

San Francisco Peninsula Baptist Association

Bylaws 2007

ARTICLE I — NAME

1.01 This organization is incorporated under the laws of the State of California, and operates under a charter granted by the State of California as a non-profit organization. The name of this corporation is the San Francisco Peninsula Baptist Association. Hereinafter in these Bylaws, the corporation may be referred to as “the Association” or “SFPBA.”

1.02 This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

1.03 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE II — MISSION STATEMENT

2.01 The mission of this Association is to assist churches in fulfilling the Great Commission and the Great Commandment.

ARTICLE III — MEMBERSHIP AND ANNUAL MEETING

3.01 Affiliation – This association shall be composed of such Baptist churches cooperating with and contributing financially to carry out the mission and purpose of this body. Qualifying financial contributions for voting representation in annual meeting, special meeting, or Executive Board meeting of the Association shall amount to not less than three percent (3%) of the church’s undesignated annual receipts, barring special circumstances as approved by the Executive Board. It is recommended that churches contribute three to five percent (3% to 5%) of undesignated annual receipts.

3.02 Messengers to the Annual Meeting – Each church in the Association having fifty (50) members or less shall be entitled to five (5) messengers with one (1) additional messenger for every twenty-five (25) additional members, provided that no church shall have more than ten (10) messengers. Messengers to the Association’s annual meeting shall be elected by the churches cooperating with and contributing financially to the work of this Association during the preceding Associational year, according to the provisions of 3.01. All Associational churches may attend annual and special meetings even if they do not qualify for voting messengers in that calendar year.

3.03 Dismissal – Should any church disqualify itself by failure to send financial support for more than twelve months, the Administrative Council (Article VIII), or its designees, will contact that church and seek to restore her to full fellowship and ministry with, and the support of, the Association. In the event that this restoration effort is not successful within six months, the Administrative Council may recommend dismissal to the Executive Board (Article VII). Dismissal for practices or doctrines contrary to those of the Association shall be dealt with in accordance with Section 5.02 of these Bylaws.

3.04 Mission congregations – Mission congregations that are approved by the Executive Board for probationary membership shall have the right to participate in Associational life on the same basis as other member congregations. Following a probationary period of at least one year, voting membership may be granted after Executive Board final review and approval. These congregations shall be contributing and cooperating with the Association, and following the guidelines agreed upon in the application for membership. A mission congregation is defined as a congregation that has not yet constituted as an independent church, and is under the authority of one or more sponsoring congregations.

3.05 Agenda consideration - Any member of a voting-qualified church (see 3.01) may present to the Executive Board in writing an item to be placed on the agenda for consideration in Annual Meeting. The item must be submitted no later than fourteen (14) days prior to the last regular Executive Board meeting prior to the Annual Meeting. After review by the Executive Board upon submission, all motions that comply with Associational Bylaws, policies, and parliamentary procedure shall be placed on the agenda for consideration in Annual Meeting. Further, to be considered on the floor of the Annual Meeting, the individual submitting the motion must be a messenger to the Annual Meeting, must be present at the meeting, and must formally present the motion to the body, and it must receive a second.

ARTICLE IV — ADMISSION OF CHURCHES

4.01 A church desiring admission into the fellowship of this Association shall make application for such membership by petitionary letter.

4.02 When a petitioning church makes application, they shall meet with a committee named by the Administrative Council for the purpose of reviewing the church's credentials. Based upon this review, the Administrative Council shall bring a recommendation to the Association or its Executive Board.

4.03 Newly-affiliated churches shall agree to contribute at least three percent (3%) of their undesignated receipts to the general budget of the Association.

4.04 Upon recommendation by the Credentials Committee, the Association in an annual meeting shall by two-thirds (2/3) majority vote receive the church into membership and extend the hand of fellowship. The church shall have representatives present at the annual meeting at the time of the vote to be received.

4.05 Between annual meetings, the Executive Board may provide provisional acceptance of new churches, subject to final action at the next annual meeting.

4.06 Any petitioning church shall state its acceptance of the Bible as the final authority for faith and practice, and that it is in sympathy with the Association's statement of faith.

ARTICLE V — AUTHORITY

5.01 The Association recognizes and upholds the absolute autonomy of the individual cooperating churches.

5.02 While pledging no interference in local churches either directly or indirectly, the Association reserves the right to withdraw fellowship from any church, which in the judgment of the Association is not a cooperating Baptist church. This will be based upon failure to follow the Articles of Faith, failure to support financially the Association, and failure to attend meetings of the Association. Such action shall require a two-thirds (2/3) majority vote of the Association after a fair hearing has been conducted under the direction of the Executive Board.

5.03 In those churches in which the San Francisco Peninsula Baptist Association is named in legal documents and/or enlisted in writing to assist member churches, the Association shall carry out the churches' requests as it deems appropriate.

5.04 The principles of Christian conduct and belief as taught in the Bible shall govern the meetings, ministries, and relationships of this Association. All meetings of the Association, its Executive Board, or its Administrative Council shall be conducted as "open" meetings, except where executive session is required for personnel or litigation matters.

5.05 The members of the Association are the churches. All requests for official assistance from the Association must come in writing from a church leader, such as elected officers, ministerial staff, and deacons.

5.06 The latest revised edition of *Robert's Rules of Order* shall govern parliamentary procedure in annual, special, and Executive Board meetings.

ARTICLE VI — STATEMENTS OF FAITH

6.01 This Association strongly affirms for itself the following understandings regarding statements of faith as included in *The Baptist Faith and Message*:

(1) That they constitute a consensus of opinion of some Baptist body, large or small, for the general instruction and guidance of our own people and others concerning those articles of the Christian faith which are most surely held among us. They are not intended to add anything to the simple conditions of salvation revealed in the New Testament, viz., repentance toward God and faith in Jesus Christ as Saviour and Lord.

(2) That we do not regard them as complete statements of our faith, having any quality of finality or infallibility. As in the past so in the future, Baptists should hold themselves free to revise their statements of faith as may seem to them wise and expedient at any time.

(3) That any group of Baptists, large or small, have the inherent right to draw up for themselves and publish to the world a confession of their faith whenever they may think it advisable to do so.

(4) That the sole authority for faith and practice among Baptists is the Scriptures of the Old and New Testaments. Confessions are only guides in interpretation, having no authority over the conscience.

(5) That they are statements of religious convictions, drawn from the Scriptures, and are not to be used to hamper freedom of thought or investigation in other realms of life.

6.02 The Association may maintain a brief statement of faith covering certain key doctrines which our churches affirm. Any church is free to adopt any other statement of faith that is not inconsistent with the Bible or the Association's statement of faith.

6.03 At no time shall the Association give precedence over the Scriptures to its own or any other statement of faith.

6.04 The statement of faith may be amended by a two-thirds (2/3) majority vote of the Executive Board and ratified by a two-thirds (2/3) majority vote of the Association in annual meeting.

6.05 The statement of faith of San Francisco Peninsula Baptist Association:

Below is a summary of some of our basic beliefs:

1. **GOD** is the Creator, Redeemer, Preserver, and Ruler of the Universe. There is one God who reveals himself to us as the Father, Son (Jesus Christ), and Holy Spirit. This mystery is commonly called the Trinity: each "person" of the Trinity exists simultaneously and has distinct personal attributes, but there is no division of nature, essence, or being in God.
2. **THE SCRIPTURES** were written by those who were divinely inspired. The Bible is the written Word of God, revealing God's will for humanity. It is the basis for our faith and practice as individual Christians, as churches, and as an association of churches. The life and teachings of Jesus Christ are the criteria by which we interpret the Scriptures.
3. **MANKIND** was created in the image of God. All people sin; therefore, mankind is "fallen" from the position that God designed for it. God's grace (gift of salvation) in Jesus Christ allows mankind to come back into fellowship with God. Because mankind is created in God's image, and because Christ died for all, then all people are to be given dignity and respect.

4. **SALVATION** is the gift of God which we receive by faith in Jesus Christ who died for our sins. It involves fellowship with God and eternal life, beginning at the moment one entrusts himself to Jesus as Lord of his life and continuing on past this life, without end. God patiently seeks the salvation of all people, not desiring for any to perish. The “security of the believer” teaches that salvation, once received, cannot be lost; the believer is safe in the Father’s hand. However, a disobedient believer will be disciplined by the Heavenly Father.
5. **HEAVEN AND HELL** are eternal dwelling places. Heaven—the place where God’s people live with him forever—is a gift to the believer. Heaven is also a place where rewards are received. Salvation itself is a gift from God, and not a reward. Heaven’s rewards vary and are based on individual faithfulness in this life. Those who do not receive the Lord Jesus Christ as their personal Savior in this life will spend eternity apart from the loving presence of God in hell. Hell is a place of suffering where the devil and his followers dwell.
6. **THE CHURCH** is a term that is used in two ways in the Scriptures. In the broadest spiritual sense, the Church is the body of Christ which includes all Christian believers of all ages. In a more tangible sense, the New Testament most often speaks of the church as a local body of baptized believers. All believers are members of the Church, and should express this through participation in the local church family of faith. Baptist churches are accountable to the membership under the Lordship of Christ and as each member has a voice and vote in the life of the church. All members of the local church family of faith are to be treated with dignity and respect according to the principles of the Scriptures. All members, regardless of gender, race, ethnicity, or national origin are gifted by God to participate in building up the church. The local church should encourage the giftedness of the members.
7. **BAPTISM** is an ordinance of the church: Jesus set it aside (“ordained” it) as a reminder and as an act of obedience. Baptism is by immersion in water and is a statement of one’s faith in Jesus who died, was buried, and rose again. It is also a statement that one has died to sin and is raised to a new life in Christ, looking forward some day to the resurrection from the dead. Baptism portrays a faith already held within the person, and has no saving power in itself.
8. **THE LORD’S SUPPER** is the other “ordinance” of the church. In taking the Lord’s Supper (sometimes called “communion”), we remember especially the sacrifice of Jesus Christ on the cross: the fruit of the vine reminds us of his blood that was shed, and the bread reminds us of his body that was given for us. Taking the Lord’s Supper together regularly as a church body also reminds us that we are united together by our common faith in Jesus and his sacrifice on the cross.
9. **THE KINGDOM OF GOD** is the Lord’s spiritual reign over the lives of all who give allegiance to him, whether they be living on earth or in heaven. It includes all who are in the Church, but also includes believers in God prior to the coming of Jesus Christ and the establishment of his Church.
10. **EVANGELISM** is every Christian’s privilege. We are all called to share personally with others how they may be saved by faith in Jesus Christ. By faithful giving, we also support the evangelistic efforts of our local churches, as well as the missions efforts of the Church

in the United States and around the world.

11. **THE PRIESTHOOD OF THE BELIEVER**, or “soul competency,” means that every believer prays directly to God and may read the Bible to better understand the will of God. Other believers may help our understanding, but each one of us is able to stand before God without any intermediary other than Jesus Christ.
12. **SERVANT LEADERSHIP** is exemplified by the true nature of Jesus Christ. Jesus commanded that the Christian leader should not seek to rule over others, but rather to be the servant of all. The cross mandates laying down our rights for the good of others.

ARTICLE VII — EXECUTIVE BOARD

7.01 The Executive Board shall function as the Association *ad interim*. As such, the Executive Board shall transact any and all business of the Association during the recess between annual meetings, providing nothing is done by the board contrary to the bylaws or the express will of the Association in its business meetings.

7.02 The Executive Board shall consist of the Executive Director of Missions, the elected officers of the Association as defined in section 9.02, and eighteen at-large members, who shall be named by their churches. No two at-large members may come from the same church. Members shall serve three-year terms, and must wait at least one year before being eligible for re-election. As far as possible, all churches should be represented before any church is represented again in the election cycle.

7.03 An Executive Board member who fails to attend at least one Board meeting during a year shall automatically forfeit his or her place on the Board, The church may name a replacement who shall serve for the remainder of the term.

7.04 Any cooperating church may notify the Moderator in advance of its intention to send an observer to the Executive Board meeting. Only Board members may vote and only Board members shall count toward the quorum.

7.05 The Board shall meet three times a year as calendared by the Association, or more frequently should the Executive Director of Missions, Administrative Committee Chairperson, or the Executive Board itself determine a need.

7.06 The quorum for the transaction of business shall consist of one-third (1/3) of the members of the Executive Board who have agreed to serve.

7.07 The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

7.08 The Executive Board shall publish to the churches a report following each of its meetings, and shall make an annual report at the annual meeting of the Association summarizing all work done, with such recommendations and suggestions as the Board may deem necessary. The Administrative Committee Chairperson in conjunction with the Executive Director of Missions shall be responsible for these reports.

ARTICLE VIII — ADMINISTRATIVE COUNCIL

8.01 The Administrative Council shall be composed of the Executive Director of Missions, the elected officers, and three at-large members (who shall be nominated by the Executive Director of Missions and elected by the Executive Board).

8.02 The Administrative Council shall function as the Executive Board *ad interim*. When functioning in this capacity, the quorum for transaction of business shall consist of one-third (1/3) of the members of the Council

8.03 The Administrative Council shall coordinate the work of the Association between Executive Board meetings, and will be responsible for the committee work associated with:

- credentials
- nomination of officers
- calendar
- budget and finance

8.04 In relationship to the budget, the Administrative Council recommends proposals to the Executive Board, which shall have the authority to take appropriate action in each instance.

8.05 A subcommittee of the Council composed of the Director of Missions and the corporate officers of the Association shall serve as the Personnel Committee of the Association. The Executive Director of Missions shall chair the Personnel Committee unless he is a subject for attention, in which case the Executive Director of Missions shall recuse himself from deliberations and the Administrative Council Chairperson shall preside over the committee.

8.06 A subcommittee of the Council composed of the Executive Director of Missions, the Administrative Council Chair, Moderator, and Vice Moderator, shall develop the program for the annual meeting and any special meetings of the Association.

8.07 The Administrative Council shall have the authority to recruit assistance from outside the Council for any of the functions outlined in paragraph 8.03 above, as long as those persons recruited are members in good standing of cooperating member churches. Such assistance shall be considered of a “task force” nature, for a limited purpose and period of time, and shall dissolve when the task is completed.

8.08 The Administrative Council Chairperson, or in his absence, the Executive Director of Missions shall be chair of the Administrative Council. Should neither be present, the Moderator shall chair the Council.

8.09 All actions of the Council shall be reported to the Executive Board or the annual meeting, whichever follows the Council meeting, with the exception of personnel matters which require executive session for purpose of confidentiality.

8.10 The Administrative Council will meet at least four times a year as calendared. The Executive Director of Missions or the Administrative Council Chairperson may call additional meetings as either of them deems necessary.

ARTICLE IX — OFFICERS AND DIRECTORS

9.01 The Administrative Council shall be the directors of the corporation, as that term is used in the California Non-profit Corporation Code. The officers of the Association which are named in 9.02 shall be the officers of the corporation.

9.02 The officer-directors and their duties are as follows:

- **Administrative Council Chairperson** serves as president of the corporation (or board of directors). The Administrative Council Chairperson works with and assists the Executive Director of Missions in giving general leadership to the work of the Association.
- **Moderator** serves as vice president of the corporation (or board of directors). The Moderator presides in annual and special meetings of the Association, and in the sessions of the Executive Board.
- **Vice Moderator** serves as secretary of the corporation (or board of directors). The Vice Moderator fulfills the responsibilities of Moderator in the Moderator's absence or disability, and shall succeed to that office should the Moderator resign or leave the Association prior to the end of his or her term of office.
- **Treasurer** is the chief financial officer of the corporation (or board of directors). The Treasurer oversees the receiving and paying out all moneys of the Association, according to the instructions and policies of the Association.

9.03 The officers who are not corporate directors, and their duties are as follows:

- **Clerk** shall keep and report accurate minutes of all meetings of the Association, its Executive Board, and its Administrative Council. The Clerk shall prepare the reports of Executive Board activity as delineated in section 7.08 above

9.04 The activities and affairs of this Association shall be conducted and its powers shall be exercised as allocated in these bylaws, and the designation herein of the Administrative Council as directors shall not grant to them any power which is expressly or inferentially granted by these bylaws, or by custom and usage, to the messengers to the Association itself, or to any other board, committee, group, position, person, or combination or persons.

9.05 The function of the president and secretary of the corporation shall be to sign such instruments, and only such instruments, as are necessary or advisable in the name of, on behalf of, and at the direction of the Association or its Executive Board. The directors shall take such actions and execute such documents as are necessary and advisable to accomplish the purpose of any matter which is authorized or approved by the Association or its Executive Board and which concerns any real, personal, or intangible property.

9.06 All officers shall be members in good standing of cooperating member churches of the San Francisco Peninsula Baptist Association. Should an officer's church fail to maintain full fellowship in the Association, the office he holds shall be automatically vacated.

ARTICLE X — EXECUTIVE DIRECTOR OF MISSIONS AND ADDITIONAL STAFF

10.01 The Executive Director of Missions (DOM) shall be the chief administrative officer of the Association. The DOM shall supervise the work of the Association. The DOM shall be a member of the Executive Board and the Administrative Council, and the DOM shall be an ex-officio member of all ministry teams, committees, and task forces of the Association

10.02 The Executive Director of Missions shall chair the Administrative Council in the absence of the Administrative Council Chairperson.

10.03 The Executive Director of Missions shall manage the Associational office, including recruitment, evaluation, supervision and any necessary termination within the employment policies of the Association.

10.04 The Personnel Committee of the Administrative Council shall address any issue brought before it concerning the performance of the Executive Director of Missions. The Executive Director of Missions shall recuse himself and the Administrative Council Chairperson shall preside over the committee. The committee shall seek to resolve the issue according to Christian principles. If the issue cannot be resolved by the Personnel Committee, the matter shall be referred to the Executive Board for further review and action. The Executive Board may at its sole discretion provide for a probationary period of up to six months for the Executive Director of Missions to correct the concern. Failure to satisfactorily address the concern may result in a vote to dismiss the Executive Director of Missions. Such an action shall require a two-thirds (2/3) affirmative vote of the Executive Board members present and voting in a regular or special meeting of the Board.

10.05 Except in instances of gross misconduct by the dismissed Executive Director of Missions, the Association will compensate the Executive Director of Missions with a sum equal to at least three months of his usual compensation. The termination shall be immediate, and the compensation shall be rendered in one sum paid not more than thirty

(30) days from the Association's action, or in three equal installments paid at thirty (30) day intervals, beginning not more than thirty (30) days from the Association's action.

10.06 Whenever a vacancy shall occur in the position of Executive Director of Missions the Executive Board shall nominate and elect from the floor a Director Search Committee to screen candidates and bring a recommendation for the election of a new Executive Director of Missions. Membership on the Director Search Committee shall not be limited to members of the Executive Board, but all members shall be members in good standing of cooperating churches. No employee of the Association shall serve on the committee. The number of members on the Director Search Committee shall be determined by the Executive Board, but shall not be less than eight nor more than fifteen. The Director Search Committee shall bring its recommendation to the Association in annual or special meeting. A two-thirds majority favorable vote shall be required for the election of a candidate as Executive Director of Missions.

10.07 The employment or dismissal of additional staff members shall be based upon recommendation by the Personnel Committee and approval by the Administrative Council. Such actions shall be within the budget parameters adopted by the Association.

ARTICLE XI — CONFLICTS OF INTEREST

11.01 A conflict of interest may exist when any director, officer, Executive Board member, committee member or staff member may be seen as having interests that are adverse to or in potential conflict with the interests of this corporation.

11.02 Any conflict of interest shall be disclosed to the officers, Executive Board and/or committee members by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Association, the interested person shall call it to the attention of the officers, Executive Board or the appropriate committee and such person shall not vote on the matter; provided however, any person disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Executive Board or other committees of the Association.

11.03 The person having the conflict shall not participate in the decision at all regarding the matter under consideration.

11.04 The minutes of the meeting of the Executive Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a majority vote, excluding the vote of the person concerning whose situation the doubt has arisen.

11.05 A copy of this conflict of interest statement shall be furnished each director, officer, Executive Board member, committee member, and staff member who is presently serving the Association, or who may hereafter become associated with the San Francisco

Peninsula Baptist Association. This policy shall be reviewed periodically. Any new directors, officers, Executive Board members, committee members, or staff members shall be advised of this policy upon undertaking the duties of such office.

ARTICLE XII — NOMINATIONS AND ELECTIONS

12.01 The election of officers and Executive Board member churches shall take place in annual meeting. The Administrative Council shall bring nominations before the Association for all positions. The Associational program year shall be the calendar year, except that officers shall take office at the conclusion of the Annual Meeting at which they are elected. The Associational fiscal year shall begin on July 1 and end on June 30 of the following year. The term for Executive Board members shall begin with the Associational year.

12.02 The Association (or its Executive Board, in case of mid-year replacement) may choose to elect someone other than the person nominated by the Administrative Council.

12.03 The officers shall serve for a term of one year, and shall be eligible for reelection. However, the Administrative Council Chairperson may serve no more than three consecutive full terms.

12.04 In the event of a vacancy in the office of the Moderator, the Vice Moderator shall complete the term of the Moderator. The Executive Board shall nominate and elect from the floor a new Vice Moderator. All other mid-year vacancies shall be filled by nomination by Administrative Council to the Executive Board for election.

ARTICLE XIII — SPECIAL COMMITTEES AND TASK FORCES

13.01 The Executive Director of Missions or the Administrative Council Chairperson may appoint committees to perform specific functions not otherwise provided for in these Bylaws.

13.02 The Administrative Council and the Executive Board may appoint a task force to perform specific functions related to their areas of concern.

13.03 Special committees and task forces are to be appointed for a specific purpose, for a specific period of time, and are to dissolve upon the completion of their task or term of appointment. They may be terminated sooner at the discretion of the office or body that made the appointment.

ARTICLE XIV — PROPERTY

14.01 All equipment purchased by the Association shall be the property of the Association. An up-to-date inventory shall be kept of said property at all times. The Executive Director of Missions shall supervise the keeping of all records.

ARTICLE XV — COMMITMENT TO FRONTLINE MISSIONS

15.01 The Association recognizes the following as “frontline missions:” strengthening existing churches, evangelistic outreach training and implementation, discipleship of new believers, planting new churches, and supporting global missions.

15.02 The goal of this Association is that a minimum of sixty percent (60%) of the Association’s annual budget shall be applied to direct or indirect support of “frontline missions,” commencing five years after the adoption of these Bylaws. An exception may be made in the case of emergencies as determined by the Association’s Executive Board.

ARTICLE XVI — AMENDMENTS

16.01 These Bylaws may be amended by a two-thirds majority vote of the messengers present and voting in annual meeting or in a special meeting called for that purpose. The proposed amendment shall be submitted at least six months prior to the annual meeting during any Executive Board session. Executive Board observers, as well as members, shall have the right to place amendments before the Association during Executive Board session. The Executive Board reserves the right to express its official position on any amendment presented to the Association.

16.02 The intent of 5.01 and 5.02 shall never be abrogated or violated by amendment to these Bylaws or by other action of the Association.

Adopted October 27, 2007