



# Confessional Baptist Association

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Bylaws

February 12, 2024

## Table of Contents

<b>BYLAWS</b> .....	<b>1</b>
<b>ARTICLE I – NAME AND LOCATION OF OFFICES</b> .....	<b>1</b>
<b>ARTICLE II – PURPOSES</b> .....	<b>1</b>
<b>ARTICLE III – STATEMENT OF FAITH</b> .....	<b>2</b>
<b>ARTICLE IV – PUBLIC MEETINGS</b> .....	<b>2</b>
Section 1. <u>Services</u> .....	2
Section 2. <u>Attendance</u> .....	2
<b>ARTICLE V – THE AUTHORITY OF THE ASSOCIATION</b> .....	<b>2</b>
Section 1. <u>Power of the Association Relative to Member Churches</u> .....	2
Section 2. <u>Authority of the Association Relative to Member Churches</u> .....	3
Section 3. <u>Power and Authority of the Association Relative to Regional Associations</u> .....	3
<b>ARTICLE VI – MEMBERSHIP</b> .....	<b>3</b>
Section 1. <u>Members</u> .....	3
Section 2. <u>Requirements for Membership</u> .....	4
Section 3. <u>Privileges and Duties of Membership</u> .....	4
Section 4. <u>Termination of Membership in the Association</u> .....	4
<b>ARTICLE VII – MESSENGERS</b> .....	<b>5</b>
Section 1. <u>Powers</u> .....	5
Section 2. <u>Number of Messengers</u> .....	6
Section 3. <u>Selection and Tenure of Office</u> .....	6
Section 4. <u>Removal of a Messenger</u> .....	6
Section 5. <u>Resignation of a Messenger</u> .....	6
Section 6. <u>Vacancies</u> .....	6
Section 7. <u>Place of Meetings</u> .....	7
Section 8. <u>Annual Meeting</u> .....	7
Section 9. <u>Special Meetings</u> .....	7
Section 10. <u>Notice of Meetings</u> .....	7
Section 11. <u>Quorum</u> .....	7
Section 12. <u>Participation in Meetings</u> .....	8
Section 13. <u>Waiver of Notice</u> .....	8
Section 14. <u>Adjournment</u> .....	8
Section 15. <u>Action Without Meeting</u> .....	8
Section 16. <u>Rights of Inspection</u> .....	8
Section 17. <u>Committees</u> .....	8
Section 18. <u>Fees and Compensation</u> .....	9
<b>ARTICLE VIII – OFFICERS</b> .....	<b>9</b>
Section 1. <u>Officers</u> .....	9
Section 2. <u>Election</u> .....	10
Section 3. <u>Tenure</u> .....	10
Section 4. <u>Subordinate Officers</u> .....	10
Section 5. <u>Removal and Resignation</u> .....	10

<u>Section 6.</u>	<u>Vacancies.....</u>	<u>10</u>
<u>Section 7.</u>	<u>Inability to Act. ....</u>	<u>10</u>
<u>Section 8.</u>	<u>Moderator.....</u>	<u>11</u>
<u>Section 9.</u>	<u>Deputy Moderator.....</u>	<u>11</u>
<u>Section 10.</u>	<u>Deputy Moderator for Church Crisis Information Committee. ....</u>	<u>11</u>
<u>Section 11.</u>	<u>Secretary. ....</u>	<u>11</u>
<u>Section 12.</u>	<u>Treasurer/Chief Financial Officer. ....</u>	<u>12</u>
<u>Section 13.</u>	<u>Salaries and Other Compensation.....</u>	<u>12</u>
<u>ARTICLE IX – RECEIPT AND DISBURSEMENT OF FUNDS.....</u>		<u>12</u>
<u>Section 1.</u>	<u>Receipt of Funds. ....</u>	<u>12</u>
<u>Section 2.</u>	<u>Disbursement of Funds. ....</u>	<u>12</u>
<u>ARTICLE X – ADDITIONAL PROVISIONS .....</u>		<u>12</u>
<u>Section 1.</u>	<u>Validity of Instruments Signed by Officers. ....</u>	<u>12</u>
<u>Section 2.</u>	<u>Authority of Officers and Agents. ....</u>	<u>13</u>
<u>Section 3.</u>	<u>Construction and Definitions. ....</u>	<u>13</u>
<u>Section 4.</u>	<u>Amendments.....</u>	<u>13</u>
<u>Section 5.</u>	<u>Instruments in Writing. ....</u>	<u>13</u>
<u>Section 6.</u>	<u>Maintenance of Articles and Bylaws. ....</u>	<u>13</u>
<u>Section 7.</u>	<u>Maintenance of Other Association Records. ....</u>	<u>13</u>
<u>Section 8.</u>	<u>Indemnification of Agents. ....</u>	<u>14</u>
<u>Section 9.</u>	<u>Employees.....</u>	<u>14</u>
<u>Section 10.</u>	<u>Conciliation/Arbitration.....</u>	<u>14</u>
<u>CERTIFICATE OF SECRETARY .....</u>		<u>15</u>

**BYLAWS****OF****CONFESSIO NL BAPTIST ASSOCIATION**

A Texas Nonprofit Religious Corporation

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**ARTICLE I – NAME AND LOCATION OF OFFICES**

The name of this corporation (hereinafter called the “Association”) is CONFESSIO NL BAPTIST ASSOCIATION. It is a Texas nonprofit religious association with its principal office in the State of Texas.

The Board of Directors (hereinafter called the “General Assembly”) is granted full power and authority to change said principal office from one location to another.

**ARTICLE II – PURPOSES**

This Association is a religious association and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporations Law exclusively for religious purposes. No part of the net earnings of this Association shall inure to the benefit of any officer of the association or to any private individual, except that reasonable compensation may be paid for services actually rendered to the association and in furtherance of its purposes. Upon dissolution or winding up of the affairs of the Association, all remaining assets shall be distributed to one or more active organizations which qualify for exemption under 501(c)3 of the Federal Code. A further description of the association's purposes includes, but is not limited to, the following: to advance the kingdom of the Lord Jesus Christ by promoting and defending classic theism and historic Baptist doctrine, as defined by the 1689 London Baptist Confession of Faith; to train men for the pastoral ministry; to plant churches in both the United States and other countries; to assist churches of the same doctrine to form associations; to assist member churches in their variety of needs; to fellowship with member churches and encourage one another; to promote peace and unity both among and within member churches; and, when appropriate, to cooperate and coordinate with other associations holding to the same doctrine.

### **ARTICLE III – STATEMENT OF FAITH**

The Statement of Faith of this Association is set forth in the London Baptist Confession of Faith of 1689 (hereinafter “Confession”). Full subscription to this Confession and acceptance of the Association’s Position Papers is the doctrinal position of this Association. (See Appendix #1.)

### **ARTICLE IV – PUBLIC MEETINGS**

#### Section 1. Services.

This Association may conduct public meetings. These public meetings shall be held for the purposes stated in Article II of these Bylaws and in accordance with the Statement of Faith stated in Article III of these Bylaws.

#### Section 2. Attendance.

The public meetings shall be open to any person or persons who are interested in attending said services, except that any person or persons may be excluded by the Moderator or his designee(s) without cause.

### **ARTICLE V – THE AUTHORITY OF THE ASSOCIATION<sup>1</sup>**

#### Section 1. Power of the Association Relative to Member Churches

Each church is independent, self-governing, and autonomous under the authority and control of the Lord Jesus Christ, who alone is Head of the Church, according to the Word of God. No outside entity, whether a government, religious group, or even another church and its officers, has any power or jurisdiction over one of Christ’s churches. Therefore, the powers of this Association shall never be construed as being superior to, or as interfering with, the authority of a local church. Only the local churches possess any spiritual authority over individuals who are members of members churches. Consequently, only the local church may make judicial judgments regarding sin or take any official action or make any official statement relating to the sin of an individual. The General Assembly may officially evaluate the performance of existing officers, employees, or volunteers in relation to their official duties and responsibilities for the Association, and may take any appropriate action consistent with an employer/employee relationship relating to such performance evaluations or work-related matters concerning existing officers, employees, or volunteers.

Nevertheless, the Association has a right to call any delinquent member church to account, whether for a wanton abuse of its power towards its members, neglect of attendance at Association meetings, or any deviation from the Confession of Faith in teaching or practice. If satisfactory reasons are not given by the delinquent member church’s pastors for its actions or lack of reformation thereof, the Association has the authority to exclude that church from its connection and fellowship. However, this action of exclusion neither disannuls nor destroys the independence

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<sup>1</sup> See Appendix 1, Circular Letter on “Confessionalism and Baptist Associationalism.”

of that church, nor has any binding authority of any kind on that local church's government, members, or pastors. It merely removes that church from its good standing and membership in this Association.

### Section 2. Authority of the Association Relative to Member Churches

The only authority the Association possesses is the authority to extend conscientious commendation to an applicant church or to remove conscientious commendation from a member church. The Association's authority applies solely to churches and not to individuals. The Association may evaluate the performance of its officers or employees and determine commendation, corrective action, or removal based on their performance, but possesses no authority to evaluate the performance or conduct of individuals who are not current officers or employees.

### Section 3. Power and Authority of the Association Relative to Regional Associations

1. The Association may recognize regional associations of Reformed Baptist Churches and develop formal agreements of cooperation with such regional associations, for the purpose of working together in ways consistent with the Association's "Purposes" (See Article II) so long as such regional associations meet the following requirements:
  - a. They fully subscribe the Confession;
  - b. They accept the Position Papers of the Association; and,
  - c. They implement the provisions of the cooperative agreements.
2. The Association possesses no power or authority over the regional associations and the regional associations possesses no power or authority over the Association. The relationship between the Association and the regional association is controlled solely by the cooperative agreement, which cannot cede authority of one association over the other. The only recourse for action by either association, should disagreements or conflict develop that cannot be resolved, is to cancel the cooperative agreement which must be subject to cancellation at any time.
3. Member churches may hold membership in regional associations, so long as those associations do not require the member church affirm any doctrine or practice that conflicts with the Confession or its Position Papers.

## **ARTICLE VI – MEMBERSHIP**

(See the Policy Manual for Procedures for Applying for Membership, for Removal of Members, and for Conflict Resolution Within and Between Churches)

### Section 1. Members.

This Association shall be comprised of member churches that meet the requirements of membership in this association. The member churches present at the Annual Meeting of the Association shall constitute the General Assembly. All power and authority of this Association

rests in the General Assembly and is vested in the Messengers who are designated annually by each member church to officially represent that church. Each member church may designate two messengers and each member church will have only one vote; either messenger can vote.

## Section 2. Requirements for Membership.

All member churches and the officers (elders and deacons) of all member churches must fully subscribe the Confession and accept the position papers of the Association (see Appendix #1).

1. All member churches must be formally organized under the structure and government of a constitution and/or bylaws and must function according to the standards of this Confession.
2. All member churches must agree to abide by the Bylaws of this Association.
3. All churches applying for membership must secure the recommendation of at least one member church.
4. All member churches must commit to make contributions to the general fund, as the Lord prospers, for the well-being of the Association.
5. All member churches must commit to sending at least one messenger annually to the General Assembly.
6. The officers of all member churches must be biologically male and must self-identify as male.

## Section 3. Privileges and Duties of Membership.

1. Each member church enjoys the privilege of receiving conscientious commendation from all other member churches of the Association as a true and orderly church of the Lord Jesus Christ which fully subscribes the Confession and its position papers. Therefore, each member church commits itself to extending conscientious commendation to all member churches.
2. Each member church accepts the duty of maintaining the unity of the spirit and the peace within its own local body and among the member churches of the Association. This duty requires that member churches bring matters of conflict, stress, difficulty, or differences within the local church or between member churches of the Association which are unresolved to the attention of the Association by submitting a letter to the Moderator describing the matter and the situation. The procedures specified in the Policy Manual for Conflict Resolution Within and Between Member Churches will be followed to address the matter.

## Section 4. Termination of Membership in the Association.

### 1. By Resignation

Any member church desiring to terminate its membership in the Association may do so by submitting a letter of resignation to the Moderator at any time stating the reasons for the resignation and the effective date of the resignation.

## 2. By Removal

The Association may withdraw conscientious commendation from a member church and remove the church from membership for any of the following reasons:

- a. Evidence of a lack of full subscription to the Confession on the part of the church or any of its officers;
- b. Evidence of failure to abide by the Bylaws of the Association;
- c. Evidence of conduct that disturbs the spirit of unity and peace of the Association;
- d. Failure to send Messengers to two consecutive annual General Assemblies; without providing a letter of explanation each year.
- e. Failure to contribute to the general fund for two consecutive years without providing a letter of explanation each year.

## **ARTICLE VII – MESSENGERS**

### Section 1. Powers.

Subject to limitations of the Certificate of Compliance and these Bylaws and of pertinent restrictions of the Nonprofit Religious Corporations Law of the State of Texas, all the activities and affairs of this association shall be exercised by or under the direction of the General Assembly. The General Assembly may delegate the management of the day-to-day operation of the activities of the association to a management company or other person or persons, however composed, provided that the activities and affairs of the association shall be managed, and all corporate powers shall be exercised under the ultimate direction of the General Assembly. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the General Assembly shall have the following powers in addition to the other powers enumerated in these Bylaws:

1. To select and remove all the officers, agents and employees of the Association, prescribe such duties for them as may be consistent with law, with the Certificate of Compliance, or with these Bylaws, fix the terms of their offices and their compensation and in the General Assembly's discretion require from them security for faithful service.
2. To make such disbursements from the funds and properties of the association as are required to fulfill the purposes of this Association as more fully set out in the Certificate of Compliance thereof and generally to conduct, manage and control the activities and affairs of the Association and to make such rules and regulations therefore not inconsistent with law, with the Certificate of Compliance or with these Bylaws, as they may deem best.
3. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.



4. To borrow money and incur indebtedness for the purposes of the Association and to cause to be executed and delivered therefore, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
5. To change the principal executive office or the principal business office from one location to another; to cause the Association to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the State of Texas; and to designate any place within or outside the State of Texas for the holding of any meeting or meetings.

Section 2. Number of Messengers.

The number of Messengers of the Association shall not be less than two and shall be equal to the total number of member churches present. Messengers shall be individuals designated by the member churches to vote at a Business Meeting of the Association.

Section 3. Selection and Tenure of Service.

Each Messenger shall serve until the next General Assembly, unless the church that designated the Messenger resigns or is removed from membership in the Association; in such case, the Messenger's term of service will terminate on the effective date of the church's change in membership status. Messengers may serve unlimited consecutive terms. The term of service for each Messenger shall begin at the beginning of the General Assembly for which he is designated and shall continue until the beginning of the next General Assembly, or until he is replaced by the member church that designated him.

Section 4. Removal of a Messenger.

A Messenger may be removed at any time but only by the member church that designated him.

Section 5. Resignation of a Messenger.

Subject to the provisions of the Texas Nonprofit Religious Corporations Law, any Messenger may resign effective upon giving written notice to the Moderator, or the Secretary or the General Assembly, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Section 6. Vacancies.

Vacancies on the General Assembly shall be filled in the same manner as the Messenger(s) whose place is vacant was selected. Each Messenger so designated by the local church concerned shall serve until the expiration of the term of service of the replaced messenger and until a successor has been named and qualified.

A vacancy or vacancies on the General Assembly shall be deemed to exist in case of the death, resignation or removal of any Messenger, or if the authorized number be increased.

The General Assembly may declare vacant the place of a Messenger who has been declared of unsound mind by a final order of court or convicted of a felony.

Section 7. Place of Meetings.

Unless otherwise provided in these Bylaws, any meeting (whether annual, regular, special, or adjourned) of the General Assembly of the Association may be held at any place within or without the State of Texas which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated in these Bylaws or by resolution of the General Assembly.

Section 8. Annual Meeting.

The annual meeting of the General Assembly shall ordinarily be held in the second quarter of each calendar year and shall be called by the General Assembly and noticed in accordance with the provisions of this Article.

Section 9. Special Meetings.

Special meetings of the General Assembly may be called at any time by the Moderator. All meetings of the General Assembly must be in-person meetings. Special meetings will not be called except to address the most dire, emergency situations.

Section 10. Notice of Meetings.

Meetings of the General Assembly shall be held upon fourteen days' notice by first class mail or a fourteen days' notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each messenger or at such messenger's address as it is shown upon the records of the association or as may have been given to the association by the Moderator for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the messengers are regularly held.

Section 11. Quorum.

A majority voting of the messengers recognized per the previous sections shall constitute a quorum, provided that said majority of the messengers shall constitute at least either one-third of the authorized number of messengers or at least two messengers, whichever is larger, or unless the authorized number of messengers is only one. Except as the Certificate of Compliance, these Bylaws and applicable state law may provide, the act or decision done or made by a majority of the messengers present at a meeting duly held at which a quorum is present shall be the act of the General Assembly, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of messengers, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Certificate of Compliance, these Bylaws or by law.

Section 12. Participation in Meetings.

Members of the General Assembly may vote only at in-person meetings and by email on an Action Without Meeting (see Article VII, Section 15).

Section 13. Waiver of Notice.

Notice of a meeting need not be given to any messenger who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a messenger who attends the meeting without protesting before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the association records or made a part of the minutes of the meetings.

Section 14. Adjournment.

A majority of the messengers present, whether or not a quorum is present, may adjourn any messengers' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent messengers if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the messengers who were not present at the time of the adjournment.

Section 15. Action Without Meeting.

Any action required or permitted to be taken by the General Assembly may be taken without a meeting if all members of the General Assembly shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the General Assembly and shall be filed with the minutes of the proceedings of the General Assembly.

Section 16. Rights of Inspection.

Every messenger shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the association of which such person is a messenger, for a purpose reasonably related to such person's interest as a messenger.

Section 17. Committees.

Committees of the General Assembly may be appointed by resolution of the General Assembly. Official General Assembly committees shall be composed of two or more members of the General Assembly, and shall have such powers of the General Assembly as may be expressly delegated to it by resolution of the General Assembly, except with respect to:

1. The approval of any action for which the Texas Nonprofit Religious Corporations Law also requires members' approval;

2. The filling of vacancies on the General Assembly or on any committee;
3. The fixing of compensation of the messengers for serving on any committee;
4. The amendment or repeal of Bylaws or the adoption of new Bylaws;
5. The amendment or repeal of any resolution of the General Assembly which by its express terms is not so amendable or repealable; or
6. The appointment of other committees of the General Assembly or the members thereof.

Any such committee may be designated an Executive Committee or by such other name as the General Assembly shall specify. The General Assembly shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the General Assembly or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the General Assembly. Minutes shall be kept of each meeting of each committee.

A Church Crisis Information Committee (hereinafter "CCIC") will be elected annually by the General Assembly, in order to provide a ready resource for assisting churches with difficult matters or differences in following the provisions of the Policy Manual for Resolution of Conflicts Within and Between Member Churches. The General Assembly will elect a Deputy Moderator for the CCIC as specified in Article VII below. The General Assembly will elect four members to the CCIC (in addition to the Deputy Moderator for the CCIC) unless the General Assembly should decide to delegate the appointment of the additional four CCIC members to the Moderator. CCIC members shall be elected or appointed annually and may serve unlimited consecutive terms.

#### Section 18. Fees and Compensation.

Messengers shall not receive compensation for their services as messengers. Messengers may receive reimbursement for expenses as may be fixed or determined by the General Assembly and may serve the organization in some other capacity for which compensation is paid.

### **ARTICLE VIII – OFFICERS**

#### Section 1. Officers.

The officers of the association shall be a Moderator, a Deputy Moderator, a Deputy Moderator for the CCIC, a Secretary, and a Treasurer. The association may also have, at the discretion of the General Assembly, one or more Deputy Moderators, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 4 of this Article. No person may hold more than one of the above offices.

Section 2. Election.

The officers of the association, except such officers as may be appointed in accordance with the provisions of Section 4 of this Article, shall be chosen by, and shall serve at the pleasure of, the General Assembly, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his office until he resigns, is removed, or becomes otherwise disqualified to serve, or until a successor is elected and qualified.

Section 3. Tenure.

The officers of the association shall serve from the time of their election at the beginning of a General Assembly until the next General Assembly. Officers may be re-elected to consecutive terms each year without limitation.

Section 4. Subordinate Officers.

The General Assembly may appoint, and may empower the Moderator to appoint, such officers as the business of the association may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the General Assembly may from time to time determine.

Section 5. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the messengers at any meeting of the General Assembly, or, except in case of an officer chosen by the General Assembly, by any officer upon whom such authority of removal may be conferred by the General Assembly.

Any officer may resign at any time, without prejudice to the rights, if any, of the association under any contract to which the officer is a party, by giving written notice to the General Assembly, or to the Moderator, or to the Secretary of the association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7. Inability to Act.

In the case of absence or inability to act of any officer of the association and of any person herein authorized to act in his place, the General Assembly may from time-to-time delegate the authority or duties of such officer to any other officer, or any messenger or other person whom the General Assembly may select.

Section 8. Moderator.

The Moderator shall preside at the meeting of the General Assembly and shall have such other powers and perform such other duties as may be prescribed by the General Assembly or the Bylaws. The Moderator shall, subject to the control of the General Assembly, have administrative supervision, and oversight of the activities and officers of the association. He will assure that he works in direct collaboration with the other officers in carrying out the will of the General Assembly. In the absence of the Moderator and the Deputy Moderator, the General Assembly shall elect a temporary Moderator to chair the meeting of the General Assembly. He shall have the general authority and duties of the moderator and shall have such other powers and perform such other duties as may be prescribed by the General Assembly or the Bylaws.

Section 9. Deputy Moderator.

The Deputy Moderator, shall, preside at the meeting of the General Assembly in the absence of the Moderator, and shall have such other authority and perform such other duties as may be prescribed by the General Assembly or the Bylaws. In the absence or disability of the Moderator, the Deputy Moderator, shall perform all the duties of the Moderator, and when so acting shall have all the authority of, and be subject to all the restrictions upon, the Moderator. The Deputy Moderator or Deputy Moderators, if there be more than one, shall have such other authority and perform such other duties as may be prescribed for them respectively by the General Assembly or the Bylaws. The Deputy Moderator will also be responsible for planning the General Assembly and may recruit and appoint volunteers to assist him in fulfilling this responsibility.

Section 10. Deputy Moderator for Church Crisis Information Committee.

The Deputy Moderator for the CCIC shall chair the standing CCIC which will consist of four messengers in addition to himself. He will superintend the implementation of the provisions of these Bylaws and the Policy Manual regarding resolution of conflicts between member churches and the implementation of policy concerning the CCIC.

Section 11. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the General Assembly may order, of all meetings of the General Assembly and its committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at General Assembly and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Texas the original or a copy of the association's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the General Assembly and any committees thereof required by these Bylaws or by law to be given, shall cause the seal of the association to be kept in safe custody, and shall have such other authority and perform such other duties as may be prescribed by the General Assembly or the Bylaws.

Section 12. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the finances, properties, assets, liabilities, and business transactions of the association. The books of account shall at all reasonable times be open to inspection by any messenger.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the association with such depositories as may be designated by the General Assembly. He shall pay all bills of the association and shall disburse the funds of the association as may be ordered by the General Assembly, shall render to the Moderator and messengers, whenever they request it, an account of all corporate transactions and of the financial condition of the association, and shall have such other authority and perform such other duties as may be prescribed by the General Assembly, the Bylaws, or the Policy Manual. The Treasurer may recruit and appoint volunteers to assist him in performing his duties and carrying out his responsibilities. He may also request the General Assembly to approve employment of part-time or full-time staff to assist him in performing those duties and responsibilities, as well as make recommendations of individuals for such employment.

Section 13. Salaries and Other Compensation.

The salaries, if any, of the officers shall be fixed from time to time by the General Assembly and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a messenger of the association. Stipends and/or bonuses may be awarded by the General Assembly to officers or non-salaried volunteers in recognition of work and/or services provided to the association.

**ARTICLE IX – RECEIPT AND DISBURSEMENT OF FUNDS**

Section 1. Receipt of Funds.

The association shall receive all monies and/or other properties transferred to it for the purposes of the association (as shown by the Certificate of Compliance). However, nothing contained herein shall require the General Assembly to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the association as shown by said Articles or not in the best interests of the association.

Section 2. Disbursement of Funds.

The association shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this association.

**ARTICLE X – ADDITIONAL PROVISIONS**

Section 1. Validity of Instruments Signed by Officers.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this association and any other person, when signed by any one of the

Moderator of the General Assembly, the Moderator or any Deputy Moderator, and by the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this association, is not invalidated as to this association by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officer had no authority to execute the same.

Section 2. Authority of Officers and Agents.

The General Assembly, except as the Bylaws otherwise provide, may authorize any officer(s), agent(s), or employee(s) to enter into any contract or execute any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the General Assembly, and except as provided in Section 1 of this Article, no officer, agent or employee shall have any power or authority to bind the association by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 3. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Texas Nonprofit Religious Corporations Law shall govern the construction of these Bylaws.

Section 4. Amendments.

These Bylaws may be amended or repealed by the approval of a three-fourths vote of the General Assembly. Proposals for amendments or repeal must be presented to member churches no less than 30 days prior to the annual General Assembly.

Section 5. Instruments in Writing.

All checks, drafts, demands for money and notes of the association, and all written contracts of the association shall be signed by such officer(s), agent(s) or employee(s) as the General Assembly may from time to time by resolution designate.

Section 6. Maintenance of Articles and Bylaws.

The association shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date.

Section 7. Maintenance of Other Association Records.

The accounting books, records, and minutes of proceedings of the General Assembly and any committee(s) of the General Assembly shall be kept at such place or places designated by the General Assembly, or, in the absence of such designation, at the principal executive office of the association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.



Section 8. Indemnification of Agents.

The indemnification of agents of this association is permitted, subject to the provisions of the Texas Nonprofit Religious Corporations Law.

Section 9. Employees.

This association is committed to the purposes set forth in Article II of these Bylaws. Because of this association's exclusive Christian religious purposes, each and every employee is an integral part of the Christian ministry of this association; therefore, this association shall only employ individuals who profess a belief in Jesus Christ as their personal Savior and who fully subscribe the London Baptist Confession of 1689 and accept the Position Papers of the association. Employees of this association, as part of their duties as employees, shall: (a) be ready, willing and able to participate in chapel or other Christian services held or sponsored by this association; (b) refrain from behavior during working and non-working hours that detracts from Christian conformity with biblical standards as determined by this association; and (c) be spiritually ready, willing and able to fulfill such other ministry functions and requirements as may be requested by this association.

Section 10. Conciliation/Arbitration with Respect to these Bylaws.

This association believes that the Bible commands all Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian church (see Matthew 18:15-20; 1 Corinthians 6:1-8). Therefore, any controversy, claim or dispute arising from, out of or related to these Bylaws shall be resolved by biblically based mediation and, if necessary, legally binding arbitration conducted by a neutral third party who is a Christian and who fully subscribes the London Baptist Confession of 1689. This method shall be the sole remedy for any controversy, claim or dispute concerning these Bylaws.

**CERTIFICATE OF SECRETARY**

The undersigned, being the Secretary of the Confessional Baptist Association, does hereby certify that the above Bylaws are, as of the date of this certification, the adopted and existing Bylaws of this association.

Signed: Sal Pezzino  
Salvatore Pezzino, Secretary

Dated: February 12, 2024