

BYLAWS  
OF  
THE CONSERVATIVE BAPTIST ASSOCIATION OF AMERICA

*As Amended this 10th day of June 2005  
By vote of the delegates at the Annual Business Meeting  
Of the Association in Littleton, Colorado*



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BYLAWS  
OF  
THE CONSERVATIVE BAPTIST ASSOCIATION OF AMERICA

ARTICLE I. NAME

The name of this organization shall be “The Conservative Baptist Association of America,” also known as CBAmerica and CBA.

The certification of incorporation of The Conservative Baptist Association of America was issued under the seal of the Secretary of State of the State of Illinois on April 10, 1957, as recorded in Book 2106, pages 418-424, document 15051472 in the office of the Recorder of Cook County, Chicago, Illinois.

ARTICLE II. IDENTITY

CBA is a covenantal fellowship of Regional Associations of Conservative Baptist churches, which have joined together to make the most of the God-given strengths of each member Region for a common purpose.

ARTICLE III. PURPOSE

For the glory of God CBA exists to serve, resource, and represent our member Regions.

The Association shall collect and disburse funds, disseminate information, solicit and receive gifts direct or in trust, act as trustee for any such trusts, and acquire and own property—real or personal—as necessary or convenient.

ARTICLE IV. MEMBER REGIONS; RELATIONSHIPS

“Member Regions,” described below, are governed by Regional Boards. Changes in the number of member Regions shall be determined by the Board of Directors subject to ratification by three-quarters of the Regional boards of the Regions in place at the time of the proposed change.

We value our historic ties with other Conservative Baptist ministries. To best serve our member Regions CBA will work in cooperative and coordinated ways with other evangelical ministry and mission organizations within our country, which help fulfill our purpose, and with national associations of like Baptist churches in other countries.

## ARTICLE V. DECLARATION OF FAITH

**The Word of God** – We believe the Scriptures of the Old and New Testaments are the inspired Word of God, inerrant in the original writings, complete as the revelation of God’s will for salvation, and the supreme and final authority in all matters to which they speak.

**The Trinity** – We believe in one God, Creator and Sustainer of all things, eternally divine, existing in three persons: Father, Son and Holy Spirit; we believe that these are equal in every distinct perfection and they execute distinct but harmonious offices in the work of creation, providence and redemption.

**God the Father** – We believe in God the Father: an infinite, personal Spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of humanity, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ.

**Jesus Christ** – We believe that Jesus Christ is God’s eternal Son, who has precisely the same nature, attributes and perfections as God the Father and God the Holy Spirit. We believe further that he is not only true God, but true man, conceived by the Holy Spirit and born of the virgin Mary. We also believe in His sinless life, His substitutionary atonement, His bodily resurrection from the dead, His ascension into heaven, His priestly intercession on behalf of His people, and His personal, visible, premillennial return from heaven.

**Holy Spirit** – We believe in the Holy Spirit, His personality and His work in regeneration, sanctification and preservation. His ministry is to glorify the Lord Jesus Christ, to implement Christ’s work of redeeming the lost, and to empower the believer for godly living and service.

**Man** – We believe God originally created persons, male and female, in the image of God and free from sin. We further believe all people are sinners by nature and choice and are spiritually dead. We also believe that those who repent of sin and trust Jesus Christ as Savior are regenerated by the Holy Spirit.

**Salvation** – We believe in salvation by grace through faith in the Lord Jesus Christ. We further believe that this salvation is based upon the sovereign grace of God, was purchased by Jesus Christ on the cross, and is received by faith, apart from any human merit, works or ritual. We further believe salvation results in righteous living, good works and proper social concern.

**The Church** – We believe that the Church is the spiritual body of which Christ is the head. We believe that the true Church is composed of all persons who have been regenerated by the Holy Spirit. We believe that this body expresses itself in local assemblies whose members have been immersed upon a credible confession of faith, and have associated themselves for worship, for instruction, for evangelism and for service.

We believe the ordinances of the local church are believer's baptism by immersion and the Lord's Supper. We also believe in the interdependence of local churches and the mutual submission of believers to each other in love.

**Separation of Church and State** – We believe that each local church is self-governing in function and must be free from interference by any ecclesiastical or political authority. We further believe that every human being is directly responsible to God in matters of faith and life, and that each one should be free to worship God according to the dictates of conscience.

**Christian Conduct** – We believe that the supreme task of believers is to glorify God in their lives, and that their conduct should be blameless before the world. We further believe that they should be faithful stewards of their possessions and that they should seek to realize for themselves the full stature of maturity in Christ.

**The Last Things** – We believe in the bodily resurrection of the saved and lost, the eternal existence of all people either in heaven or hell, in divine judgment, rewards and punishments.

## ARTICLE VI. MEMBERSHIP

### SECTION A. MEMBER REGIONS

Member Regions are associations of Conservative Baptist churches, which have organized for the purposes of mission and fellowship.

### SECTION B. MEMBER REQUIREMENTS

A Region of Churches may become a member of CBA by meeting the following conditions:

1. The Region shall declare its agreement with the Purpose found in Article III, the Declaration of Faith found in Article V of these bylaws, and the covenant binding our regions together (see Appendix).
2. The Region shall submit a resolution regarding CBA membership voted in keeping with the bylaws of that Region.
3. The Region shall be accepted into membership by a two-thirds majority vote of the Board of Directors.
4. The official board of each Region shall at the first official meeting of each fiscal year affirm its agreement with the Declaration of Faith found in Article V of these bylaws, and with the Covenant among the Regions (see Appendix). The record of such action is to be forwarded to CBA as soon as reasonably possible.

5. Each Region shall accept its covenant responsibility to participate, as God enables, in the funding of the CBA budget.
6. The Region must be duly organized and existing as a nonprofit corporation under the laws of the state (or one of the states) wherein it is located.

#### SECTION C. NATIONAL MEETINGS

The National Meeting of the Association shall convene at least once every three years at a time and place to be determined by its Board of Directors.

#### SECTION D. REMOVAL FROM MEMBERSHIP

1. Voluntary Withdrawal. A Regional Association may withdraw itself from CBA upon vote of the Region's board and/or membership, consistent with its bylaws, at a duly called business meeting.
2. Removal for Cause. The Association may remove a Region, if such a Region willfully and consistently fails to adhere to the prerequisites for Association membership set forth in Sections A and B of this Article or fails to act in accordance with the covenants the Region has entered into within this Association. The determination to remove a Region from membership shall be made by the CBA Board of Directors, subject to ratification by three-quarters of the Regional boards in the remaining Regions.

### ARTICLE VII. BOARD OF DIRECTORS

#### SECTION A. POWERS

The Board of Directors shall have power to conduct, manage and direct the business and affairs of the Association. The Board of Directors shall have the responsibilities and the authority normally granted to the Board of Directors of like corporations organized under the laws of the State of Illinois.

#### SECTION B. REPRESENTATION

Member Regions with fifty or more churches shall each be represented on the Board of Directors by their executive director and by one representative chosen by their board or constituency. Regions with less than fifty churches shall each be represented on the Board of Directors by their executive director. When a region does not have an executive director, that region shall appoint a representative to sit on the board.

SECTION C. NUMBER AND TERM OF DIRECTORS

There shall be seventeen directors initially: two sent from each of the Regional Boards, and the Executive Director of CBA, who shall be an ex-officio voting member of the Board. The number of directors may vary from time to time down to twelve, by resolution of the Board of Directors without amendment of these bylaws. Directors shall hold office for a time determined by their respective Regional Boards. The term of the Executive Director of the CBA shall be determined by his employment status. Notwithstanding the limitation on the term of office, each director shall hold office until his or her successor shall have been appointed and qualified.

SECTION D. QUALIFICATIONS

Each director of CBA shall be a person of majority age, but need not be a resident of Illinois. He or she shall belong to a church in active affiliation with a Member Region. The Regions must ensure their representatives agree with CBA's Declaration of Faith and Statement of Purpose and with any covenants in force between CBA and member Regions.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

SECTION A. MEETINGS

Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors. At such meeting, the Board of Directors shall transact such business as may properly be brought before the meeting.

SECTION B. QUORUM

A simple majority will constitute a quorum.

ARTICLE IX. COMMITTEES

SECTION A. COMMITTEES OF THE BOARD OF DIRECTORS

1. Number

- a. The Executive Committee
- b. The Finance Committee
- c. Additional committees may be appointed at the discretion of the Executive Committee. The committees shall have such duties and responsibilities as are assigned by the Board of Directors.

## 2. Duties

The committees shall have such duties and responsibilities as are assigned by the Board of Directors. Committees may not act on behalf of the Corporation unless such authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms.

## 3. Composition

With the exception of the Executive Committee, the chairman of the Board of Directors shall appoint members of the standing committees after consultation with the Executive Director of the Association.

Each committee shall have at least two members of the Board, and a majority of the members shall be members of the Board.

## 4. Committee Officers

The chairman of the Board of Directors shall appoint chairpersons to the various standing committees, after consultation with the Executive Director of the Association.

### SECTION B. EXECUTIVE COMMITTEE

The Executive Committee shall have such duties and authority between Board meetings as may be delegated to by the Board of Directors, and shall be the standing committee responsible for overseeing the operations of the Corporation. The membership shall consist of all elected officers of the Corporation; in addition, the Executive Director of CBA shall be a standing member.

## ARTICLE X. OFFICERS OF THE CORPORATION

### SECTION A. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a chairperson, vice chairperson, secretary, treasurer and the Executive Director.

### SECTION B. QUALIFICATIONS

Each officer of the Corporation shall be a person of majority age, but need not be a resident of Illinois. He or she shall belong to a member church of a member Region and shall be in full agreement with the Declaration of Faith and Purpose of the CBA.

### SECTION C. SELECTION

Officers of the Corporation, with the exception of the Executive Director of CBA, shall be elected annually from among, and by, the members of the Board of Directors.

### SECTION D. RESPONSIBILITIES

#### 1. The Chairperson and Vice Chairperson of the Board

The chairperson of the Board of Directors or, in the chair's absence, the vice chairperson of the Board of Directors shall preside at all meetings of the members of the Board of Directors and shall perform such other duties as may from time to time be requested of the chair by the Board of Directors. The chairperson shall serve as president of the Association unless otherwise designated by the board.

#### 2. The Secretary

The secretary shall attend all meetings of the Board of Directors and shall record all the votes of the directors and the minutes of the meetings of that Board of Directors and of the committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Association as required by law; shall be the custodian of the seal of the Association and see that it is affixed to all documents to be executed on behalf of the Association under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned to the secretary by the Board of Directors, the chairperson or the Executive Director.

#### 3. The Treasurer

The Treasurer shall be the financial officer of the Association. The Treasurer shall have or provide for the custody of the funds or other property of the Association and shall keep a separate bank account of the same to his or her credit as treasurer; shall collect and receive or provide for the collection and receipt of monies or tuitions earned by or in any manner due to or received by the Association; shall deposit all funds to his or her custody as treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing his or her transactions as treasurer, and the financial condition of the Association; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board of Directors, the chairperson, the Executive Director, or the finance committee. In consultation with the

Finance Committee he may disperse the functions of Treasurer across the member Regions.

SECTION E. EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer of the Corporation. He shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to his office, and such other duties as from time to time may be assigned to him by the Board of Directors. He shall participate in an annual review by the Executive Committee and the member Executive Directors. He is subject to the Board of Directors. He is an ex-officio member of the Board with full voting privileges.

In recognition of the covenantal commitment of CBA, the Executive Director shall serve the member Regions, facilitating national vision, coordinating and managing the network of national resources and services; he shall be a part of the selection process for any new Executive Director of a member Region; he shall facilitate the expansion of CBA into more Regions; and he shall promote fellowship with national Associations of Conservative Baptist churches outside our country.

SECTION F. TERMS OF OFFICE

The officers of the Association shall be elected annually and are eligible for reelection but shall not serve more than six consecutive years.

SECTION G. VACANCIES

In the event an officer of the Association resigns, dies or is removed for cause, that office shall be declared vacant by the Board of Directors. The board may fill the vacant office at any regular or special meeting of the Board of Directors.

ARTICLE XI. PERSONNEL

SECTION A. GENERAL POWERS

All personnel of the Association, as between themselves and the Association, shall respectively have such authority and perform such duties in the management of the property and affairs of the Association as may be determined by resolution or orders of the Board of Directors or, in the absence of controlling provisions in resolutions or orders of the board, as may be provided by these bylaws.

SECTION B. HIRING PERSONNEL

The Board of Directors shall hire the Executive Director. The Board of Directors shall hire the Director of Chaplaincy. The Director of Chaplaincy is the recognized endorser representing CBA to the Department of Defense and other organizations. The Executive Director shall hire such other personnel as deemed necessary to conduct the business of the association and as the budget allows.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by a three-quarters majority vote of the Board of Directors subject to ratification by 87 percent of the Regional Boards.

ARTICLE XIII. LIABILITY, INDEMNIFICATION AND INSURANCE OF DIRECTOR OR OFFICER

SECTION A. LIMITATION OF PERSONAL LIABILITY

A director or officer of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The director or officer has breached or failed to perform the duties of his or her office as defined in Section B below; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

1. The responsibility or liability of a director or officer pursuant to any criminal statute; or
2. The liability of a director or officer for the payment of taxes pursuant to local, state, or federal law.

SECTION B. STANDARD CARE AND JUSTIFIABLE RELIANCE

1. A Director of the Association shall stand in a fiduciary relationship to the Association, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director

shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- a. One or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented;
- b. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
- c. A committee of the board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designate authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

2. In discharging the duties of their respective position, the board, committees of the board and individual director may, in considering the best interests of the Association, consider the effects of any action upon employees, upon persons with whom the Association has business and other relations and upon communities which the offices or other establishments of or related to the Association are located, and all other pertinent factors.
3. Absent breach of fiduciary duty, lack of good faith or self-dealing actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Association.

#### SECTION C. INDEMNIFICATION

Each member of the Association board, Association committee and each officer of the Association shall be indemnified by the Association against all expenses actually and necessarily incurred by such member or officer in connection with the defense of any action, suit or proceedings to which he or she has been made a party by reason of his or her being or having been such member or officer except as to matters as to which such member or officer shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

#### SECTION D. INSURANCE

The Association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was an authorized representative of the Association, against any liability asserted against or incurred by such person in any such capacity, or arising out of the status of such person and such, whether or not the Association would have the power to indemnify such person against such liability under the provision of this Article.

### ARTICLE XIV. CARE AND INVESTMENT OF FUNDS

#### SECTION A. GENERAL PROVISIONS

The utmost care shall be exercised in the handling and depositing of funds. Books of account shall be maintained, which books shall at all times be open for inspection by the Board of Directors or its authorized representative, or to authorized representative of the Association.

#### SECTION B. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

#### SECTION C. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders of payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the treasurer or an assistant treasurer and countersigned by another officer or designated representative of the Association.

#### SECTION D. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

#### SECTION E. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association. The Board of Directors may establish restricted funds. When a restricted donation is received and restricted and no such restricted fund exists, the board may establish a new restricted fund, return the donation, or, with the permission of the donor, change the restriction.

#### SECTION F. AUDIT OF ACCOUNTS

Accounts of the Association shall be reviewed annually and shall be audited every third year by accountants appointed or approved by the Board of Directors. The acceptance of the financial statements of the Association by the Board of Directors of the Association shall be upon the basis of such reviews and/or audit reports.

#### SECTION G. BONDING OF ASSOCIATION OFFICERS

All Association officers, as well as employees of the Association entrusted with cash or securities, or having access to safety deposit boxes, may be required to execute fidelity bonds in favor of the Association and for such amounts as the Board of Directors shall determine. The expense of such bonds shall be borne by the Association. It shall be the responsibility of the Board of Directors to provide adequate insurance against financial losses.

### ARTICLE XV. MISCELLANEOUS

#### SECTION A. CORPORATE SEAL

The Association shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Board of Directors.

#### SECTION B. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year.

#### SECTION C. DISSOLUTION CLAUSE

The Conservative Baptist Association of America may only be dissolved as a corporation in accordance with the Articles of Incorporation and the corporate laws of the State of Illinois. In the event of dissolution, the assets shall be distributed among Evangelical non-profit ministries of like faith and practice as shall qualify as an exempt organization(s) under Section 501(c) (3) of the Internal Revenue Code of 1986 as amended or revised, as the Board of Directors shall determine.