

# **Articles of Incorporation & Bylaws**

## **Yates Baptist Association**

**2100 Chapel Hill Road**

**Durham, NC 27707**

**919-489-3396**

**[www.yatesba.com](http://www.yatesba.com)**



# ARTICLES OF INCORPORATION

## YATES BAPTIST ASSOCIATION

### A Non-Profit Corporation

I, the undersigned natural person of the age of eighteen or more, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Nonprofit Corporation Act," and the several amendments thereto, do hereby set forth:

#### ARTICLE I

##### Name

The name of the corporation is Yates Baptist Association.

#### ARTICLE II

##### Duration

The period of duration of the corporation shall be perpetual.

#### ARTICLE III

##### Purposes

- A. The purpose of this Association shall be to provide a cooperative and orderly means through which our family of affiliated Baptist churches in Durham County and adjacent areas of Chatham and Orange Counties, may:
1. provide servanthood focused missions and ministries;
  2. encourage evangelism, stewardship, training, and discipleship;
  3. promote fellowship among ministers and churches as together we share the Gospel of Jesus Christ in word and deed.
- B. In furtherance of its purposes, and to the extent necessary to carry out such purposes, the corporation
1. Shall have all the powers given to and possessed by a North Carolina Corporation organized under the North Carolina Corporation Act.
  2. May engage in any lawful activity within the purposes for which the corporation may be organized which are incidental to and in furtherance of the exempt purposes of the corporation.
- C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in the Articles.
- D. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law) or (b) by any corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law).

**ARTICLE IV**  
**Government**

The government of this association shall be congregational in nature, and the final authority for the operation and management of the affairs of this corporation, spiritual and temporal, shall be vested in the member churches of the corporation, which authority shall be exercised in the manner set forth in the Bylaws. Members alone, acting in the manner and through the messengers as set forth in the Bylaws, shall have the authority to adopt and amend Bylaws, approve budgets, receive members and govern and conduct the affairs of this corporation, subject to the following paragraph. Elected "Messengers" shall represent the member churches at all meetings and their votes shall be binding as the votes of the represented church. Such "Messengers" and other persons shall be allowed, and/or elected to attend the Associational meetings in accordance with the Bylaws.

The officers of the Association shall be those elected officers, whose qualifications, duties, and terms are set forth in the Bylaws. The Board of Directors shall be the Executive Committee within the Associational Board, as is set out in the Bylaws. The Moderator shall be the Chairman of the Board.

At all times when the membership is not in session, the association shall be managed by the Board of Directors, Associational Board, Executive Committee, and Associational Council as set out in the Bylaws. These groups shall only have all the authority, including voting rights, set forth in the Bylaws.

**ARTICLE V**  
**Members**

The corporation shall have one class of members as provided in the Bylaws and all members shall be accepted in the manner set forth in the Bylaws. All present members of the Association shall automatically become members of the corporation.

**ARTICLE VI**  
**Initial Directors**

The number of initial directors shall be 17, and the initial directors and their terms shall be the same as the current Executive Committee whose names and addresses and remaining terms are as follows: \*(List will be updated annually or as changes occur).

<u>Initial</u>	<u>2015-2016</u>
William K. Bagnal, Jr. (DOM) 4800 Garrett Rd. Durham, NC 27707 Term Expires: Indefinitely	Vacant (DOM) 2100 Chapel Hill Road Durham, NC 27707 Term Expires: Indefinitely
Robert C. Atwater (Moderator) Route 6, Box 409 Chapel Hill, NC 27514 Term Expires: October 1993	Steve Couch (Moderator) 4813 W. Hills Drive Durham, NC 27705 Term Expires: October 2017
Robert L. Phillips (Vice-Moderator) 1204 Lynn Rd. Durham, NC 27703 Term Expires: October 1993	Earl Echols (Moderator-Elect) 1210 Pleasant Green Road Hillsborough, NC 27278 Term Expires: October 2017
Brenda J. Riley (Clerk) 610 Saddle Ridge Avenue Durham, NC 27704 Term Expires: October 1995	Ann Hilliard (Clerk) 4721 Rivermont Road Durham, NC 27712 Term Expires: October 2018

W. Earl Smith (Treasurer)  
8206 Lowell Valley Drive  
Bahama, NC 27503  
Term Expires: October 1994

Dan Robinson (Treasurer)  
1785 Mt. Gilead Church Road  
Pittsboro, NC 27312  
Term Expires: October 2018

J. Douglas Wheeler (Parliamentarian)  
2620 Bexley Avenue  
Durham, NC 27707  
Term Expires: October 1993

Ray Evans (Parliamentarian)  
7202 Guess Road  
Hillsborough, NC 27278  
Term Expires: (Appointed by Moderator)

Ronald H. Harrison (Pastor at Large)  
16 Stone Village Court  
Durham, NC 27704  
Term Expires: October 1995

Marc Francis (Pastor at Large)  
1104 Milton Road  
Durham, NC 27712  
Term Expires: October 2016

Andrew Pickens (Pastor at Large)  
Route 3, Box 140  
Apex, NC 27502  
Term Expires: October 1996

Wes McMurray (Pastor at Large)  
1015 Woodhall Lane  
Durham, NC 27712  
Term Expires: October 2018

Larry D. Giles (Audit)  
108 St. Andrews Lane  
Chapel Hill, NC 27514  
Term Expires: October 1993

(No Audit Committee)

Johnny Hewett (Annual Meeting Planning)  
209 E. Delafield Avenue  
Durham, NC 27704  
Term Expires: October 2016

O. C. Mitchell (Buildings & Grounds)  
838 Glenco Rd.  
Durham, NC 27707  
Term Expires: October 1995

Randy Finch (Buildings & Grounds)  
8422 Millers Bend Road  
Bahama, NC 27503  
Term Expires: October 2016

J. Ronald Boswell (Constitution)  
2016 Mt. Carmel Church Rd.  
Chapel Hill, NC 27514  
Term Expires: October 1994

(No Constitution Committee)

Gerald C. Goodwin (Finance)  
2703 Holloway Street  
Durham, NC 27703  
Term Expires: October 1994

Mark Mofield (Finance)  
3211 Ridgestone Parkway  
Durham, NC 27712  
Term Expires: October 2017

Laura S. Shrewsbury (Missions Development)  
100 Kay Street  
Carrboro, NC 27510  
Term Expires: October 1995

(No Missions Development Committee)

James I. Murphy (Nominations)  
6900 Garrett Rd.  
Durham, NC 27707  
Term Expires: October 1994

Jim Baggett (Nominations)  
116 Bounty Lane  
Durham, NC 27713  
Term Expires: October 2016

C. Ronald Cumbie (Personnel)  
2819 Chapel Hill Road  
Durham, NC 27707  
Term Expires: October 1996

Scott Mofield (Personnel)  
1511 Tyonek Drive  
Durham, NC 27703  
Term Expires: October 2016

Frances C. Dorrity (Public Relations)

Randy Carter (Public Relations)

2306 Gate Hill Drive  
Durham, NC 27705  
Term Expires: October 1993

Richard Isaacs (Radio & TV)  
5201 Stephens Lane  
Durham, NC 27712  
Term Expires: October 1995

3746 Mallory Court  
Hillsborough, NC 27278  
Term Expires: October 2016

(No Radio & TV Committee)

## **ARTICLE VII**

### **Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be dispersed by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Registered Office and Agent**

The address of the initial registered office of the corporation in North Carolina is 4800 Garrett Road, P.O. Box 52381, Durham, NC 27717-2381 and the initial registered agent of the corporation is the Director of Missions, William K. Bagnal, Jr. The address of the current registered office of the corporation in North Carolina is 2100 Chapel Hill Road, P.O. Box 52381, Durham, NC 27717-2381 and the current Director of Missions serves as the registered agent.

# BYLAWS

## YATES BAPTIST ASSOCIATION

### ARTICLE I. GENERAL

Section 1. Vision: The Yates Baptist Association is a Kingdom focused partnership of healthy churches that transforms churches, communities and the world with the Gospel of Jesus Christ.

Section 2. Mission: The Yates Baptist Association exists to encourage and equip our congregations to be healthy, reproducing churches that will effectively fulfill their mission for Christ.

Section 3. Articles of Faith. The confession of faith this Association recognizes shall be consistent with any Baptist Faith and Message with its five point statement of the historic Baptist conception of the nature and function of confessions of faith in our religious and denominational life as adopted by the Southern Baptist Convention.

- a. 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 their salvation revealed in the New Testament, viz, repentance towards God and faith in Jesus Christ as Savior and Lord.
- b. 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.
- c. 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 faith whenever they may think it advisable to do so.
- d. 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.
- e. 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.

Section 4. Witness in Society. The Yates Baptist Association encourages its member churches to be aware of their witness in our society. Therefore, the Association encourages its members to oppose racism, every form of greed, selfishness, and vice, and all forms of sexual immorality.

### ARTICLE II. MEMBERSHIP

Section 1. Members. Members of the Yates Baptist Association shall be those churches which have become affiliated in the manner set forth in these Bylaws.

Churches seeking membership in the Association, and the right to seat messengers in the Association shall apply to the Executive Committee prior to the annual meeting of the Association, giving evidence of their faith and order and their agreement to be received under watchcare of the Association. Upon recommendation of the committee and approval of the Association by a two-thirds majority of the members present and voting, the church or churches shall be received under the watchcare of the Association for a period of one year. It is understood that during the period of watchcare of the Association such churches will be accorded all the services of the Association and all its privileges with the exception of the right to seat voting messengers and to voting representation on the Associational Board. At the end of the year of watchcare, the church or churches may, by a two-thirds vote of the Association, be received into full fellowship of the Association or continue under watchcare or have the request for fellowship rejected. Upon admission to full fellowship, the church or churches shall be authorized to seat duly elected messengers with voting privileges and voting members on the Associational Board.

Section 2. Messengers. This Association in annual or special session shall act through duly elected messengers from affiliated Baptist churches in Durham County and portions of Chatham and Orange Counties and the regular

elected officers of the Association and members of the Associational Board which are in agreement with the purpose as stated in Article II.

Each church shall be represented at the annual meeting of the Association and at any special meeting during the year by messengers who shall be duly elected in the following ratio:

- a. Three for the first hundred church members or fraction thereof, and one for each additional hundred or fraction thereof, provided that the total number of messengers shall not exceed ten.
- b. All pastors of affiliated churches shall be recognized as messengers, in addition to those specified above, and shall not count towards the maximum of ten messengers for each affiliated church. The two elected Associational Board members shall not count toward the maximum number for each affiliated church.
- c. Only individuals who are baptized (immersed) believers and members of churches of this Association shall be seated as voting messengers at any Associational meeting.

### Section 3. Withdrawal of Membership.

- a. Forced Withdrawal of Affiliated Churches. The Association shall have the power, upon giving notice of nine months and by two-thirds majority vote of messengers present and voting, to withdraw fellowship from any church that shall willfully depart from orthodox principles of the Christian religion as taught in the Bible and as believed by Baptists or that fails to represent itself either by messenger or letter at the Annual Meeting of the Association without sufficient reason, or that fails to support causes fostered by the denomination at large and of this Association in particular, or that ceases to be missionary in practice.
- b. Voluntary Withdrawal of Affiliated Churches. Any church may decline to send messengers to the Association at its pleasure. Whenever this constitutes a withdrawal of fellowship on the part of the church, the Association shall not as a body, or through a representative or representatives, seek to restrain by coercion or law the withdrawal action of the church.

## ARTICLE III. POWERS AND PREROGATIVES

In recognition of Baptist polity and governance the Association shall have no power to infringe on any of the internal rights of member churches, which retain their full powers to govern their own church life including local church autonomy on all questions of doctrine, membership, governance, pastoral leadership and finances. The Association may advise cooperating churches and recommend measures of usefulness for their adoption, and may claim for itself, its objects, and its recommendations the highest consideration.

The Association's powers, as they relate to member churches, extend only to matters of affiliation where the Association may establish and modify conditions and procedures for the acceptance and removal of members.

## ARTICLE IV. ANNUAL REPORTS OF THE CHURCHES

Each cooperating church shall send annually to the Association a report on the Associational Letter, which is provided. Only persons who have been baptized by immersion may be reported as members on these reports. Said report shall reach the Associational Office at least 10 days prior to the Annual Meeting.

## ARTICLE V. MEETINGS

### Section 1. Annual Meeting.

- a. Date of Association Meeting. The Association shall convene annually during the week after the fourth Sunday in October, and may meet with different churches on the two successive sessions.
- b. Time of Association Meeting. The time of the Annual Meeting may be changed, or special meetings called by the Associational Board upon two weeks notice to the cooperating churches.

- c. Business. The Association in Annual Session shall adopt the budget, elect officers and other representatives as set forth in the Bylaws, and conduct such other business as it deems appropriate.

Section 2. Special Called Meetings. The Executive Committee, by majority vote, may call a special associational meeting at any time. The Committee shall establish the time and place of such a meeting and provide written notice to all member churches at least seven days prior to such meeting. The notice shall indicate the time and place of such meeting and items of business to be considered.

## ARTICLE VI. OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the Association shall be a Moderator, Moderator-Elect, Clerk, Treasurer, and such others as may be authorized by the Association. The officers shall be members of a church affiliated with the Association.

Section 2. Immersion Required. Only persons who have been baptized by immersion shall hold any position within the Associational organization.

Section 3. Election. The officers shall be elected at the Annual Meeting of the Association, and these shall assume their duties at the close of the Annual Meeting during which they are elected and continue until their successors are elected and installed, unless removed for cause. The Moderator and Moderator-Elect shall not serve more than two years in succession in their respective positions. The Clerk and Treasurer may not serve more than three years in succession.

Section 4. Moderator. The Moderator shall preside over the Annual Meeting of the Association and begin each session punctually. He shall appoint such committees as may be authorized by the Bylaws, or the Association, enforce the rules, preserve order, and exercise all prerogatives of a presiding officer according to parliamentary usage, serve as Chairman of the Associational Board, ex officio member of all standing committees. The Moderator shall serve, whenever required by law, as the President of the Corporation and is empowered to execute legal documents on behalf of the corporation when specifically so instructed by the Corporation's governing authorities.

Section 5. Moderator-Elect. The Moderator-Elect shall discharge the duties of the Moderator in his absence and sign necessary legal documents as Vice-President of the Corporation. The Moderator-Elect shall also serve as the chairperson for the Associational Council.

Section 6. Clerk. The clerk shall review records, reports, and the proceedings of the Association for accuracy and completeness, serve as secretary of the Executive Committee, and sign necessary legal documents as Secretary of the Corporation.

Section 7. Treasurer. The Treasurer shall review all financial reports of the Association, make regular reports to the Associational Board, make an annual report to the Association, and sign necessary legal documents as Treasurer of the Corporation.

Section 8. Removal. Any officer may be removed from office at any time for any reason, upon recommendation of the Executive Committee, and affirmative two-thirds vote of the Associational Board, except that no vote to remove an officer may be taken unless at least one week prior written notice of the proposed action has been provided all members of the Associational Board, and the officer subject to removal is provided an opportunity at such a meeting to be heard.

## ARTICLE VII. ASSOCIATIONAL BOARD

Section 1. Members. The Associational Board shall consist of the Officers of the Association, the Directors of Councils, the Chairpersons of the Standing Committees, Mission Team Leaders, the Director of Missions, each active pastor and two lay members elected from each member church. The names of the lay members shall be duly certified by notifying the Associational Clerk.

Section 2. Function. The Associational Board shall act for the Association in the interim between annual sessions. It shall carry out the policies and will of the Association as so expressed. It shall meet as often as it may elect for the effectual performance of its duties. It shall have the power to fill vacancies among officers, committees, and



organizational workers of the association and committees of the Associational Board that may occur during the year. It shall make a full and complete report of its work at each Annual Meeting of the Association.

### Section 3. Executive Committee.

- a. The Associational Board shall have an administrative arm known as the Executive Committee, chaired by the Moderator and composed of the Moderator, Moderator-Elect, Clerk, Treasurer, Chairpersons of Standing Committees, two pastors at-large who are not currently serving in another capacity on the Executive Committee, and the Director of Missions.

The Executive Committee shall also act as the credentials body for the association. They shall process each church which shall seek to become a part of the Yates Baptist Association. The Executive Committee will bring recommendations for churches to come under watch care and for full election into the Association as stated in the Bylaws.

This committee shall meet periodically between sessions of the Associational Board, to handle administrative details with the Director of Missions, interpret policy as needed by the Director of Missions, and strive for a smooth operation of the Associational Program.

This committee shall employ, with the approval of the Board of the Association, a Director of Missions and shall exercise general supervision of his work. The Director of Missions shall sign necessary legal documents as Registered Agent of the Corporation. The committee shall perform such other duties and services as the Board or Association may direct.

The Executive Committee shall propose amendments and receive in writing all amendments to the Bylaws. These amendments shall be presented to the Associational Board and the Annual Meeting in accordance with the Bylaws.

- b. Function as Board of Directors

The currently serving Executive Committee shall, meeting and acting together, constitute the Board of Directors of Yates Baptist Association, Incorporated. Such Board of Directors shall change by and in the same procedure as for the terms of the Executive Committee so that the Board of Directors shall perpetually be the same as the Executive Committee.

In their capacity as Directors, they shall have the duties and responsibilities attendant to Directors, subject however to the limitations set forth in the Charter and Bylaws. The Directors shall not have power, except as expressly authorized by the members, to purchase or sell or encumber any real or personal property, to install or remove officers or staff, to amend the Bylaws or Charter, or to bind the corporation to any contract. Consistent with our spiritual principles, Baptist polity and long term practice, the members as a whole retain the authority to govern the affairs, spiritual and temporal, of the Association.

A majority of the Directors shall constitute a quorum.

The rules governing the meetings of directors, including but not limited to the time for meetings, notice of meetings, and required percentage for approval of votes, shall be the same as those previously set forth for the meetings of the Executive Committee. Meetings may serve as both Executive Committee meetings and Board of Directors meetings at the same time.

Section 4. Associational Leadership Team. The Association shall have a leadership arm known as the Associational Leadership Team, chaired by the Moderator-Elect, and consisting of all the Officers of the Association, Executive Committee, Mission Team Leaders, other Associational ministerial staff and other leaders as appointed by moderator and/or Director of Missions in order to better effect the work of the Association.

This Team keeps individual programming in perspective by keeping sight of the whole program, purpose, and goals of the association. The Team provides the means whereby the association can have a comprehensive, well-balanced program, custom-designed to reflect the goals and priorities of the Association. The Associational Leadership Team shall develop a budget to be presented to the Finance Committee.

## ARTICLE VIII. COMMITTEES AND THEIR DUTIES

Section 1. Members of the committees shall be selected from the membership of those churches cooperating with the Association. All members of standing committees of the Association, unless otherwise indicated in the Bylaws, shall serve three-year terms. A period of one year must elapse before an individual can serve on the same committee again. A church should not be represented more than once on a standing committee at any given time. As many different churches as possible shall be represented on the committees of the association. The Moderator and the Director of Missions shall be ex officio members of all standing committees. Election to any committee shall be by the action of the Associational Board or by the Association in Annual Session, and in the manner prescribed in Section 2 of this article. A listing of all standing committees, their duties and responsibilities shall be in the Yates Baptist Association Policies and Procedures Manual.

Section 2. There shall be only one nominee per slot and no nominations shall be allowed from the floor. The nominees shall be voted on as a slate. If the slate is not elected then the Executive Committee shall call a special meeting to present a new slate for election. All nominees shall be elected by the Associational Board or at the Associational Annual Meeting.

Section 3. **Policies and Procedures Manual.** The Yates Baptist Association shall have a Policies and Procedures Manual. The Policies and Procedures Manual shall include the following: Personnel Policies, Financial Policies, Staff Job Descriptions, organizational information, descriptions of all standing committees, mission teams, councils, consultants and other information as is necessary for the functioning of the Association.

The Associational Leadership Team shall make any changes and amendments to the Policies and Procedures Manual. Any changes and amendments must be approved by the Executive Committee and then submitted to the Associational Board or the Association in Annual Session for approval. This manual shall be consistent with the Bylaws of the association.

## ARTICLE IX. MISSION TEAMS AND COUNCILS

The Associational Leadership Team shall present to the Association in Annual Session or the Associational Board, Mission Teams to carry out the work of the association as reflected in the mission statement and priorities of the association. Each Mission Team leader, with the approval of the Director of Missions and the Nominating Committee, shall enlist persons to form the Mission Teams. These teams may be composed of volunteers from churches in the association who feel a call to a particular area of ministry. The Moderator or Director of Missions may appoint special task groups to undertake tasks of a temporary nature. Such specific task groups shall be dissolved following the completion of their task, or at the discretion of the person who appointed them.

All Mission Teams duties, responsibilities, and structure shall be regulated by the Yates Baptist Association Policies and Procedures Manual, which is approved by the Associational Board or the Association in Session.

The job descriptions for all programming and ministries shall be in the Policies and Procedures Manual.

## ARTICLE X. RULES OF ORDER

The following rules shall govern deliberations in the meetings of the Association and Associational Board.

Section 1. **Voting.** The official transaction of business in all regular meetings of the Association and Associational Board shall be by the affirmative majority vote of members present and voting, except in matters relating to the Bylaws, or withdrawing fellowship from any cooperating church, and of seating messengers from those churches desiring to cooperate with the Association. In called meetings of the Association and the Associational Board, a number representing a majority of the cooperating churches shall be necessary to constitute a quorum.

Section 2. **Speaking.** A messenger wishing to speak shall rise and address the presiding officer. He shall confine himself strictly to the subject or issue under consideration and shall avoid all personalities. No messenger shall speak more than twice on the same subject without special permission. The request to consider a resolution from any messenger of the association will be considered out of order.

Section 3. **Motions.** All motions seconded shall be definitely stated by the presiding officer, or at his request read by the Clerk before the vote is taken.

Section 4. **Order of Business.** The order of business of the Annual Meeting shall be recommended by the Annual Meeting Committee as soon as possible during the first session. When adopted this report shall become the program and cannot be changed except by vote of the Association.

Section 5. **Procedural Order.** All questions of order shall be decided on the basis of the most recent edition of Robert's Rules of Order.

Section 6. **Parliamentarian.** The Parliamentarian is appointed annually by the Moderator. The Parliamentarian shall advise the Moderator on matters of rules of order and procedure at the Annual Meeting, Associational Board meetings and at other times, as needed.

## **ARTICLE XI. ADVISORY TO THE BOARD**

The members of the State General Board from this Association and the Baptist Student Union chaplains of the educational institutions within the area of the Association shall be invited to sit with the board in an advisory capacity.

## **ARTICLE XII. FISCAL YEAR**

The fiscal year of the Association shall begin on January first and end on December thirty-first of each year.

## **ARTICLE XIII. AMENDMENTS**

These Bylaws may be amended at any Annual Session of the Association upon affirmative vote of two-thirds of the members present and voting, provided that the amendments to the Bylaws shall first be presented in writing to the Executive Committee for review. It shall be presented to the Associational Board with the Executive Committee's recommendation, either positive or negative. It must be passed by a two thirds vote of the Associational Board in order to be presented at the Annual Meeting.

## **ARTICLE XIV. SPECIAL PROVISIONS**

Section 1. **Proxy Voting.** In any election or matter in which members or messengers are eligible to vote, all votes must be cast in person by those qualified to vote. No absentee ballots or voting by proxy shall be permitted in any election or vote.

Section 2. **Special Procedures.** On any motion presented to the Association in session dealing with the purchase or sale of property or the employment terms of Associational ordained staff, or the affiliation relationships of any church or of the Association, where the Association has not given written notice to each church and the Board members at least seven days prior to such meeting the general subject and nature of the proposals to be voted upon at such a meeting, any messenger may, by request at such a meeting, require that the motion be tabled and referred to the Executive Committee who will have up to thirty days to make a non-binding recommendation regarding the proposal. Upon their recommendation or the expiration of thirty days, the Association acting in regular or special session may vote upon the motion.

On any motion properly before a business meeting dealing with the purchase or sale of property, the employment terms or salaries of Associational ordained staff, or the affiliation relationships of any church or of the Association, where the Association has not announced at least seven days prior to such meeting the general subject and nature of the proposals to be voted upon at such a meeting, any messenger may, by request at such a meeting, require that the motion be tabled and referred to the Executive Committee who will have up to thirty days to make a non-binding recommendation regarding the proposal. Upon their recommendation or the expiration of thirty days, the Association acting in regular or special session may vote upon the motion.

Section 3. **Waiver of Defective Notice.** Any defect in notice for any meeting held by the Yates Baptist Association, Incorporated or of any committee, or board thereof, is waived by every member who is present or has actual notice of the meeting and does not raise a timely objection to such notice within five (5) minutes of the start of such meeting. Any defect in notice for a vote is waived by all those present and all those with actual notice who do not

raise a timely objection to such notice within five (5) minutes of the start of such a vote. Those who object need not abstain from voting in order to retain their objection.

Any objection to a meeting or a vote by a person not in attendance and without actual notice of the meeting must be raised at the next meeting or vote, whichever comes first. Along with such objection, evidence must be presented that is sufficient to support a finding that the vote, or the events at the meeting would have been substantially different if such notice had not been defective. The Executive Committee shall determine if the evidence presented meets the above criteria. If no such objection is raised, the defect is deemed waived. If an objection is made, but no such suitable evidence is presented, or no evidence at all is presented, then the defect is deemed waived.