

# CONSTITUTION AND BYLAWS OF THE THRIVE BAPTIST ASSOCIATION, THE CENTRAL ASSOCIATION OF SOUTHERN BAPTISTS

## **Article I : Name, Offices, and Relationships**

- A. This body shall be called “Central Association of Southern Baptists”, an Arizona Non-Profit Corporation, located in the Phoenix, Arizona metropolitan area.
- B. This Association will be known as, and do business as, the “Thrive Baptist Association”, and the “Thrive Baptist Network”.
- C. The Association shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office.
- D. This Association will cooperate with the Arizona Southern Baptist Convention and the Southern Baptist Convention in those endeavors that strengthen the churches and provide a means of cooperatively carrying out the work of the Kingdom of God.

## **Article II : Purpose**

We aspire to be a Gospel-centered network of churches who encourage thriving leaders and thriving churches in greater Phoenix.

We value the Gospel, because it is the only hope for a lost world. To this end we will look to support gospel movements in our communities through our churches.

We value Churches, because they are the primary means of taking the gospel to our cities. To this end we will work to create collaborative partnerships with churches for the purpose of reaching our communities.

We value Pastors, because their health is a primary key to church health. To this end we will work to support encouraging relationships with all pastors of the Association.

Our goal is to build healthy relationships at every level so that network churches are fully effective in the great commission of Jesus Christ.

## **Article III : Authority**

- A.** The Association has full authority for carrying on its work to fulfill provisions of the Articles of Incorporation and these Bylaws, including the right to receive and disburse funds, own property, and carry on any other activities necessary for implementing its purposes.
- B.** The Association has no authority over any church or the right to interfere with the rights and autonomy of the churches, recognizing that each church is sovereign and independent in all its matters. Therefore, the Association is not responsible for individual decisions of its affiliated churches. The basis for operation in the Association is in the sphere of voluntary cooperation in work and fellowship.
- C.** The Association is at liberty to consult with any of the churches on matters related to the work of ministry.
- D.** The Association has jurisdiction over the seating of any and all messengers and may refuse to seat messengers from any church that it deems to be unsound in faith, practice, or conduct.

## **Article IV : Membership & Meetings**

- A. Members:** The Association shall have only one classification of members: duly elected messengers of affiliated churches.
- B. Affiliation of Churches:**
  - 1. A church may affiliate with the Thrive Network if its faith and practice are in accord with the faith and practice of the other affiliated churches. Thrive Baptist Association affirms the most recent version of the Baptist Faith and Message as the statement best describing the basic body of beliefs that participating churches hold in common.
  - 2. A church may seek to affiliate with the Thrive Baptist Association by presenting a request to the Executive Committee. The Executive Committee will evaluate the request and may recommend new membership to be approved by the messengers at an Annual Meeting.
  - 3. A church may be removed from the Association by a vote of the messengers at an Annual Meeting.
  - 4. Each Associational church shall have a spirit of cooperation, demonstrating in every calendar year both financial support of the Association and active participation in Association activities.

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## ***Article IV : Membership & Meetings Continued***

### **C. Election of Members:**

1. Each church affiliated with the Association, regardless of size, may elect three messengers (which may include the pastor) to send to the Annual Meeting.
2. For each additional 100 members beyond the first 100 church members, another messenger may be elected.
3. No church, regardless of size, shall send more than 10 messengers.

**D. Voting:** Each messenger shall be entitled to one vote on each item of business. A messenger may only vote in person and not by proxy.

### **E. Annual Meeting:**

1. An Annual Meeting of the messengers shall be held at a specified time and place and be published in the annual calendar.
2. The meeting shall include prayer, praise, proclamation, election of officers, adoption of the annual budget, and any other pertinent Associational business.
3. Any new business items must be presented to the Executive Committee at least one month prior to the Annual Meeting.

**F. Special Meetings:** Special meetings of the messengers may be called by the Executive Committee or a two-thirds vote of the Association Council.

### **G. Notice of Meetings:**

1. Notice of meetings of the messengers shall be made in writing at least fourteen (14) days in advance of the meeting.
2. The notice shall outline the place, time, and purpose of the meeting.
3. Each affiliated church is responsible for contacting their messengers and advising them of the meeting.

**H. Quorum:** The messengers present at any properly called and noticed meeting shall constitute a quorum for that meeting.

## Article V : Association Council

- A. Membership:** The Association Council shall be composed of a pastor and one other messenger of each participating church in good standing, as well as the members of the Executive Committee.
- B. Meetings:**
1. The Association Council shall meet when necessary, as determined by the Executive Committee or as dictated by these bylaws, to act on issues between Annual Meetings requiring the deliberation of the churches of the Association.
  2. The Executive Committee will call special meetings for a specific purpose by giving at least seven (7) days notice to all qualifying churches on record. These churches are responsible for notifying their pastor and Associational Council messenger.
- C. Authority:** The Association Council is governed by all provisions of the Articles of Incorporation and these By-Laws. This Council has full power and authority to conduct the business of the Association between Annual Meetings when called upon to do so.
- D. Reporting:** A written summary of Association Council decisions and actions will be given at the Annual Meeting.
- E. Quorum:** The messengers of the Association Council present at any properly called and noticed meeting shall constitute a quorum for that meeting.
- F. Voting:** Association Council members may only vote in person and not by proxy.

## Article VI : Executive Committee

**A. Membership:** The Executive Committee composed of the President of the Association, the Vice-President of the Association, the Chairman of the Finance Committee, and two (2) at-large Representatives. The Executive Director is a non-voting member of the Executive Committee.

**B. Meetings and Quorum:** The Executive Committee shall meet monthly, and as requested by the President of the Association. A quorum shall consist of three (3) of the five vote-eligible members present at a properly called meeting.

**C. Authority:**

1. The Executive Committee is governed by all provisions of the Articles of Incorporation and the Bylaws of the Association.
2. This Team is authorized to conduct the regular business of the Association in the fulfillment of Associational goals, as well as any additional duties assigned by the messengers of an Annual Meeting or by the Association Council.
3. The Executive Committee may authorize the creation of ad-hoc committees.
4. Issues of major importance, or of significant impact to the Association, will be presented to the Associational Council or Annual Meeting by the Executive Committee.

**D. Responsibilities:**

1. The Executive Committee provides regular oversight of Associational business (both financial and non-financial) on behalf of the churches of the Association.
2. The Executive Committee activities may be directed by, and are accountable to, the Association Council and the messengers of the Annual Meeting.
3. The Executive Committee serves as a personnel committee with oversight of all staff positions. The Executive Committee (or a committee it appoints) nominates the Executive Director (or, if necessary, recommends dismissal) to the Association Council or messengers of the Annual Meeting.
4. The Executive Committee serves as a nominating committee, recommending candidates for Associational offices to be voted upon by messengers. Messengers will always have the right of additional nominations.
5. The Executive Committee will prepare and present a written report at the Annual Meeting.

## Article VII : Officers and Staff

### A. Officers:

1. **Executive Director:** The Executive Director is responsible for the effective operation of the Association and is directly accountable to the Executive Committee. He provides visionary leadership through the promotion of goals to advance the mission of the Association. He provides operational leadership through administrative oversight and maintenance of the associational office. The duties of the Executive Director are further defined in the Association policy manual.
2. **President:** The President is elected for a one (1) year term. The President is to preside at all meetings of the Association, the Association Council, and the Executive Committee. He may appoint a parliamentarian. He shall be an ex-officio member of every committee, team, or task force.
3. **Vice-President:** The Vice-President is elected for a one (1) year term. The Vice-President shall preside in the absence of the President or at the request of the President, and shall automatically become the President when the office becomes vacant between Annual Meetings. The Association Council will then elect a new Vice-President to serve out the unexpired term.
4. **Executive Committee Representatives:** Two (2) at-large members of the Executive Committee will be elected by the messengers at the Annual Meeting to serve a one (1) year term. An effort will be made to stagger consecutive terms.
5. **Finance Committee:** The Finance Committee is composed of five (5) members elected by the messengers to serve staggered two (2) year terms. The committee elects its Chairman, who then acts as the Executive Treasurer. This committee meets at least quarterly to monitor and evaluate the financial health of the Association, and to make recommendations to the Executive Committee. The Finance Committee prepares an annual Association Budget to be considered and voted upon by the messengers to the Annual Meeting.

### B. Election and Term of Office:

1. All officers of the Association, except the Executive Director, shall be elected by the messengers of the Association at the scheduled Annual Meeting.
2. Candidates must be members in good standing from affiliated churches in good standing to be eligible to hold office.
3. No officer shall serve more than two (2) consecutive terms unless otherwise indicated in these bylaws.

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## ***Article VII : Officers and Staff Continued***

- C. Removal:** Any officer elected or appointed by the Association may be removed by a two-thirds vote of the Association Council, whenever in its judgment the best interests of the Association would be served.
- D. Vacancies:** A vacancy in any office because of death, resignation, removal or disqualification, or otherwise, may be filled by the Executive Board for the unexpired portion of the term.
- E. Association Staff:**
  - 1. Financial Secretary:** The Financial Secretary is appointed by the Finance Committee and shall keep a complete record of all funds received and expended, specifying for what purpose. This information shall be submitted monthly in a written report to the Finance Committee. The Financial Secretary shall also prepare an annual written report which shall be presented for approval of the messengers to the Annual Meeting.
  - 2. Recording Secretary:** The Recording Secretary is appointed by the Executive Director and shall keep accurate records of all meetings of the Association, Association Council, and Executive Committee.
  - 3. Additional Staff:** The Executive Director is the direct supervisor of all staff and has the authority to appoint or hire additional staff, such as administrative assistants or Associate Directors, within the bounds of the approved Association budget.

## **Article VIII : Books, Records, and Fiscal Year**

- A.** The fiscal year of the Association shall begin on the first day of January and close on the 31st day of December each year.
- B.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Association Council, and Executive Committee.
- C.** Any Association church (and agents) may inspect all books and records of the Association for any proper purpose at a convenient time for all parties.

## **Article IX : Contracts, Checks, Deposits, Funds**

- A. Contracts:** The members, Association Council, or Executive Committee may authorize any officer, officers, agent, or agents of the Association to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Association, and such authority may be general or may be confined to specific circumstances.
- B. Checks:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent, or agents of the Association, and in such manner as shall be determined by resolution of the messengers at the Annual Meeting or the Association Council. In the absence of such determination, the President or the Executive Director shall sign such instrument.
- C. Deposits:** All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee may select.
- D. Gifts:** The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise and may utilize such for any purpose of the Association.

## **Article X : Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whenever before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XI : Amendments to Bylaws**

- A.** These Bylaws may be amended at any Annual Meeting of the Association by a two-thirds vote of the messengers present and voting.
  - 1.* All proposed amendments must be submitted to the Executive Committee at least one month prior to the Annual Meeting.
  - 2.* The Executive Committee will provide written notice of proposed amendments to the churches of the Association at least fourteen days in advance of the Annual Meeting.
- B.** If amended, updated copies of the bylaws will be promptly provided to Association churches.