

**Constitution of the  
Gaston County Missionary  
Baptist Association to the  
General Baptist State Convention of North Carolina, Inc.**

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**Constitution of the  
Gaston County Missionary  
Baptist Association to the  
General Baptist State Convention of North Carolina, Inc.**

**Preamble**

We, the Missionary Baptist Churches composing the Gaston County Missionary Baptist Association, holding membership in the General Baptist State Convention of North Carolina, Inc., representing Jesus Christ, convinced of the necessity of a fellowship, in order to promote Missions, Religious Education, Christian Service, and the Preaching of the Gospel and to cooperate with the General Baptist State Convention in its work, do hereby agree and subscribe to the following articles:

**Article I – Name**

Section 1

The name of the body shall be known as the Gaston County Missionary Baptist Association Inc.

**Article II – Purpose**

The purpose of this Association is to:

- A. Promote Christian training and education opportunities and exposure to all who will take advantage of its benefits.
- B. Help cultivate and nurture the local churches.
- C. Promote Home Missions, State and Foreign Missions.
- D. Promote and foster the objectives of the General Baptist State Convention.
  - 1. Shaw University
  - 2. Shaw Divinity School
  - 3. J.J. Johnson Campsite

4. Central Children Home
5. Foreign Missions
6. State Missions

E. Support all of the objectives adopted by this Association and to align ourselves with the churches of surrounding counties and state in order to promote the kingdom of God.

### **Article III – Membership**

#### Section I

This Association shall be comprised of Delegates from Churches in the Gaston and surrounding areas that fulfill the membership requirements in accordance to By-laws Article III.

#### Section 2

All auxiliaries are governed by the Association. They include: The Woman’s Auxiliary to the Association, The Laymen League, The Sunday School Quarterly Convention to the Gaston County Missionary Baptist Association, and the Gaston Training Institute. Other auxiliaries which should be included are: The Ushers Ministry, The Crusade Committee, The Evangelistic Committee, Publicity Committee, The Pastor’s and Minister’s Conference, The Minister Wives Fellowship, and the Disputes Committee.

### **Article IV – Objectives**

#### Section 1

The objective of this Association shall be, while fully recognizing the autonomy of its respective churches of which this Association is comprised, to protect the sanctity of the churches, to encourage ministerial growth, to promote Christian Education, Missions, Sunday School, and in general, to advance the cause of Christ in every possible way.

#### Section 1

When officers are elected for a four year term, they can be elected for four more years by the will of the body, but no officer can run for the same office after he/she has served two consecutive terms, for a total of eight years. He/she must wait four more years before he/she can be run for the same office again.

## Section 2

The Moderator must be a Retired Pastor, pastor, or Minister ordained for at least four years in a GCMBA church for no less than four years and an active member of the Association. Vice Moderators must be Pastors or ordained ministers with experience in a GCMBA church and be active members of the Association for at least four years. The other officers of this body shall be the Executive Administrator, Executive Director, Recording Administrator, Corresponding Administrator, Operation Administrator, Treasurer, Statistician, Parliamentarian, Historian, and Auditor. All officers must be current members of an Association Church in good standing, defined as current with GCMBA Annual Assessment policy, and 1 Timothy 3:1-12.

## Section 3

The officers shall be elected by a majority vote of delegates at each Election Year Annual Session, from candidates submitting a written intent to run for office to the Nominating Committee.

## Section 4

The elected officers shall assume their duties in January following the close of the Associational Annual Session.

## Section 5a

The position of Moderator will be elected by the majority of votes cast by church delegates who meet the GCMBA Annual Assessment policy.

## Section 5b

It shall be the duty of the Moderator to preside and open all meetings, punctually at the adopted time. He/she shall exercise all prerogatives of presiding officers according to the parliamentary usage.

## Section 6

It shall be the duty of the Vice Moderators to discharge the duties of the Moderator in his/her absence or at his/her appointment. The Vice Moderators shall serve as chairperson of the following Committees:

1. Training/ Resource Vice Moderator
2. Policy/ Structure Vice Moderator
3. Missions/ Outreach Vice Moderator
4. Social/ Political Vice Moderator

5. Worship Vice Moderator
6. Community Partnership Vice Moderator

#### Section 6a.

It shall be the duty of Vice Moderators to discharge the duties of the Moderator in his absence or at his/her appointment. The Vice Moderators shall serve as chairpersons of the following areas:

Vice Moderator of Training/ Resource

Vice Moderator of Policy/Structure

Vice Moderator of Mission/ Outreach

Vice Moderator of Social/Political

Vice Moderator of Worship

Vice Moderator of Community Partnership

See addendum I for the list of Vice Moderator responsibilities.

#### Section 6b

The Executive Director shall function as an operations compliance officer answerable to the Moderator. This is a hired position. In the event of a Moderator's vacancy before the end of the term, the Executive Director shall fill the position until a new Moderator is elected for up to six months. The Executive Director is also eligible to run for the position if he or she meets the qualifications.

#### Section 6c

The Operations Administrator shall ensure excellence in messaging, operations, facilitating, vendor setup, and logistical communications from the Executive Branch.

#### Section 7

The duties of the Executive Administrator to the Moderator shall be to assist the Moderator in administrative duties following standards set by the By-Laws (Article VII, Section 4).

#### Section 8a

The duties of the Recording Administrator shall be to record the proceedings and maintain accurate records of all associational meetings.

#### Section 8b

The Assistant Recording Administrator shall carry out the duties of the Recording Administrator in his/her absence and assist in other duties as needed by the Recording Administrator.

## Section 9

It shall be the duty of the Treasurer to manage accounts payables, receivables and deposits. To receive and pay to all parties all money contributed to the Association. These orders must be ordered by the Moderator and the Association, signed and co-signed by the Treasurer, Assistant Treasurer and a designated person from the 7 member finance committee. The Treasurer must make an actual report to the Association of all the intake and output. All monies must be paid by check.

## Section 10

The Statistician shall record the information from each church and standardize the information in associational report. This report shall be submitted to the Association along with other numerical data as may be profitable to the Association.

## Section 11

It shall be the duty of the Director of Christian Education to act as coordinator and advisor in connection with the educational activities and his/her activities and his/her auxiliaries. He or she may make recommendations:

- A. To the parent Body and Auxiliaries for improvement of Christian Education pursuits.
- B. He or she shall be consulted for suggestions and recommendations before any of the Associational bodies.
- C. He or she shall give special attention to our scheduled commitments:
  - a. Vacation Bible School Clinic
  - b. Summer Bible Camp
  - c. Community Mission Bible School
  - d. He or she shall hold planning workshops to acquaint and inform members of the Association about its programs for the Associational year.

## Section 12

The Corresponding Administrator shall carry out pertinent correspondence of the Association.

## Section 13

It shall be the duty of the Historian to keep records of all previous events of the Association and Auxiliaries.

## Section 14

The parliamentarian shall facilitate when necessary, using the Roberts Rules of Order.

## Section 15

The above offices shall be filled, or an attempt shall be made at each general session of the body.

## Section 16

All associational records shall be turned over to the Moderator at the time of new elections, or resignations.

## Section 17

The Auditor shall audit all financial books of the Association and its auxiliaries yearly.

## **Article VI – Associational Board**

### Section 1

There shall be an Executive Board consisting of all elected officers and Pastors. The responsibility of the Executive Board shall be to oversee the affairs of the Association when not in session.

### Section 2

The General Board shall consist of: The Executive Board, Presidents of the Auxiliaries; Namely: Woman's Auxiliary, Minister's Wives, The Quarterly Sunday School Convention, Layman League, Usher's Ministry, the Training Institute; the Crusade Committee, the Evangelistic Committee, the Publicity Committee and Disputes Committee.

### Section 3

The Ordination Council shall be composed of seven selected Pastors appointed by the Moderator. They shall examine the applicant who has been recommended by their pastor and church.

### Section 4

All new Churches joining the Association shall represent with the sum set by the Finance Committee.

**Annual Assessments will be prorated by quarters based on time of acceptance.**

## **Article VII – Scholarship and Requirement**

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## Section 1

Monies raised or given will be awarded to deserving students within the Association after a letter of enrollment has been received from the said college/university. The said students may attend a college/university of their own choice. This includes designated monies from all auxiliaries.

## Section 2

The applicant must be one who promotes Christian character, citizenship, good reputation in their church, and working with others in Associational activities.

## Section 3

The applicant must return the application to the Scholarship Committee Chairperson by the date on the Scholarship Application.

## Section 4

Applicant must be an active member of the Gaston County Missionary Baptist Association/Church.

## Section 5

The Scholarship amount will be determined by the Scholarship Committee with a minimum amount of \$500.00.

## **Article VIII – Constitution**

### Session 1

This Constitution can be revised or amended after the first reading is made in One-Day Session. The delegates are given copies, and the Constitution is read in the Annual Session and then voted on for acceptance.

### Session 2

The Association shall meet or convene on Monday following the second Sunday in July.

## **Article IX – Finances**

### Section 1

Auxiliaries and Churches are asked to support the work of the Association by giving their fair share of the total budget for that year. The amounts will be determined by the Finance Committee.

#### Section 2

Each officer and lay member of the Association is asked to enroll at the Annual Session.

#### Section 3

Each pastor and minister of the Association are asked to enroll at the Annual Session.

#### Section 4

Each church is asked to send 2 Delegates to the Annual Session. Each Delegate is asked to enroll.

#### Section 5

All churches shall be bound by Section 1 or by Section 2 of Article VIII according to that Church's status on becoming a part of the Association after paying the initial joining fee.

#### Section 6

An honorarium for the Moderator's travel expenses among the churches of the Gaston County Missionary Baptist Association shall be set by the Finance Committee.

### **Article X – Associational Meetings**

#### Section 1

The Association will meet in full session four times during the year with each session having the following designation:

1. First Session will be called the "Planning Session"
2. Second Session will be called the "Mid-Year Session"
3. Third Session will be called the "Spring Session" (One Day)
4. Fourth Session will be called the "Annual Session"

Section A: The "Planning Session" will be held the 3<sup>rd</sup> Saturday in November

Section B: The "Mid-Year Session" will be held on the 3<sup>rd</sup> Saturday in February

Section C: The "One Day Session" will be held the 3<sup>rd</sup> Saturday in April

Section D: The “Annual Session” will be held the Monday following the 2<sup>nd</sup> Sunday in July

## **Article XI – Duties of Associational Officers**

### **Moderator**

The Moderator shall be chairman of the Executive Board and is responsible for presiding at all associational meetings, including the Ministers’ meetings. He/she shall appoint one of the Vice Moderators to preside when deemed necessary. The Moderator shall be Ex-officio of all committees and auxiliaries of the Association. He/she shall have the authority to make appointments on all existing committees, subject to the ratification of the Executive Board.

### **Field Workers**

The responsibilities of the Field Workers are to serve with the Moderators as co-workers and co-district representatives for the Association. They are to visit the churches that are assigned them as co-workers to the Vice-Moderator of that particular district.

Every Field Worker has a Vice-Moderator as his/her chairperson. He or she will attend morning worship services at the discretion of the Pastor. He or she is not to assume any roll in service except the Pastor inform him/her of what he/she would like for him/her to do. The Field Worker will confer with his/her Vice Moderator concerning the churches that will be visited, the date, time, the wishes of the Senior Pastor and what should be addressed. He/she is not to get involved with policy, problems or doctrine. Field Workers are to bring greetings from the Association. Let the congregation know that the Association and Moderator have their best interest at heart. Inform them of upcoming events, keep the Pastor and congregation current of all activities of the Association and encourage them to attend.

**All visits must be confirmed by Pastor at least a month in advance.**

The Chairperson will monitor and make sure that the other Field Workers are complying with the wishes of the Moderators and assignment stated in Job Description and report to the body at the One Day Session and Annual Session.

### **Statistician**

The Statistician is to gather and compile the statistics of all churches in the Association. He/she will request from the Pastor and Clerk the following information.

1. Name of the Church
2. Total Membership

3. Additions during the physical or calendar year by
  - a. Letter
  - b. Baptism
  - c. Christian Experience
  - d. Restoration

Total lost by

- a. Death
- b. Dismissal by Letter

Money to be paid by the Unified Program.

The number of preaching services per year, Sunday School attendance, Active Training Union, Active Missionary Department, Active Youth/Young Adult Groups, Pastor's name, Clerk's name and address.

There is a graph or diagram symbolizing a systematic outline of all information gathered by the Statistician.

The Statistician should be prepared to give a written report at the One Day Session (a partial report), and a final report at the Annual Session. The statistical report given will be incomplete because of the time of the Annual Session. Information gathered in January of the next year will be placed in the Minute Book for the previous year.

Gather and compile information at the close of the year or in January of each year so that it will be ready for minutes of Annual Session.

### **Publicity Chairperson**

The Publicity Chairperson is responsible for gathering information on events of the Association and individual churches that make up the Association. This information is to be compiled and properly disseminated or made public news to interested readers, such as local newspapers, radio, TV, Baptist Informer or to Local Churches and Communities.

Information and Publicity should be made available to the Historian for future references.

### **Political Action Chairperson**

He/she is to gather, preserve and disseminate any political concerns that is relevant to the Association and our communities. He/she is to inform the Association of candidates that we should be supportive of, those seeking election and how their convictions may affect us as a black race in an objective manner.

## **Nominating Chairperson**

Nominating Chairperson is to lead his/her committee in selecting all Associational elected officers and present them in the Annual Session for consideration and election or rejection.

## **Historian**

The Historian's principal function is to gather and preserve historical records of the Association's life and work. Collect and preserve historical data on the Association and its churches. Prepare a historical sketch for the Associational records. Develop and recommend to the Association policies and procedures regarding its historical material.

Should the office of Historian become vacant between Annual Sessions, the outgoing historian should make all records and materials available to the Nominating Committee Chairperson for replacement.

## **Ordination Council**

The Ordination Council already has a detailed outline of its duties and principal functions. The chairperson is to oversee the work of this committee and stay abreast of the needs and potential candidates who are seeking ordination.

Schedule examinations and ordination of candidates for the gospel ministry.

The chairperson is to make sure that all candidates of churches in the Association are examined in the areas of:

- A. Conversion
- B. Call to Preach
- C. Doctrinal Beliefs
- D. Denominational Cooperation
- E. Christian Service
- F. Educational and plans for Continuing Education
- G. Personal Habits and Life Commitments

## **Reconciliation Committee**

The duties of the Reconciliation Committee shall be to intervene with the Pastor and congregation in times of disagreements. These are the steps to follow:

A. The Moderator must be contacted by the pastor. A formal invitation must be given to the Moderator requesting the Reconciliation Committee for intervention. The invitation must come from the pastor of the church. If the pastor is the subject of the dispute, a review of the church's bylaws will determine whether an invitation can be extended by the

Deacons, or a person designated according to the church's bylaws.

B. Any conflicts must be submitted in writing along with contact information to the Moderator.

C. After reviewing the conflict details, the submitting party will be contacted with a suggested course of action. If the Reconciliation Committee is needed, we will proceed to step D.

D. The initial meeting will be held at the said church with the approval of the Pastor and active church members. However, if the Pastor or congregation disagrees with these terms, provisions shall be made to meet on neutral grounds.

E. A second meeting will be scheduled with recommendations after the Reconciliation Committee meets.

All meetings will have two-weeks' notice unless there is an immediate need. All correspondence may be mailed, emailed, or given in person to the Moderator.

### **Restoration Committee**

The duties of the Restoration Committee shall be to function as a resource for churches, providing training, assessing materials and instructors as well as guidance at the conclusion of Reconciliation Committee findings. The Restoration Committee shall assist in the following areas:

1. Bridging the divide assistance, conflict resolution, creating a path forward and healing the hurt.
2. Pastoral search.
3. To provide resources and training on: Pastoral search criteria, creating a search committee, developing job listing according to the needs of the church, interviewing candidates Do's and Don'ts,
4. Guidance in developing job descriptions, Pastoral packages and expectations.

The Restoration Committee can be commissioned at any time by the moderator at the request of the Pastor of the church or in the pastoral vacancy the chairman of the deacon of said church.

Written correspondence for requesting resource assistance may be mailed, emailed, or given in person along with contact information to the Moderator.

### **Qualifications for Associational Officers**

A. letter of recommendation stating their good church standing in the following areas from their Pastor:  
Godly character

Dedicated to spiritual development:

- a. Sunday School and/or Bible Study
- b. Attend classes offered by the Association and state, national, or other spiritual enrichment classes
- c. Ability to make wise decisions
- d. Assist in distributing necessary information to their committees.
- e. Be available to attend Associational meetings
- f. Willing to work well with others
- g. Good communicator
- h. Able to complete tasks promptly
- i. Technologically capable

- B. If while holding an office, an officer of the Association has been identified, implied, or otherwise engaged in practices that will adversely affect or damage the reputation of our Association, that person will be suspended from performing associational tasks until a resolution is available.

### Time and Place Committee Chairperson

The Time and Place Committee Chairperson's principal responsibilities are to seek places and schedule times for all calendar activities of the Association. To make sure the Gaston County Missionary Baptist Association Calendar is prepared for the calendar year and get a copy to all churches within the Association before January of the coming year.

### Parliamentarian

Parliamentarian is to share information concerning procedures of Business Meetings, help with the flow of motions and other parliamentary procedures in reference to Robert's Rules of Order.

### Necrology

The principal function of this committee is to plan a short memorial service in memory of the deceased. The Chairperson may get the number of deceased for each church from the Statistician prior to the Annual Session.

### Minister's Wives

The President of this auxiliary is to preside over the meetings and plan the program for the Annual Session. All other functions will be done within their regular meetings.

### Mass Choir

The President of the Mass Choir will preside over all meetings and regular rehearsals, to plan and prepare appropriate music for the week of the Crusade *services*. The Chairperson is also responsible for contacting the musicians for time and place of the services. He/she is to meet with the Chairperson of the Crusade Committee for planning the program.

### Crusade Chairperson

The principal function of the Crusade Chairperson is to secure a speaker for the Annual Crusade and to plan and prepare for travel, lodging, food etc.

The Chairperson is to meet with staff and committee chairpersons to plan the services,

prepare programs, bulletins and all advertisements prior to the Crusade in May.

The Chairperson will be given a budget to foster the programs and services of the Crusade. He/she will also be given the flexibility to negotiate with the Crusade Speaker in reference to honorarium from the budget.

### **Finance Committee**

Principal function of the Finance Committee is to assist the Association in securing, administering and reporting its finances.

This Committee shall:

- a. Plan and present to the Association an annual budget.
- b. Give general oversight of the financial affairs of the Association.
- c. Make recommendations to the Executive Board, General Board, or the Association in Annual Session concerning proposed expenditures not included in the budget.
- d. Develop and recommend to the Association financial policies and procedures.
- e. Review expenditures periodically with the Moderator & Vice-Moderators in terms of budget allocations and recommend any needed budget adjustments to the Executive Board.
- f. Have meetings as needed but, will meet in March and April for the preparation of a budget to be presented as information to the May meeting of the Executive Board and General Board.
- g. Its officers, Chairperson named by the General Board, Vice Chairperson and Secretary.
- h. Report to the Associational Board and the Annual Session of the Association.

### **Administrator**

The Secretary is recommended by the Nominating Committee and elected by the Association. The terms of office may be two (2) years and may succeed him or her. The Secretary reports to the Associational Board and to the Annual Session.

Principal function is to record and keep in permanent form all transactions of the Association and the Associational Board and to make this information available on request. Duties are as follows:

- A. Serve as recorder in the Sessions of the Association and the Associational Board.
- B. Distribute annual church letters, forms or information to the churches.
- C. Receive annual letters, forms from the churches and deliver them to the Statistician.
- D. Collect, process, distribute and interpret Association records as requested.

### **Bookkeeper/Finance Administrator**



Principal function is to keep accurate records and perform duties usually pertaining to a bookkeeper.

Responsibilities:

1. Keep accurate records of all money received and disbursed by the Association and shall be bonded.
2. Maintain neat, accurate records of all accounts.
3. Prepare monthly reports for the Executive Committee and for regular meetings of the General Board.
4. Keep the Moderator aware of any problems or major items which might occur that is or may be out of line with the budget.
5. Prepare annual reports for Finance Committee and Annual Meeting.
6. Keep accurate records of salaries, salary increases, and other items as may pertain to Association staff.
7. In paying bills get invoices and statements approved before check is issued and deposit money.
8. Assist with preparation for budget planning and meet with Finance Committee for information.
9. Provide financial record for Annual Book of Reports.

### **Treasurer**

Principal function is to assist in the receiving, accounting and disbursing of all the Association's monies.

Duties are as follows:

- a. Work with the Finance Committee to recommend and establish fiscal policies.
- b. Supervise the reception and banking of all funds of the Association and disburse them upon instructions from the Moderator, Association, Associational Board or as designated in the budget and see that the bookkeeper keeps adequate records of all monies received and disbursed, sign all checks and shall be bonded.
- c. Render an accurate report of receipts and disbursements to the annual meeting and give report to the Associational Board and monthly summary to Executive Committee.
- d. See that the Bookkeeper posts records of the contributions of each participating church.

# **BY-LAWS OF GASTON COUNTY MISSIONARY BAPTIST ASSOCIATION, INC.**

## **ARTICLE I. OBJECTIVES AND PURPOSES**

SECTION 1: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purpose, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

The Corporation is organized for the purpose of:

- A. Promoting Christian training and educational opportunities and exposure to all who will take advantage of its benefits.
  
- B. Helping to cultivate and nurture the local churches.
  
- C. Promoting Home Missions, State and Foreign Missions.
  
- D. Promoting and fostering the objectives of the General Baptist State Convention.
  - 1. Shaw University
  - 2. Shaw Divinity School
  - 3. J. J. Johnson Campsite
  - 4. Central Children Home
  - 5. Foreign Missions
  
- E. Supporting all of the objectives adopted by this Corporation and aligning itself with the churches of surrounding counties and state in order to promote the Kingdom of God.

## **ARTICLE II. OFFICES**

SECTION 1: The principal office of the Corporation shall be located at 624 Queens Court, Gastonia, North Carolina 28052.

SECTION 2: The Corporation's registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina. The address of the registered office may be changed from time to time by the Executive Board.

### ARTICLE III. MEMBERS OR STOCKHOLDERS

SECTION 1: **The Corporation shall have members but no stockholders.**

SECTION 2: **Eligibility.** Any Baptist Church, association or corporation physically located in or adjacent counties to Gaston County, North Carolina, shall be eligible for membership in the Corporation under the classification as hereinafter defined. All applicants for membership shall be first approved by the Board of Moderators. Following approval, the applicant shall be notified and upon payment of first year dues shall become a member in good standing.

SECTION 3: **Representation.** Membership in the Corporation shall be continued through the payment of annual dues which will be used and employed solely in furthering and carrying out the objects and purposes of the Corporation.

SECTION 4: **Termination of Membership.** Termination of membership shall be affected as follows:

- A. A member in good standing may terminate its membership at any time by filing due notice in writing with the Secretary of the Corporation.
- B. Any member who shall have failed to pay its annual dues as required shall be notified in writing by the Corporation. Should payment not be received within three (3) months of the due date, or acceptable terms agreed upon between the member and the President of the Corporation, a membership shall automatically cease. This action shall not, however, serve to relieve the former member from the liability for payment of any outstanding dues.
- C. Membership may be terminated for just cause by resolution passed by unanimous vote of the Board of Moderators present at any regular or special meeting of the Board, after such member has been given the opportunity of a hearing before the Board. Dues, provided they are paid in advance, shall not be refunded for the un-expired term of the membership.

### ARTICLE IV. FINANCIAL STRUCTURE

SECTION 1: **Annual Dues:** Membership dues shall be determined by the Executive Board, according to a schedule that seeks to treat all members fairly and equitably. The dues as determined shall be due and payable annually in advance but may be paid semiannually or quarterly if requested by member. Membership shall be automatically renewed each year unless canceled in accordance with other provisions of these By-Laws. No member, by reason of cancellation or termination, shall be relieved from its obligation to pay the dues assessed against it, except by specific action of the Executive Board.

SECTION 2: **Budget**: The Finance Committee annually shall prepare a budget for the coming fiscal year of anticipated revenues and expenses which shall be submitted to the Executive Board for revision and approval each year.

SECTION 3: **Disbursements**: The Moderator or Treasurer shall be authorized to make expenditures on a monthly basis for expenses provided in the budget without additional approval by the Board of Directors. All disbursements shall be made by check. All checks under \$2,000 shall carry two signatures only and checks for \$2,000 or more must carry two signatures of the following: Chairperson of the Board of Moderators, Treasurer, Moderator or Secretary

## **ARTICLE V. MEETING OF MEMBERS**

SECTION 1: **Annual Meeting**: The annual meeting of the association shall be held on the Monday following the second Sunday in July of each year Monday - Thursday each year, beginning with the year 2002, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day.

SECTION 2: **Substitute Annual Meeting**: If the annual meeting shall not be held on the day designated by the By-Laws, a substitute annual meeting may be called in accordance with the provisions of Section 3 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

SECTION 3: **Special Meeting** Special meetings of the members may be called at any time by the Moderator, Vice Moderators or Executive Board of the (Association) Corporation at the written request of "a majority of the members".

SECTION 4: **Notice of Meetings**: Written or printed notice stating the time and place of the meeting shall be delivered not less than ten days nor more than fifty days before the date thereof; either personally or by mail, by or at the direction of the Moderator, the Vice Moderators or other person calling the meeting, to each member of record entitled to vote at such meeting.

In the case of an annual or substitute annual meeting, the notice of the meeting need not specifically state the business to be transacted thereat. unless it is a matter other than election of officers, on which the vote of members is expressly required by the provision of the laws of the State of North Carolina. In the case of a special meeting, the notice of the meeting shall specifically state the purpose or purposes for which the meeting is called.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken.

SECTION 5: **Quorum.** A majority of the members shall constitute a quorum at meetings of members. If there is no quorum at a meeting of members, such meeting may be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 6: **Voting.** Each member has one vote per \$500.00 paid annually to the (Association) Corporation.

SECTION 7: **Votes Required.** The vote of a majority of members voting at a meeting of members, duly held, at which a quorum is present, shall be sufficient to take or authorized action upon a matter which may properly come before the meeting except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

## **ARTICLE VI            MODERATORS**

SECTION 1: The number of Directors of the (Association) Corporation shall be not less than one or more than fifteen. Each Moderator shall hold office for four years or until his or her tenure, death, resignation, retirement, removal or disqualification, or until his or her successor is elected and qualified.

SECTION 2: The initial Board of Moderators shall be as follows: 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>. Except as provided in Section 3 of this Article, the officers shall thereafter be elected every two years at the annual meeting of the members of the (Association) Corporation.

The Moderators shall be determined on a two-year basis by (Association) Corporation majority vote of the members of the (Association) Corporation be elected in addition to the ones specified. When the number has been determined, nominations shall be received from the Nominating Committee.

SECTION 3: A Moderator appointed to fill a vacancy shall be appointed for the un-expired term of his or her predecessor in office, except that a Moderator elected to fill a vacancy created by the death, resignation or removal of an initial Moderator shall serve until the next annual meeting of the Board of Moderators.

SECTION 4: The annual meeting of the Association shall be held on the Monday following the second week in July of each year immediately following the meeting of the (Association) Corporation membership. The meetings of the Association shall be held at such place for places within or without the State of North Carolina as may from time to time be determined by a majority

of the Association. Regular meetings of the Association shall be held at such time and place as shall from time to time be determined by resolution of the Association. Special meetings may be held at any time upon the call of the Moderator or Vice Moderators or Executive Board of not less than one-third of the Moderators then in office.

SECTION 5: Notice of the time and place and, in the case of special meetings, the purposes, of every meeting of the Association shall be in writing and shall be duly served on or sent, mailed, faxed or telephone call to each Pastor not less than ten days before the meeting. Provided that no notice of adjourned meetings need be given. Meetings may be held at any time without notice if all of the Moderators are present or if those not present waive notice of the time, place and purpose of the meeting in writing either before or after the holding there of.

SECTION 6: A majority of the Moderators shall constitute ~ quorum for the transaction of business, and the action of a majority of the Moderators present at any meeting at which a quorum is present shall be the action of the Association; provided that if the Moderators shall, severally and be collectively, consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Association. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

SECTION 7: The Moderator or Moderators shall have power and authority to carry on the affairs of the power and authority to carry on the affairs of the Association and in so doing may appoint all necessary officers or committees; may employ managers and all such employees as shall be requisite to the conduct of the affairs of the Association; may fix the compensation of such persons; may prescribe the duties of *such* persons; may dismiss any appointive officer or agent without previous notice; and generally may control and manage the affairs of the Association.

## **ARTICLE VII. OFFICERS**

SECTION 1: Before the closing of the Annual Session of the Gaston County. Missionary Baptist Association, inc., the Executive Board shall elect a Moderator and six (6) Vice Moderators for the (Association) Corporation. The Executive Board shall also elect a Secretary, Treasurer, Assistant Secretary and Assistant Treasurers. If the Association) Corporation deem it necessary to elect a new Moderator, Secretary or Treasurer, the Executive Board may appoint such other officers and agents as they may deem necessary or the transaction of the affairs of the (Association) Corporation.

SECTION 2: All elected officers and Pastors of the Association are members of the Executive Board.

SECTION 3: The term of office of all officers shall be two years or until their respective successors are chosen but any officer may be removed from office at any meeting of the Association Executive Board by the affirmative vote or a majority of the Executive Board then in office, whenever in their judgment the interests of the (association) Corporation will be served thereby.

SECTION 4: The officers of the (association) Corporation shall respectively have such powers and perform such duties in the management of the property and affairs of the (association) Corporation, subject to the control of the Moderator and Executive Board, as generally pertain to their respective offices. Further duties of the officers and other appointed chairpersons and committees are outlined in a separate document attached to these By-Laws.

SECTION 5: The Executive Board of the Association may, from time to time, prescribe the manner of making, signature, or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate the officer of officers, agent & agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the (Association) Corporation.

### **ARTICLE VIII. ANNUAL SESSION, FISCAL YEAR, SEAL**

SECTION 1: The Annual Session of the (Association) Corporation shall commence on the Monday following the second (2) Sunday in July and end on the following Thursday of the self same year.

SECTION 1a: The Fiscal Year will be from the Third (3) Week July until the end of the Second Week in July of the following year.

SECTION 2. The following committees shall be appointed annually:

1. Time and Place
2. Orientation of New Churches
3. Resolutions
4. Necrology

Due to year-round responsibilities, the following Committees shall be standard, namely:

1. Scholarship
2. Constitution
3. Nominating
4. Finance

SECTION 3: The Association shall provide a suitable seal for use by the (Association) Corporation if deemed appropriate.

### **ARTICLE IX. AMENDMENTS**

SECTION 1: Except as otherwise provided herein, these by-laws may be amended, added to or repealed and other or new by-laws may be adopted in lieu thereof by the affirmative vote of a majority of the association.

**ARTICLE X. LIQUIDATION**

SECTION 1: Upon liquidation of the (Association) Corporation the assets thereof shall be distributed to the participating churches of the (Association) Corporation. Any remaining assets, after providing for the expense of liquidation, shall be distributed to (Association) Corporation participating church. Provided, however, any such church to which any part of the assets of the Association/Corporation is to be distributed must be a member of the Association and is exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

GASTON COUNTY MISSIONARY BAPTIST ASSOCIATION CONSTITUTION  
COMMITTEE