

Constitution and Bylaws

Cooperative Baptist Fellowship of Georgia (Revised and Adopted November 8, 2021)

PREAMBLE

As free and faithful Baptists who are followers of Jesus Christ, we accept Christ's command to take God's message of love and forgiveness to people everywhere. The following statements articulate our identity, mission, and vision:

CBFGA Mission Statement: Equipping the free and faithful fellowship of Baptist churches and individuals in Georgia to live out the Great Commission of Jesus Christ as they discover and follow Christ in God-inspired missions.

In situations that call for a concise, yet detailed statement of CBFGA's calling, we offer the following:

Our Identity: We are a fellowship of free and faithful Baptist churches and individuals in Georgia.

Our Vision: Christians and churches will live out the Great Commission of Jesus Christ.

Our Mission: To serve and equip churches in Georgia as they discover and follow Christ in God-inspired missions.

We affirm the priesthood of every believer, recognizing that each has direct access to God through Jesus Christ and is able to know and do the will of God. We recognize that each believer, without the aid of any creed, has the privilege and responsibility of understanding and applying the teachings of Scripture as led by the Spirit.

We believe in the local church, recognizing it as a voluntary association of baptized believers, and we respect the autonomy of every local congregation. We stand for religious liberty and hold firm to the principle of the separation of church and state. As a freedom-loving people, we believe in equality among believers, all of whom are free to exercise the gifts of the Spirit. Our belief in free speech, a free press, and freedom of the soul is unwavering. These freedoms and distinctions are essential to our identity as a people of God.

We are cooperative by choice, recognizing the blessings of shared mission and ministry. It is our desire that this fellowship be inclusive, for our Baptist heritage has taught us that there is strength in diversity. Realizing that we are only one part of God's family, it is our desire to cooperate with one another and with others as we seek to minister in God's name.

Our desire is to be faithful to the Christ who has called us and whose love empowers us. Understanding and doing God's will are our constant objectives.

CONSTITUTION

ARTICLE I. NAME

The name of this organization is “Cooperative Baptist Fellowship of Georgia, Inc.”

ARTICLE II. PURPOSE

The purpose of the Cooperative Baptist Fellowship of Georgia, Inc. (Hereinafter referred to as CBFGA) is to enable the people of God who are committed to historic Baptist principles to carry out the Great Commission under the Lordship of Jesus Christ in a fellowship where every Christian has the freedom and the responsibility to exercise God's gifts and calling.

ARTICLE III. MEMBERSHIP

The membership of CBFGA shall consist of those individuals and churches as set forth in the Bylaws.

ARTICLE IV. MEETINGS

CBFGA shall hold at least one annual business meeting, generally held in conjunction with the State Gathering - in person, virtually, or by digital gathering - as set forth in the Bylaws. Special meetings may be called by the Coordinating Council as set forth in the Bylaws.

ARTICLE V. REPRESENTATION

In the election of officers and in all nominations and appointments to the Coordinating Council, teams, and ministry groups, a balance shall be sought from the full diversity of the individuals and churches that compose CBFGA, of but not limited to clergy and laity, men and women, as well as racial/ethnic, geographical, and age diversity.

ARTICLE VI. COORDINATING COUNCIL

Section 1. Election

The Coordinating Council shall be elected as set forth in the Bylaws.

Section 2. Authority

The Coordinating Council shall have the authority to conduct the business of CBFGA between the annual business meetings of the annual State Gathering, and such other authority as shall

be set forth in the Bylaws except to alter the actions of the annual Business Meeting.

ARTICLE VII. OFFICERS

Section 1. Officers

The officers of CBFGA shall be the Moderator, Moderator-Elect, Clerk, immediate Past-Moderator and Treasurer. For the purpose of corporation law, the Moderator shall be the President; the Moderator-Elect shall be the Vice-President; the Clerk shall be the Secretary; and the Treasurer shall be the Treasurer.

Section 2. Duties

(1) The Moderator shall preside at the annual Business Meeting at the State Gathering, serve as Chairperson of the Coordinating Council, and serve as an ex officio member of such ministry groups or teams as may be established by the annual Business Meeting of the State Gathering or Coordinating Council.

(2) The Moderator-Elect shall serve in the absence of the Moderator and may serve as an ex officio member of such ministry groups or teams as may be established by the annual Business Meeting of the State Gathering or Coordinating Council.

(3) The Clerk shall maintain accurate minutes of the annual Business Meeting of the annual State Gathering and the meetings of the Coordinating Council.

(4) The Treasurer shall review and maintain accurate records and report to the annual Business Meeting of the State Gathering and to the Coordinating Council.

[(5) is being moved to the Bylaws from the Constitution.]

Section 3. Election

The officers shall be elected at the annual Business Meeting of the State Gathering. The Nominating Team shall present nominations for the officers, and if additional nominations are made from the floor, the nominees must have prior consent to nomination. The Moderator-Elect shall succeed the following year to the office of Moderator.

Terms of service will begin on January 1 following election at the annual Business Meeting of the State Gathering.

Section 4. Limitation of Service

The Moderator shall serve a one-year term and may not serve the succeeding term unless the Moderator-Elect serves a part of an uncompleted term of the Moderator, and subsequently the Moderator-Elect may serve the succeeding full term.

Section 5. Removal of Officers

Any officer may be removed for cause at the annual Business Meeting of the annual State Gathering or at a special meeting of CBFGA called by the Coordinating Council for such purpose. A two-thirds vote shall be required to remove an officer.

ARTICLE VIII. AMENDMENTS

This Constitution may be amended at the annual Business Meeting of CBFGA by a two-thirds majority of members present, provided that the proposed amendment shall have been submitted in writing to the Coordinating Council thirty (30) days prior to the Coordinating Council meeting prior to the annual Business Meeting of the State Gathering.

ARTICLE IX. REVIEW

The Constitution and Bylaws shall be reviewed every five (5) years by the Coordinating Council for the purpose of reconciling the Constitution and Bylaws to changes in the Cooperative Baptist Fellowship of Georgia.

BYLAWS

ARTICLE I. DEFINITIONS

As used herein, CBFGA shall mean the Cooperative Baptist Fellowship of Georgia, and the Council shall mean the Coordinating Council.

ARTICLE II. MEMBERSHIP

The membership of CBFGA shall consist of:

- 1) Individuals who participate in and support directly the work of CBFGA
- 2) Individuals who are members of a church that subscribes to the Purpose Statement as found in Constitution Article II and who financially support and participate in the work of CBFGA.

All members shall be entitled to vote at the Business Meeting of the State Gathering and at additional meetings of CBFGA.

ARTICLE III. EXECUTIVE COORDINATOR

Section 1. Duties

As chief staff member of CBFGA, the Executive Coordinator will provide leadership in all areas of the life and work of the organization and will carry out the mission of CBFGA, communicating the vision and work of CBFGA, providing support and encouragement to pastors, church staff, and laity, and serving as a resource to nurture healthy congregational life throughout CBFGA.

Section 2. Nomination and Election

When the office of the Executive Coordinator becomes vacant or the Executive Coordinator submits a resignation or notice of voluntary retirement, the Council will create a Search Team consisting of the Moderator, Moderator-Elect, Past-Moderator and four at-large members. The Nominating Team will solicit nominations for a Search Team from Council and CBFGA at-large. The four names for nomination will be presented to Council. Additional nominations can come from Council, with approval for nominating obtained before presentation. These persons must be members of CBFGA; they may or may not be members of the Council.

Upon formation of the Search Team, Council will elect a Chair, and the Search Team will elect its secretary. The Search Team will seek input from the Finance Team regarding compensation.

The Search Team actively will solicit suggestions about candidates from CBFGA and from others across CBF, as well as accept resumes. The team will set deadlines for accepting candidate suggestions and resumes. The Search Team will proceed with minimum delay to nominate to Council a candidate whose character and qualifications fit that person for the office of Executive Coordinator of CBFGA. After making their nomination to Council, they will provide Council with full information about the nominee. They will arrange for Council to meet

with the nominee for a conversation about the nominee and the work of the Executive Coordinator position and CBFGA. They will provide the Council with such other information as members of the Council may request. The Council will elect the Executive Coordinator by two-thirds majority vote. The Administration/Personnel Team in consultation with the newly elected Executive Coordinator will determine the effective date for assumption of duty.

Section 3. Removal from Office

Officers or other members of the Council may recommend to the Council that the Executive Coordinator be removed from office. The recommendation will be communicated to all members of the Council and to the Executive Coordinator, but not to the wider public. If the Executive Coordinator desires a listening session with the Council, the Council will arrange that. The Council will discuss the recommendation with other members of the staff. The Council may remove the Executive Coordinator from office by a two-thirds majority vote.

ARTICLE IV. CBFGA STAFF

Section 1. Composition

The staff comprises employees holding Coordinator-level positions and employees holding the positions of Administrative Assistants. The size and composition of the staff is determined by consultation between the Executive Coordinator and the Administration/Personnel Team, with the final approval of the Coordinating Council. All staff operate under the general guidelines of the CBFGA Employment Handbook.

Section 2. Selection

Coordinator-level staff are nominated using a Search Team designated by the Coordinating Council and the recommendations of the Executive Coordinator and the Administration/Personnel Team. Coordinator-level staff are then approved by vote of the Council. Administrative Assistants are selected by the Executive Coordinator in consultation with the Administration/Personnel Team.

Section 3. Duties

The staff works under the supervision of the Executive Coordinator and under the Executive Coordinator's leadership to implement the programs, events, and initiatives as directed by the Coordinating Council. Individual staff can be assigned to work alongside appropriate teams of the Coordinating Council with the approval of the Executive Coordinator.

ARTICLE V. COORDINATING COUNCIL

Section 1. Election and Membership

Members of the Council and Teams shall be nominated by the Nominating Team. The slate shall be presented to the Council. The persons nominated shall be elected by a majority vote of the individuals present at the annual Business Meeting.

The Council shall consist of the Moderator, Moderator-Elect, Clerk, Treasurer, immediate Past-Moderator, the four Chairs of Teams/Boards (Missions Team, Congregational Life Team,

Leadership Team, and Endowment Management Board), and three At-Large Members. The Executive Coordinator shall serve ex officio on the Council.

Section 2. Officers

- (1) The elected officers of CBFGA shall be the Officers of the Council.
- (2) The Moderator shall preside over all meetings of the Council and all meetings of the Administration/Personnel Team.
- (3) The Moderator-Elect shall carry out the duties of the Moderator in the absence of the Moderator.
- (4) The Past-Moderator shall have completed the most recent term as Moderator.
- (5) The Clerk shall maintain accurate minutes and other records of the Council.
- (6) The Treasurer shall maintain accurate records of all financial funds and report to the Council.
- (7) The officers shall have the authority to appoint ad hoc teams.

Section 3. Length of Service

- (1) Members will serve beginning on January 1 following election at the annual Business Meeting of the State Gathering. Elected members will serve for three-year terms, with approximately one-third of the terms expiring at the end of each calendar year.
- (2) No member shall serve consecutive full three-year terms.

Section 4. Responsibilities

Within the Coordinating Council, there shall be three administrative teams – Administration/Personnel Team, Finance Team, and Nominating Team. The Council and its administrative teams shall have the following responsibilities and authority:

- (1) Conduct the business of CBFGA between sessions of the State Gathering.
- (2) Appoint persons to serve the unexpired term of members who leave the Council between the sessions of the State Gathering.
- (3) Call, employ, and/or replace the Executive Coordinator. (See Bylaws Article III)
- (4) Employ other personnel as necessary consistent with the provisions of Bylaws Article IV.
- (5) Review and make recommendations to the budget presented by Finance Team, approve financial policies, and oversee the finances of CBFGA. The Council shall recommend a budget at the annual Business Meeting of the State Gathering each year for adoption.
- (6) Approve policies for the operation of the staff as recommended by the Administration/Personnel Team.

- (7) Report its decisions to and be accountable to CBFGA at the State Gathering.
- (8) Work with the Executive Coordinator in matters for sufficient insurance, legal contracts, other real estate matters, etc.
- (9) Implement all directives of CBFGA as adopted and authorized by action of the annual Business Meeting of the State Gathering.
- (10) Organize itself in the way that most effectively supports the Purpose Statement of CBFGA. This includes the freedom to create, alter or abolish non-standing teams or groups, but not to abolish standing teams as established later in this article. The Council may determine the purpose, duties, size, composition, name, and method of selection of members of any teams or groups that it creates. The organizational structure approved by the Council has authority to function and is subject to review by the State Gathering.
- (11) Non-standing teams, including ad hoc and special teams, may be created, altered, and abolished by the Council.

Section 5. Administrative Teams

A. Administration/Personnel Team

(1) The Administration/Personnel Team shall comprise the Moderator, Moderator-Elect, Past-Moderator, Clerk, and Treasurer; the Executive Coordinator shall serve ex officio on the Administration/Personnel Team. The Moderator shall serve as Chairperson of the Administration/Personnel Team.

The Administration/Personnel Team shall have authority to conduct the business of CBFGA and the Council between sessions of the Council.

- (2) The Team's responsibilities may include but are not limited to:
- communicating decisions of the Administration/Personnel Team to the Council
 - managing matters of compensation
 - serving as a sounding board for the Executive Coordinator and staff
 - serving as a sounding board for issues involving staff relationships
 - supervising/evaluating the Executive Coordinator and the Executive Coordinator's supervision/evaluation of staff
 - overseeing other terms/conditions of employment
- (3) Meetings of the Administration/Personnel Team
- The Administration/Personnel Team shall meet as often as the Team members deem necessary, provided that notice of said meeting is given at least five (5) business days prior to the date of the meeting.
 - Meetings of the Administration/Personnel Team shall be called by the Moderator or the Moderator-Elect in the absence of the Moderator, or by a majority of the members of

the Administration/Personnel Team.

B. Nominating Team

(1) The Nominating Team shall comprise the Past-Moderator, the Moderator-Elect, the Missions Team Chair, the Congregational Life Team Chair, the Leadership Development Team Chair, and two (2) at-large Members from the Council.

(2) The Nominating Team shall present nominations for officers and Council members for a vote of approval at the State Gathering. Additional nominations may be made from the floor with the prior consent of the nominee. The office of Moderator shall alternate between male and female. The Council and all teams shall reflect the diversity of CBFGA. The term of office shall begin on January 1 of the year following election at the State Gathering.

C. Finance Team

(1) The Finance Team shall include Chairperson of the Missions Team, Chairperson of the Congregational Life Team, Chairperson of the Leadership Development Team, Moderator, Treasurer, and one (1) at-large member of the Coordinating Council.

(2) The Team's responsibilities may include but are not limited to:

- recommending a budget to the Council
- recommending strategies regularly of how to increase churches' contributions to CBFGA and seeking to cultivate individual donors
- monitoring contributions and expenditures to meet ministry and mission objectives during the budget year and recommending amendments to the Council when necessary
- recommending to Council the fiscal year
- designating those with authority to draw checks on CBFGA funds
- fixing the amount of a bond to cover all persons who receive or disburse CBFGA funds
- obtaining an independent audit of all CBFGA finances periodically as recommended by our accountant

Section 6. Ministry Teams

There shall be three standing ministry teams which shall operate as follows:

(1) Team Chairs will be nominated by the Nominating Team and serve as part of the Coordinating Council.

(2) Each team shall consist of at least five (5) members and a chairperson, who will be nominated by the Nominating Team and approved at the annual Business Meeting of the State Gathering.

(3) Members of teams may serve three-year terms, but no member shall serve consecutive terms, unless otherwise provided.

(4) The term of office for all teams shall begin on January 1 of the year following election at the annual Business Meeting of the State Gathering.

(5) The ministry teams shall meet at least quarterly.

A. Missions Team

(1) The Missions Team shall consist of those members who are nominated and elected to serve on the Missions Team. The Missions Team will coordinate and oversee the work of CBFGA as it pertains specifically to missions.

(2) The Team's responsibilities may include but are not limited to:

- fostering supportive and collaborative relationships with CBF Field Personnel who have a deep connection to CBFGA
- coordinating Disaster Response efforts within Georgia and beyond
- coordinating opportunities for congregational and individual partners to participate in hands-on service opportunities around Georgia and beyond
- supporting and publicizing the CBFGA State Mission Offering
- providing resources and opportunities for learning about missions within a Great Commandment-type context of loving God and loving neighbor

B. Congregational Life Team

(1) The Congregational Life Team shall consist of those who are nominated and elected to serve on the Congregational Life Team. The Congregational Life Team will coordinate and oversee the work of CBFGA as it pertains specifically to ministries within congregations.

(2) The Team's responsibilities may include but are not limited to:

- providing age-group programmatic ministry opportunities for children, youth, young adults, median-aged adults, and senior adults
- developing retreat opportunities for various age-group programmatic ministries
- offering support for educational and training opportunities for various congregationally-based Christian education opportunities
- overseeing congregational ministry grants

C. Leadership Development Team

(1) The Leadership Development Team shall consist of those who are nominated and elected to serve on the Leadership Development Team. The Leadership Development Team will coordinate and oversee the work of CBFGA as it pertains specifically to leadership development.

(2) The Team's responsibilities may include but are not limited to:

- guiding CBFGA's work with college and seminary students
- overseeing the CBFGA theological education scholarship program
- maintaining partnership with Georgia Baptist Women in Ministry (BWIMGA)
- overseeing ministerial Peer Learning Groups
- training women and men for congregational leadership
- developing and sustaining various ministry networks
- coordinating student internships, both for congregations and ministry partners

ARTICLE VI. ENDOWMENT MANAGEMENT BOARD

Section 1. Formation

The Endowment Management Board (hereinafter “EMB”) was approved by a vote of the CBFGA General Assembly on November 3, 2013, to amend its bylaws to create the EMB.

Section 2. Duties

Subject to the Articles of Incorporation, the EMB shall have the following responsibilities and authority:

- To be accountable to CBFGA through the Coordinating Council.
- To establish the Endowment Fund of CBFGA and develop bylaws and endowment-related administrative policies as needed, which said bylaws and policies shall be subject to the approval of the Coordinating Council.
- To accept or reject contributions, gifts, grants, devices, bequests, or other transfers to the Endowment Fund of CBFGA.
- To choose an effective investment firm or other such organization and execute a funds management agreement with said firm.
- To monitor the investment performance of the firm and to change investment firms whenever circumstances require such action.
- To establish such accounts within the Endowment Fund of CBFGA as the EMB deems necessary for the purpose of supporting the work and ministry of CBFGA.
- To report to the Council at least annually the activities of the EMB.
- To report to the membership at the annual General Assembly the activities of the EMB.
- To promote the Endowment Fund of CBFGA.

Section 3. Members

The EMB shall be composed of the Moderator and Executive Coordinator of CBFGA, Finance Team Chairperson and at least five (5) and not more than twelve (12) at-large members elected by a majority vote at the annual session of the General Assembly. It is desirable, to the extent feasible, that the EMB include persons with special knowledge and experience in the fields of business management, accounting, law, estate planning, ministry, and investments. The Moderator, Executive Coordinator of CBFGA, and Finance Team Chair shall be non-voting members of the EMB.

Section 4. Operating Guidelines

The Council and the EMB adapted Operating Guidelines on November 3, 2013. The guidelines were revised and approved at the May 20, 2014, Council meeting. The Operating Guidelines detail the internal workings of the EMB and the methodologies used by the EMB for carrying out the duties listed in Section 2. The Operating Guidelines may be amended by an affirmative vote of both the EMB and Council at respective meetings duly noticed and duly held to consider such a proposed amendment; but in no event shall any amendment be made which would cause CBFGA to lose its status as an organization described in § 501(c)(3) of the Internal Revenue Code.

ARTICLE VII. MEETINGS

Section 1. Gatherings

(1) CBFGA shall hold at least one meeting annually, specified as the State Gathering, which shall include an annual Business Meeting. A second meeting may be held in conjunction with the national Cooperative Baptist Fellowship General Assembly.

(2) Voting on matters presented at the annual Business Meeting may be in person, virtually, or digitally for those individuals registered for the State Gathering.

(3) The Coordinating Council has sole authority to call a special meeting of CBFGA. Such called meetings requires thirty (30) days advance notice given of time, place, and purpose.

Section 2. Coordinating Council

(1) The Council shall meet quarterly at such time and place as it shall determine and shall hold one meeting in conjunction with the annual State Gathering. Meetings may in person or virtual or a combination of the two.

(2) Voting on matters presented at meetings of the Council may be in person, virtually, or digitally.

(3) Notice of the meetings of the Council shall be given at least fifteen (15) days prior to the date of the meeting.

(4) Meetings of the Council deemed necessary beyond the regularly scheduled meetings shall be called by the Moderator or by the Moderator-Elect in the absence of the Moderator, or by the Administration/Personnel Team.

(5) Council reserves the right to remove Council members who have three consecutive, unexcused absences, and the Nominating Team shall recommend a replacement.

Section 4. Open Meetings

All meetings of CBFGA, the Council, all teams with the exception of the Nominating Team and Administration/Personnel Team, shall be open to any member of CBFGA. Meetings of the Nominating Team and Administration/Personnel Team, meetings pertaining to litigation and contracts, and meetings requested to be closed by an employee, when personnel matters are involved, shall be open only to those admitted by the Council, team, or group which is meeting.

ARTICLE VIII. QUORUM

- (1) Twenty-five percent of the registered individuals at the State Gathering shall constitute a quorum.
- (2) Fifty percent plus one of the Council shall constitute a quorum.
- (3) A majority of a Team shall constitute a quorum.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall serve to govern any meetings except where not consistent with these Bylaws, the Constitution of CBFGA, and any special rules of order the CBFGA may adopt.

ARTICLE X. CONFLICT OF INTEREST

No employee of CBFGA shall serve as a voting member of the Council or any team. Any Council or team member with a conflict of interest relating to any matter which is being considered by the Council or team shall disclose that prior to a vote being taken and shall not vote on such matter. A conflict of interest exists when a member has any personal or financial interest which may interfere with the member's ability to vote on a matter solely on the basis of the best interests of CBFGA.

ARTICLE XI. INDEMNIFICATION

The Council will be indemnified as appropriate and necessary in accordance with pertinent law. Details can be found in Appendix 1. For purposes of this Article, Council members shall be directors and the Council shall be the Board of Directors.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended at any Business Meeting of the State Gathering of CBFGA by a two-thirds majority of members present and voting, provided that the proposed amendment shall have been submitted in writing to the Coordinating Council thirty (30) days prior to the Council meeting next preceding the State Gathering and made available to those attending the State Gathering at least fifteen (15) days prior to voting on the amendment.

ARTICLE XIII. RELATIONSHIP WITH COOPERATIVE BAPTIST FELLOWSHIP, INC.

CBFGA partners with the national Cooperative Baptist Fellowship, Inc.

ARTICLE XIV. REVIEW

The Constitution and Bylaws shall be reviewed every five (5) years by the Coordinating Council for the purpose of reconciling the Constitution and Bylaws to changes in the Cooperative Baptist Fellowship of Georgia.

APPENDIX 1

Section 1. Indemnification

The Corporation shall indemnify its officers and directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Code of Georgia; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions.

Section 2. Insurance

The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain under Code of Georgia, Section 14-2-857 against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provision, or arising out of such persons' status as described in said statutory provision, whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Georgia.

Section 3. Reimbursement

The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding provided for hereunder in advance of a final disposition of the proceeding if the director submits to the Treasurer of the Corporation a written request which complies with the requirements set forth in Georgia Code Section 14-3-853. The Treasurer of the Corporation shall promptly upon receipt of such a request for indemnification, advise the Board of Directors in writing that such director has requested indemnification, and the determination of such director's entitlement to indemnification shall be made by the Board of Directors within a reasonable time after the receipt of such written request.

Section 4. Continuing Benefit

The indemnification and advancement of expenses provided by or granted pursuant to Title 14, Chapter 3, Article 8, Part 5 of the Code of Georgia shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.