



**BYLAWS
OF THE
BLUE RIVER-KANSAS CITY BAPTIST ASSOCIATION**

1 Name

1.1 The name of this corporation is the Blue River-Kansas City Baptist Association ("Association")

2 Purpose. The purpose of the Association shall be to extend the Kingdom of our Lord Jesus Christ as revealed in the Scriptures of the Old and New Testaments. To this purpose the Association shall:

- 2.1 provide a means for member churches ("Members") to cooperate in the areas of missions, evangelism, religious education, ministry and proclamation;
- 2.2 promote harmony in faith and practice among Members;
- 2.3 promote fellowship among Members;
- 2.4 assist Members in developing and maintaining effective programs and organizations that will enhance the spiritual growth and discipleship skills of their members;
- 2.5 serve as a channel of service and information between the Members and other Baptist organizations;
- 2.6 provide for a Baptist witness in the community.
- 2.7 function within the theological/biblical expressions as adopted in the Covenant of the Association.

3 Autonomy and Fraternity

- 3.1 **Members.** This Association is an independent and sovereign body which admits and retains Members based on the doctrine, programs, and practices of its Members. The Association recognizes that each Member is also an independent and sovereign body, and the Association does not claim to and will never attempt to exercise any authority over any of its Members.
- 3.2 **Other Baptist Organizations.** The Association recognizes that Members and other Baptist organizations are also independent and sovereign bodies, and the Association does not claim to and will never attempt to exercise any authority over any other Baptist organization. Actions taken independently by any other Baptist organization with which this Association may interact are not the actions of this Association and they may not in any way be attributed to this Association by virtue of the Association's relationship with the organization.
- 3.3 **Fraternity.** The Association shall work to have a fraternal and cooperative relationship with Members, the Missouri Baptist Convention, the Southern Baptist Convention, and other churches and organizations in agreement with our covenant. This Association will support, promote, cooperate with, and coordinate its programs and plans with other Baptist organizations as much as is reasonably possible.

4 Membership

- 4.1 **Qualifications.** Members of the Association shall be individual Baptist churches which:
- 4.1.1 are in sympathy with the purpose of the Association as described in these Bylaws;
 - 4.1.2 participate in a covenant relationship with the other Members of the Association as that covenant may be established and amended by the Association.
- 4.2 **Application.** An organized Baptist Church desiring to become a member in the Association shall apply in writing to the Association's Director of Missions who will refer the matter to the Credentials Committee for review, investigation and recommendation to the Association for action by the Association. Churches recommended for membership which have been sponsored by a Member may be received immediately into the Association upon majority vote of the Association. Churches applying for membership which have not been sponsored by a Member may be received under the watch-care of the Association for one year upon majority vote of the Association. Upon completion of the year under the Association's watchcare, the Association may vote to receive the church as a full member in the Association.
- 4.3 **Meetings.** The Association shall meet twice annually in April and October, and the Administrative Committee shall be the governing body of the Association between meetings of the Association. It shall have all powers of the Association except that it may not take actions contrary to these bylaws or the actions of the Association. The Administrative Committee may call a special meeting of the Association, giving thirty days notice of the date, time, and place for the meeting and the items of business to be conducted at the meeting.
- 4.4 **Voting.** Members participate in the business affairs of the Association through the vote of messengers ("Messengers") at the Association's meetings. Each messenger shall have one vote. Each member will select its messengers to the Association in accordance with these Bylaws.
- 4.5 **Dismissal.** The Association may dismiss a Member by an affirmative vote of two-thirds of the messengers present and voting at any meeting of the Association. By majority vote, either the Administrative Committee, or the Association, shall request the Credentials Committee in writing to investigate whether or not the Association should dismiss a Member. Upon receiving such a request, the Credentials Committee shall investigate the grounds for dismissal and report its recommendation to the body requesting the investigation. The Credential Committee's investigation shall include the opportunity of the investigated Member to hear and respond to grounds put forth in favor of dismissal. If the Credentials Committee recommends dismissal, then it shall bring the recommendation to the Association at the Association's next meeting. The Clerk shall give Members notice of the dismissal recommendation at least thirty days prior to the meeting to vote on the recommendation for dismissal. A vote by the Association in favor of dismissal shall be effective immediately.

5 Messengers and Board Members

- 5.1 **Messengers.** The messengers to which a Member shall be entitled to represent it at the semi-annual or any special called meeting of the Association shall be determined as follows:
- 5.1.1 The Member's Pastor and two appointed messengers; plus
 - 5.1.2 One additional messenger for the Member's first 100 resident members or fractional part of 100, and one additional messenger for each additional 300 resident members or fractional part of 300. The maximum number of messengers from any member church to any meeting of the Association shall be fifteen (15). Total resident membership shall be based upon the report of the Member in its most recent Annual Church Profile on file with the Association more than 30 days prior to any meeting of the Association at which the messengers are to vote.

5.2 **Term.** All messengers shall register with the Clerk of the Association and take office at the opening of the Semi-Annual Meeting of the Association for a term of one year. A Member shall be responsible for replacing any vacancies to assure its full representation at meetings.

6 **Officers.** The officers of this Association shall be as follows: a Moderator (President), a Moderator-Elect (Vice President), a Clerk (Secretary), a Treasurer, and such additional officers as the Members shall determine. All officers shall be messengers and elected by the Association at its annual meeting for one year terms or until replaced by the Association.

6.1 **Moderator.** The Moderator shall: (a) preside at all meetings of the Association, and the Administrative Committee, (b) be an ex-officio member of every committee and board without power to vote unless otherwise provided for in these Bylaws, (c) execute all legal documents on behalf of the Association in accordance with these Bylaws and the policies of the Association, and (d) appoint all special committees unless otherwise provided for in these Bylaws. The Moderator shall serve after having served the previous year as Moderator-Elect.

6.2 **Moderator-Elect.** The Moderator-Elect shall perform the duties of the Moderator in the absence of the Moderator or in the case of the Moderator's refusal or inability to serve. The Moderator-Elect shall succeed to the position of Moderator at the end of the term of the Moderator, or may fill the unexpired term of the Moderator if that office is vacated.

6.3 **Clerk.** The Clerk shall: (a) send out notices of all meetings of the Association (b) be the custodian of the Corporate Seal and all records of the Association, (c) take the minutes of each meeting of the Association, (d) attest all legal documents, and (e) perform such other duties as shall be determined by the Association or Administrative Committee.

6.4 **Treasurer.** The Treasurer shall: (a) make financial reports to the Finance Committee, and (b) see that the financial books and records are audited regularly.

6.5 **Vacancies.** If any officer other than the Moderator or Moderator-Elect vacates a position, the Nominating Committee shall fill the vacancy in the office with the approval of the Administrative Committee or Association. If the Moderator vacates the Moderator's office and there is no Moderator-Elect, then the Nominating Committee shall fill the vacancy in the office with the approval of the Administrative Committee or Association. The Nominating Committee may fill a vacancy in the office of Moderator-Elect only with the approval of the Association.

7 **Staff**

7.1 **Director of Missions (Executive Director).**

7.1.1 **Duties.** The chief executive officer of the Association shall be the Director of Missions. The Director of Missions shall report to the Association. The Director of Missions shall be responsible for the day-to-day operations of the Association, its staff, and assets. He shall be an ex-officio member of all boards and committees, without power to vote.

7.1.2 **Term.** The Director of Missions is employed at the pleasure of the Association.

7.1.3 **Search Committee.** When the Director of Mission's position is or will become vacant, the Moderator, in consultation with the Moderator-Elect and the Chairman of the Personnel Committee, shall appoint a special committee ("Search Committee") of eight persons to be approved by the Administrative Committee. The Search Committee shall nominate a person to fill the vacant position and present the nominee's name, recommended compensation, and other terms of employment to the Association for approval.

7.1.4 **Interim Director of Missions.** When the Director of Missions vacates the position without a replacement having been selected, the Association shall select an Interim Director to be recommended by the Personnel Committee. The Personnel Committee shall also recommend to the Association the Interim Director of Mission's duties, salary, and benefits package after consulting with the Finance and Budget Committee concerning the financial portion of the recommendation.

7.2 **Other Staff.** The Association may establish such other staff positions as the Association in consultation with the Director of Missions and Personnel Committee shall desire. All staff shall report to the Director of Missions. The Director of Missions, in consultation with the Personnel Committee, will recommend Ministerial staff members for employment with the approval of the Association. The Director of Missions, with the approval of the Personnel Committee, may terminate any Ministerial staff member. With respect to staff positions approved by the Association, other than Ministerial staff positions, the Director of Missions may employ and terminate persons for such positions.

8 **Committees**

8.1 **Standing Committees.** The standing committees of the Association shall be as follows: Administrative, Credentials, Finance and Budget, Personnel, and Nominating.

8.2 **Special Committees.** The Association and Administrative Committee may establish special committees, Auxiliaries, and Departments as needed to assist in the operations of the Association.

8.3 **Vacancies.** Each committee member shall hold office for a year or until a successor is approved. If a committee member vacates a position, the Nominating Committee shall appoint a replacement to serve out the person's unexpired term. Committee members may only serve a maximum of 3 consecutive years.

8.4 **Administrative Committee.**

8.4.1 **Composition.** The Administrative Committee shall be composed of the Moderator as Chairman, Moderator-Elect, Clerk, Treasurer, and six other persons to be recommended by the Nominating Committee.

8.4.2 **Meetings.** The Administrative Committee shall meet when called by the Moderator, or as otherwise specified in these Bylaws.

8.4.3 **Duties.** The Administrative Committee shall be the governing body of the Association between meetings of the Association. It shall have all powers of the Association except that it may not take actions contrary to these Bylaws or the actions of the Association. The Administrative Committee shall also work with the Director of Missions on all administrative matters which have been approved by the Association; receive reports and recommendations from the Director of Missions related to all administrative matters of the Association; plan and execute the Semi-Annual Meetings; and perform internal audits in cooperation with the Finance and Budget Committee.

8.5 **Credentials Committee**

8.5.1 **Composition.** The Credentials Committee shall be composed of six members to be recommended by the Nominating Committee.

8.5.2 **Meetings.** The Credentials Committee shall meet when called by the chairman, or as otherwise specified in these Bylaws.

8.5.3 **Duties.** The Credentials Committee shall: deal with all membership issues of the Association; work with the Clerk in registering and seating Messengers; develop a covenant to be approved by the Association; and state whether or not the applicant has agreed to adopt the

covenant, when recommending churches for membership in the Association.

8.6 Finance and Budget Committee

8.6.1 **Composition.** The Finance and Budget Committee shall be composed of the Moderator or the Moderator-Elect, the Treasurer, and six other members to be recommended by the Nominating Committee.

8.6.2 **Meetings.** The Finance and Budget Committee shall meet when called by the chairman, or as otherwise specified in these Bylaws.

8.6.3 **Duties.** The Finance and Budget Committee shall: prepare the annual budget for presentation to the Association for approval; monitor the use of all funds and all receipt and expenditures as established by the budget; make financial reports to the Administrative Committee, and Association; and receive all applications for loans to Members, evaluate them, and make recommendation to the Administrative Committee.

8.7 Personnel Committee

8.7.1 **Composition.** The Personnel Committee shall be composed of six members to be recommended by the Nominating Committee.

8.7.2 **Meetings.** The Personnel Committee shall meet when called by the chairman, or as otherwise specified in these Bylaws.

8.7.3 **Duties.** The Personnel Committee shall in consultation and cooperation with the Director of Missions: recommend ministerial staff to the Association for approval from those selected by the Director of Missions; recommend an Interim Director of Missions to the Association for approval; assist the Director of Missions in developing job descriptions for each staff position; recommend compensation, insurance, benefit, and retirement plans for staff; and promote good employee relations.

8.8 Nominating Committee

8.8.1 **Composition.** The Nominating Committee shall consist of six persons named by the Moderator in consultation with an advisory group composed of the Moderator-Elect, the Director of Missions and the Clerk.

8.8.2 **Meetings.** The Nominating Committee shall meet when called by the chairman, or as otherwise specified in these Bylaws.

8.8.3 **Duties.** The Nominating Committee shall nominate for approval by the Association all officers and committee members. The Nominating Committee shall, in consultation and cooperation with the Director of Missions, secure recommendations for persons to fill positions in the Association. Each person shall hold office for the term stated in these Bylaws until a successor is approved. The Nominating Committee may only fill a vacancy in the office of Moderator-Elect with the approval of the Association.

- 9 **Quorums** The quorum for the semi-annual and special called meetings of the Association shall be 35 messengers; and for the Administrative Committee - 5 voting members.

10 **Indemnification**

10.1 **Interpretation.** This section 11 shall be interpreted consistently with the provisions of Section 355.461 to

355.501, RSMo. (including but not limited to the definitions of terms therein), relating to nonprofit corporations, with the same effect as if the Association were a nonprofit corporation under Chapter 355, RSMo. The term “director” in this section 11 includes any person who is an officer of the Association or member of the Administrative Committee.

- 10.2 **Indemnification of Directors.** The Association shall indemnify a director who was wholly successful, on the merits, or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Association against reasonable expenses actually incurred by the director in connection with the proceeding.
- 10.3 **Indemnification -- Any Person.** The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that the person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person’s conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person’s conduct was unlawful.
- 10.4 **Indemnification -- Proceeding by the Association.** The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys’ fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person’s duty to the Association unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 10.5 **Expenses.** To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections 11.3 and 11.4 of this section 11, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by the person in connection with the action, suit, or proceeding.
- 10.6 **Conduct Determination.** Any indemnification under subsections 11.3 and 11.4 of this section 11, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in this section 11. The determination shall be made by the Administrative Committee by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the Members of the Association.

- 10.7 **Expense Advancement.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Administrative Committee in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this section 11.
- 10.8 **Non-Exclusive.** The indemnification provided by this section 11 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under section 537.117, RSMo., any other provision of law, the Association's petition or decree of incorporation, articles of association or bylaws or any agreement, vote of Members or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 10.9 **Further Indemnity.** The Association shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section 11, including subsection 11.8, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the articles of agreement of the Association or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Association which has been adopted by a vote of the Members of the Association, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this subsection shall be deemed to limit the power of the Association under subsection 11.8 of this section 11 to enact bylaws, or to enter into agreements without adoption of the same by the Members of the Association.
- 10.10 **Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or who, while a director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a director, officer, employee, or agent, whether or not the Association would have power to indemnify the person against the same liability under this section 11.
- 11 **Parliamentary Authority** The rules contained in the current edition of Robert's *Rules of Order* 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.
- 12 **Miscellaneous**
- 12.1 All officers, messengers, chairs of committees, auxiliaries, and departments, and all other persons with leadership positions within the Association shall be members in good standing of an Association Member church.
- 12.2 An Associational staff person, or spouse of an Associational staff person, may not serve as a messenger, or Committee Member except as otherwise provided in these Bylaws.
- 12.3 A record of all official actions taken by the Association shall be filed with the Clerk and kept permanently in the Association's office. These records shall be open, at all reasonable hours, to the inspection of all the Members (acting through their properly designated messengers or Administrative Committee members).
- 12.4 The Association's fiscal year shall be January 1 through the following December 31st. The Association's program year may change from year to year as deemed necessary.

- 13 **Amendments** The Association may amend these Bylaws by a two-thirds affirmative vote of the Messengers present and voting at a duly called meeting at which a quorum is present, provided that written notice of the proposed amendment shall have been duly given to the Members at least thirty (30) days prior to the opening of the meeting at which the amendment is to be considered.

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