shall not take place on the same day. No two elected officers shall be from the same Area Association. No elected officer shall be a member of a church which also has an elected Trustee on the Board.

Section 3. Term of Office. The elected officers shall be elected for a one-year term. No elected officers shall serve in the same office for more than three consecutive years. Officers shall assume their duties upon installation during the Annual Meeting.

Section 4. Vacancy. A vacancy in the office of Moderator, Vice Moderator, or Recording Secretary shall be filled not later than the first regular meeting of the Board of Trustees following the vacancy. The Board of Trustees shall fill the vacancy for Vice Moderator or Recording Secretary by a majority vote for one of the Trustees then in office.

Section 5. **Duties of Elected Officers.**

1. **Moderator.** The Moderator shall be the presiding officer of the Association and shall act as the Chairman of the Board of Trustees. The Moderator shall have any other powers and duties as may be prescribed by the Board of Trustees. He shall preside at all meetings of the Association and at all Board meetings.
2. **Vice Moderator.** The Vice Moderator shall preside at the meetings of the Association and of the Board of Trustees in the absence of the Moderator or at his request. He shall assume the office of Moderator in the event of the death, incapacity, or resignation of the Moderator.
3. **Recording Secretary.** The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Trustees and members' meetings and actions; (b) provision for notice of all meetings of the Board of Trustees and members; (c) authentication of the records of the Association; (d) maintaining current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Trustees.

Section 6. **Other Officers.** The Board of Trustees may elect or appoint other officers as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Trustees and/or Association management. They serve at the pleasure of the Board of Trustees and are compensated for their services.

1. **Treasurer.** The Chief Financial Officer of the Association serves as Treasurer and serves as an ex officio member of the Board of Trustees. Accordingly, he or she shall continue in this role for the duration of his/her tenure in this position without the imposition of any "term" limits. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in appropriate Association depositories; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Trustees; and (e) any other duties as may be prescribed by the Board of Trustees.

Article VI ***Personnel***

Section 1. **Executive Director.**

1. **Calling and Search.** The Executive Director shall be called for an indefinite term by a three-fourths majority vote of the Board of Trustees. The Executive Committee shall serve as a search committee to bring to the Board a qualified candidate for the position. He shall be governed by the terms of the working agreement approved at the time of his call, or as amended by the Board by mutual agreement.
2. **Duties.** He shall be the chief administrative officer of the Association and an ex officio member of the Board of Trustees. He shall be responsible for the efficient operation of the office, and shall administer the total work of the Association under the policies set by the Board of Trustees.
3. **Termination.** A sixty-day written notice may terminate the services of the Executive Director by either party, or lesser time by mutual agreement. Termination shall require a

two-thirds majority vote of the Board of Trustees. Services of the Executive Director or any other administrative personnel may be terminated immediately without pay in the event of gross misconduct.

Section 2. Other Personnel.

1. Other administrative personnel shall serve in accordance with the job description for their position included in the personnel/payroll files.
2. The board of trustees may appoint agents as it deems necessary and desirable.

Article VII
Corporate Indemnity

The Association will indemnify its officers and trustees to the fullest extent allowed by Oregon law.

Article VIII
Amendments to the Identity Document and Bylaws

A quorum consists of a simple majority of the member churches, represented by their messengers at the Annual Meeting. Amending or repealing the Identity Document and/or Bylaws, or adopting a revised version of either document requires a two-thirds (2/3) majority vote of the messengers. Prior to the adoption of an amendment, it shall have been presented at the previous annual meeting in printed form, or each member church shall be given notice at the last address of record by first class mail or by means other than first class mail, at least 90 days before the meeting. The notice shall include the meeting's date, time, place, and the notice shall state that one of the purposes of the meeting is to consider proposed amendment(s) to the Identity Document and/or Bylaws and shall contain a copy of the proposed amendment(s). Because of the dynamic nature of the Core Values, the Trustees may amend, repeal, or adopt new Core Values to fulfill our vision and mission, in accordance with the scriptures and the rest of the Identity Document.

Date adopted: _____

Signature of the Chairman of the Board of Trustees:

Signature of the Secretary of the Board of Trustees:
