

## **ARTICLE 5 – GOVERNANCE**

### **Section 1. Governing Bodies:**

#### **A. Association “In Session”**

##### **1) Regular Meetings**

- a) Representatives of the entire association shall meet annually to conduct the business of the Association, with provision that a semi-annual meeting, for the primary purpose of promoting and celebrating the work of the Association, may be held as well. Meeting dates, times and places shall be determined at the previous meeting. A “quorum” shall consist of members present and voting. No provision shall be made for voting by “Proxy.”
- b) Representatives from the churches holding full membership shall have been selected by the respective churches, in accordance with the *Bylaws*, and shall enroll with the Clerk of the Association before they are recognized.
- c) Representatives of churches holding full membership have the right to speak on the floor and to vote on all matters before the body, unless disqualified by virtue of unchristian conduct or attitude. Associate Members and other visitors to the Association shall be recognized and entitled to all courtesies of the Association. Such attendees shall be without the right to vote, and shall not be permitted to debate issues before the Association without a two-thirds vote of the body authorizing the attendees to speak on a given issue.
- d) The Association shall be governed in its deliberation by such parliamentary procedures as are commonly accepted in similar deliberative bodies. The current revision of *Robert's Rules of Order* shall be accepted as standard.

##### **2) Special Meetings**

- a) The Executive Board of the Association may call the Association into special session at the time and place set by the Board with the provision that all member churches shall be notified of the time, place, and purpose of the meeting at least two weeks in advance.
- b) The Officers of the Association or the Executive Director of Missions may call the Executive Board into a special session at any time and place, with the provision that each member church shall be notified of the time, place, and purpose of the meeting at least two weeks in advance.

#### **B. Officers**

- 1) The officers of the Association shall be Moderator, Vice-Moderator, Clerk, and Treasurer. Annual election of the officers shall be conducted as provided by the *Bylaws* of the Association.
- 2) The duties of the officers shall be such as are provided by the *Bylaws* of the Association.

#### **C. Executive Board**

- 1) The Executive Board shall be empowered by and accountable to the Association for the transaction of all business of the Association in the interim between annual meetings.
- 2) Composition of the Executive Board shall be such as provided by the *Bylaws* of the Association.
- 3) The duties and responsibilities of the Executive Board shall be such as are provided in the *Bylaws*.
- 4) The Executive Board shall meet quarterly. The date and time of the meetings shall be determined by the Executive Board.

**D. Administrative Leadership Council**

- 1) The Administrative Leadership Council shall be empowered by and accountable to the Executive Board to oversee the ongoing administrative management of the Association. The Administrative Leadership Council shall transact all business of the Executive Board in the interim between quarterly meetings.
- 2) Composition of the Administrative Leadership Council shall be such as provided by the *Bylaws* of the Association.
- 3) The duties and responsibilities of the Administrative Leadership Council shall be such as are provided by the *Bylaws* of the Association.
- 4) The Administrative Leadership Council shall meet monthly or additionally as needed. The date and time of the meetings shall be decided by the Administrative Leadership Council.

**E. Associational Strategy Teams and Task Forces**

**1) Strategy Teams**

- a) Associational Strategy Teams are empowered by and accountable to the Administrative Leadership Council and the Executive Board to review, initiate, coordinate, and recommend actions regarding the local and global mission strategies of the Association.
- b) Composition of Associational Strategy Teams shall be such as provided by the *Bylaws* of the Association.
- c) The duties and responsibilities of the Associational Strategy Teams shall be such as provided by the *Administrative Manual* of the Association.
- d) The Associational Strategy Teams shall meet quarterly or additionally as needed. The date and time of the meetings shall be decided by the Committee itself.

**2) Task Forces**

- a) Associational Task Force groups may be appointed by the Moderator and the Executive Director of Missions, at the request of the Executive Board or the Administrative Leadership Council to provide assistance in the completion of specific administrative or ministry tasks and functions within the association.

- b) Composition of Associational Task Forces shall be determined by the Moderator and the Executive Director of Missions.
- c) Recommendations resulting from the work of Task Forces shall be subject to the appropriate administrative approval prior to implementation.

#### **F. Trustees**

The number, term of office, duties and powers of the Trustees of the Association shall be such as provided by the *Bylaws* of the Association.

#### **G. Associational Staff**

The Executive Board of the Association shall recommend to the Association an Executive Director of Missions who shall administer the work of the Association in keeping with its mission and vision. The Executive Board, in cooperation with the Executive Director of Missions, shall also call additional Associate Directors and Ministry Staff as it deems necessary to fulfill the mission and purposes of the Association. The duties and responsibilities of the Executive Director of Missions, Associate Directors, and Ministry Staff shall be such as set forth in the *Bylaws* and the *Administrative Manual* of the Association.

### **Section 2. Governing Documents**

#### **A. Documents**

- 1) The *Constitution* and the *Bylaws of the Constitution* of the Association identify and maintain the legal, ethical, and spiritual foundations upon which the Association is established and the legal, ethical, and spiritual parameters by which the business of the Association shall be conducted.
- 2) The MSBA *Administrative Manual* identifies and maintains the administrative guidelines and policies for operation of the Association.

#### **B. Method of Amendment**

- 1) *Constitution*: Upon recommendation of the Executive Board, the *Constitution* may be amended at any annual meeting of the Association by a two-thirds vote of the members present and voting.
- 2) *Bylaws*: Upon recommendation of the Executive Board, the *Bylaws of the Constitution* of the Association may be amended at any annual meeting of the Association by a two-thirds vote of the representatives.
- 3) *Administrative Manual*: The *Administrative Manual* of the Association may be amended at any regular meeting of the Administrative Leadership Council or the Executive Board by a majority vote of members present, provided that written notice of proposed changes have been submitted 15 days prior to the meeting.

### **Section 3. Fiscal Governance**

- A. The Executive Board shall approve and report to the Association in Session an annual operational budget for the Association.
- B. Authorization of persons/bodies responsible and accountable for the receipt and disbursement of the Association's funds shall be as provided by the *Bylaws* and the *Administrative Manual*.

- C. An internal audit of the Association's financial position shall be conducted annually, or as deemed necessary by the Executive Board.
- D. The Association recognizes the work of the *Mid-South Baptist Foundation, Inc.* which is equipped legally in the State of Tennessee and approved by the IRS to serve as a foundation for the receipt of properties, monies, securities, etc. for the purpose of strengthening Mid-South Baptist churches, starting new churches, and assisting Mid-South Baptist churches, members, and other individuals in extending their witness for Christ.

