

# BYLAWS OF THE ALABAMA COOPERATIVE BAPTIST FELLOWSHIP

## **Article 1. Name**

The name of the organization is “Alabama Cooperative Baptist Fellowship, Inc.,” hereinafter referred to as Alabama CBF. It is a state organization affiliated with the Cooperative Baptist Fellowship, Inc., hereinafter referred to as National CBF.

## **Article 2. Mission**

The mission of Alabama CBF is to help Alabama Baptists work together in Christian missions and ministry.

## **Article 3. Objectives**

Alabama CBF is a Christian organization of Christian people and churches whose objectives are:

1. To foster fellowship among Alabama Baptist churches and individuals.
2. To provide resources for Alabama Baptist churches and individuals.
3. To encourage and coordinate the participation of Alabama Baptist churches and individuals in the programs, ministries, and missions of Alabama CBF and National CBF.
4. To promote traditional Baptist principles.
5. To affirm that God calls women and men to all forms of Christian ministry.

## **Article 4. Membership**

The membership of Alabama CBF shall be composed of persons who support the work of Alabama CBF financially either by contributing directly to Alabama CBF or by being members of a Cooperating Church and contributing to Alabama CBF through the missions gifts of that church. Each member shall be entitled to one vote on each issue at the Annual Meeting. The Coordinating Council may deny membership to any person who gives evidence of persistent, demonstrable antagonism toward the objectives of Alabama CBF or National CBF.

In order to be a Cooperating Church, a church shall either include National CBF or Alabama CBF in its annual budget or make arrangements for its members who choose to do so to contribute to one or both of these organizations through the church’s missions gifts.

Ordinarily, Cooperating Churches will be Baptist churches. However, other Christian churches may become Cooperating Churches upon approval of the Coordinating Council. Ordinarily, Cooperating Churches will be located in the state of Alabama; however, an out-of-state church may become a Cooperating Church with the approval of the Coordinating Council. The Coordinating Council may deny

Cooperative Church status to any church which gives evidence of persistent, demonstrable antagonism toward the objectives of Alabama CBF or National CBF. The Coordinating Council may accept as members of Alabama CBF individuals whose churches have been denied Cooperating Church status.

## **Article 5. Meetings**

The Alabama CBF shall gather in an Annual Meeting for worship and fellowship and to conduct business. It may also meet in special meetings called by the Coordinating Council. Notice of the date, time, and place of the Annual Meeting shall be publicly announced not less than ninety days prior to the meeting. Notice of special meetings shall be publicly announced not less than fifteen days prior to the date of the meeting. Announcements about special meetings shall include the purpose of the meeting.

The meetings of Alabama CBF shall be open to all members of Alabama CBF and also to the public and the press, unless the members in attendance declare an executive session for members of Alabama CBF only, in order to deal with matters that should remain private either for legal reasons or to protect the reputations of persons.

The fiscal year of Alabama CBF shall be the calendar year.

## **Article 6. Officers**

The officers of Alabama CBF shall be the Moderator, Moderator-elect, Past Moderator, Treasurer, and Recorder.

### **Section 1. Duties**

a. The Moderator shall preside at the Annual Meeting of Alabama CBF, shall serve as chairperson of the Coordinating Council, shall serve as chairperson of the Administrative Committee, and shall be an ex officio member of all committees and ministry groups of Alabama CBF. Together with the Treasurer and the Coordinator, the Moderator shall prepare a budget for consideration by the Coordinating Council.

b. The Moderator-elect shall serve in the absence of the Moderator, shall serve as chairperson-elect of the Coordinating Council and of the Administrative Committee, shall serve as chairperson of the Nominating Committee, and shall be an ex officio of all committees and ministry groups of Alabama CBF.

c. The Past Moderator shall take up office upon the completion of his or her term of office as Moderator. The Past Moderator shall be a voting member of the Administrative Committee. The Past Moderator shall serve as a non-voting ex officio member of all other committees and ministry groups of Alabama CBF.

d. The Treasurer shall have responsibility for accounting for the funds of Alabama CBF and for keeping its financial records. The Treasurer will prepare or direct the preparation of written financial reports and will report the financial standing of Alabama CBF to the Administrative Committee, the Coordinating

Council, and the Annual Meeting or other meetings of Alabama CBF, as requested. The Treasurer shall work together with the Moderator and the Coordinator to prepare a budget for consideration by the Coordinating Council. The Treasurer will work together with the Moderator and Coordinator to arrange for such limited external audits of the financial records as the Coordinating Council shall deem appropriate.

e. The Recorder shall maintain accurate minutes of the meetings of the general membership, the Coordinating Council, and the Administrative Committee. The Recorder also shall work with the staff of Alabama CBF to maintain and preserve the records of the organization.

f. The officers shall have other such duties as are prescribed in the latest edition of *Robert's Rules of Order*, insofar as these are not in conflict with these bylaws or special rules which may be adopted by the organization.

## **Section 2. Nomination and Election**

The Nominating Committee shall present nominations to the Annual Meeting of Alabama CBF for Moderator-elect, Treasurer, and Recorder. Any nominee named from the floor shall have given consent to have his or her name placed in nomination. All nominees shall be members of Alabama CBF. The Moderator-elect, Treasurer, and Recorder shall be elected during the Annual Meeting.

## **Section 3. Filling of Vacancies**

If the office of Moderator becomes vacant, the Moderator-elect shall become Moderator.

If the office of Moderator-elect becomes vacant, that office shall be filled by a person nominated by the Nominating Committee and elected by the Coordinating Council. This person shall be a member of Alabama CBF.

If the office of Past Moderator becomes vacant, that office shall be filled by a person nominated by the Nominating Committee and elected by the Coordinating Council. That person shall be a member of Alabama CBF.

The Nominating Committee may nominate and the Coordinating Council may elect persons to fill a vacancy in the office of Treasurer or Recorder. These persons shall be members of Alabama CBF. They may already be, but need not already be, members of the Coordinating Council.

## **Section 4. Term of Office**

The Moderator-elect shall serve a one-year term of office. In the following year, the Moderator-elect shall become the Moderator.

The Moderator shall serve a one-year term of office and may not serve the succeeding term, except that if the Moderator-elect serves a part of an uncompleted term of the Moderator, the Moderator-elect may serve the succeeding full term. A Moderator-elect who fills a vacancy in the position of Moderator is

eligible for election by the next Annual Meeting to the position of Moderator.

The Past Moderator shall serve a one-year term and may not serve the succeeding term.

The Treasurer and Recorder shall serve a one-year term, and may be elected to serve the succeeding term, not to exceed six successive terms. A person serving a part of an uncompleted term of the Treasurer or Recorder shall serve until the next Annual Meeting, at which time that person is eligible for election to a full term. However, the Coordinating Council may, by a unanimous vote, authorize the Nominating Committee to nominate persons to continue in these offices for a longer period, and they may be elected at the Annual Meeting to do this.

The term of office of each officer shall begin on January 1 following Annual Meeting at which the officer is elected.

The term of office for the Moderator-elect, Moderator, and Past Moderator shall end on December 31 following the Annual Meeting which comes after they have served one year, as described above. The term of office for the Treasurer and Recorder shall ordinarily end on December 31 following the Annual Meeting at which they are not re-elected, as described above.

### **Section 5. Removal**

An officer may be removed by the Annual Meeting or by those attending a special meeting of Alabama CBF called by the Coordinating Council for such purpose. A two-thirds vote of those present and voting shall be required to remove an officer.

## **Article 7. Coordinating Council**

### **Section 1. Officers**

The officers of the Coordinating Council shall be the elected officers of Alabama CBF.

### **Section 2. Other Members**

The membership of the Coordinating Council shall consist of the officers of Alabama CBF and nine additional, at-large members. These shall be elected by the Alabama CBF during its Annual Meeting. The Coordinating Council will fill vacancies in its membership between meetings of the Annual Meeting.

In addition to the five officers and nine at-large members, the Alabama Coordinating Council shall have as members the Alabama CBF representatives to the Coordinating Council of National CBF. These representatives shall be nominated by the Nominating Committee and elected by the Coordinating Council. Their term of office shall be that assigned to them by the Coordinating Council of National CBF.

The chairpersons of any committees, ministry groups, or other groups formed by either Alabama CBF or its Coordinating Council, and who are not otherwise members of the Coordinating Council, shall

serve as non-voting, ex officio members of the Coordinating Council.

The Coordinator shall be a non-voting, ex officio member of the Coordinating Council and its committees and ministry groups. The Coordinator may assign other staff members to be non-voting, ex officio members of the Coordinating Council. The Coordinator may be excluded from a meeting of the Coordinating Council only when the Coordinating Council is evaluating the Coordinator.

### **Section 3. Duties**

The Coordinating Council shall have these duties:

- a. To be responsible to the members of Alabama CBF and responsive to the actions of its Annual Meeting.
- b. To promote the ministry and missions of Alabama CBF, and to encourage participation of Alabama Christians and churches in accomplishing the objectives of Alabama CBF and National CBF.
- c. To elect persons to serve as representatives of Alabama CBF on the Coordinating Council of National CBF.
- d. To supervise the business of Alabama CBF between sessions of the Annual Meeting.
- e. To fill vacancies on the Coordinating Council until the next Annual Meeting.
- f. To establish financial policies and administer the finances of Alabama CBF.
- g. To establish policies for the operation of the ministries of Alabama CBF.
- h. To elect the Coordinator and all other members of the staff of Alabama CBF.
- I. To create and implement policies and procedures for employment of staff.
- j. To enter into contractual relations for services needed to accomplish the work of Alabama CBF.
- k. To assist the Coordinator and staff in planning the Annual Meeting and all special meetings of Alabama CBF.
- l. To report its decisions to the Annual Meeting.
- m. To create and empower additional committees, ministry groups, task forces, or other groups as it sees fit. The chairs of these groups shall become ex officio non-voting members of the Coordinating Council. The Coordinating Council shall determine the membership, objectives, and length of service of the groups. If the Coordinating Council wishes to make one of these groups permanent, it shall recommend this to the Annual Meeting for a vote.

- n. To arrange for such limited external audits of the financial records as it shall deem appropriate.
- o. To secure the indemnification of all members of the staff and Coordinating Council.

#### **Section 4. Nomination and Election of At-Large Members**

The Nominating Committee shall present nominations to the Annual Meeting for at-large members of the Coordinating Council. Any nominee presented from the floor shall have given consent to have his or her name placed in nomination. All at-large members of the Coordinating Council shall be members of Alabama CBF.

At-large members of the Coordinating Council shall be elected by a majority vote of members present at the Annual Meeting.

#### **Section 5. Term of Office of At-Large Members**

At-large members shall serve three-year terms, with approximately one-third of the members' terms expiring at the conclusion of each Annual Meeting. At-large members shall not serve consecutive three-year terms, but shall be eligible for election to another term after one year has elapsed following their service as an at-large member. Persons having served less than eighteen months of an unexpired term shall be eligible for election to a full three-year term, without interruption in service.

The term of office of at-large members shall begin on January 1 following the Annual Meeting at which they are elected. It shall end on December 31 following the third Annual Meeting after their election.

#### **Section 6. Filling of Vacancies of At-Large Members**

A vacancy in the position of at-large members of the Coordinating Council shall be filled by a person nominated by the Nominating Committee and elected by the Coordinating Council. Nominees shall be members of Alabama CBF.

#### **Section 7. Removal of At-Large Members**

An at-large member may be removed by either the Annual Meeting or the Coordinating Council. A two-thirds vote of those present and voting at a session of the Annual Meeting or a two-thirds vote of those present and voting at a meeting of the Coordinating Council shall be required to remove an at-large member.

#### **Section 8. Meetings**

The Coordinating Council shall meet at least three times a year and shall be present for the Annual Meeting. One of its meetings may be held in conjunction with the Annual Meeting. Meetings may be conducted either in person or by telephone conference call or other electronic conferencing device. Written notice of meetings of the Coordinating Council shall be given at least fifteen days prior to the date of the meeting. The Moderator shall consult with the Coordinating Council in setting dates for the

meetings.

The meetings of the Coordinating Council shall be open to all members of Alabama CBF.

In the periods between its meetings, the Coordinating Council may conduct business by electronic means, including e-mail. All members of the Coordinating Council shall be alerted to such business, and business may be conducted only if all voting members are aware of the fact.

### **Section 9. Quorum**

A majority of the Coordinating Council shall constitute a quorum.

### **Section 10. Administrative Committee**

The five officers of Alabama CBF shall constitute the Administrative Committee. The Moderator shall serve as chairperson of the committee. The committee shall meet as often as necessary. Either the chairperson or three members of the committee may call for a meeting or for business to be conducted by telephone or e-mail. Notice of meetings shall have been provided at least five days prior to their occurring.

The Administrative Committee may conduct its business by telephone or by electronic means, including e-mail.

The Administrative Committee shall provide counsel and annual performance reviews for the Coordinator.

It shall maintain close contacts with the Coordinator and other staff members. It shall act to provide maximal communications between the staff and the Coordinating Council. It shall encourage the staff to propose initiatives for Alabama CBF, and it shall communicate these initiatives to the Coordinating Council for their response.

It shall make recommendations to the Coordinating Council regarding contracts, terms of employment, and other personnel matters.

All decisions of the Administrative Committee shall be reported to the Coordinating Council and subject to review by the Council.

### **Section 11. Nominating Committee**

At the beginning of each calendar year, the Coordinating Council shall form a Nominating Committee of five persons. The Moderator-Elect shall serve as chairperson of the committee. The Coordinating Council shall choose four other persons to serve on the committee. The officers and staff are free to take initiatives to nominate these persons, but are not required to do so.

The Coordinating Council shall choose persons to fill vacancies on the committee.

The Nominating Committee shall nominate for various positions only persons who are members of Alabama CBF.

Each year, the Nominating Committee shall nominate to the Annual Meeting persons to serve as representatives of Alabama CBF to serve on the Coordinating Council of National CBF. It shall make its nominations in consultation with those already serving as representatives to National CBF.

Each year, the committee shall nominate to the Annual Meeting a person to serve as Moderator-elect.

Each year the committee shall nominate to the Annual Meeting persons to serve as Treasurer and Recorder.

Each year the committee shall nominate to the Annual Meeting three persons to serve as at-large members of the Coordinating Council.

The committee shall nominate to the Coordinating Council persons to fill vacancies in the membership of the Coordinating Council.

If the Coordinating Council decides to form a search committee to seek new staff persons or to fill staff vacancies, the Nominating Committee shall nominate to the Coordinating Council persons to serve on the search committee. Ordinarily they shall include persons who are currently serving on the Coordinating Council.

The Committee shall strive for broad and balanced representation in its nominations. It should give consideration to all members of Alabama CBF including men and women, laity and clergy, pastors and other church staff members, those living in various geographical sections of the state, and the like.

## **Article 8. Coordinator**

### **Section 1. Duties**

As the chief staff member of Alabama CBF, the Coordinator will provide leadership in all areas of the life and work of the organization. The duties of the Coordinator include but are not limited to the following:

1. Take initiatives to carry out the objectives of Alabama CBF and to implement its policies.
2. Represent Alabama CBF in local churches and build up support for Alabama CBF in the churches.
3. Serve as a liaison between Alabama CBF and National CBF.
4. Maintain good relationships with other staff members, the Coordinating Council, and Alabama CBF Partners.
5. In cooperation with the officers and members of the Coordinating Council, plan and implement a



program for the Annual Meeting.

6. In cooperation with the Moderator, plan and implement the meetings of the Coordinating Council.
7. Maintain a current knowledge of the income, expenses, and budget of Alabama CBF and inform the Coordinating Council of major issues.
8. Take initiatives concerning the acquiring and removal from office of other staff members.
9. Provide oversight for the work of other staff members.
10. Provide to the Coordinating Council an annual performance review of other staff members.

## **Section 2. Nomination and Election**

When the office of Coordinator becomes vacant, the Coordinating Council will create a Search Committee consisting of the Moderator and six other members. The Nominating Committee will nominate and the Coordinating Council will elect the six others. These persons must be members of Alabama CBF; they may or may not be members of the Coordinating Council.

The Search Committee will elect one of its members to serve as chair and another to serve as secretary.

The Search Committee will actively solicit suggestions about candidates from everyone in Alabama CBF. The Committee will inform everyone in Alabama CBF about deadlines for suggestions.

The Search Committee will proceed with minimum delay to nominate to the Coordinating Council a candidate whose character and qualifications, in their judgment, fit that person for the office of Coordinator of Alabama CBF. After making their nomination to the Coordinating Council, they will provide the Coordinating Council with full information about the nominee. They will arrange for the Coordinating Council to meet informally with the nominee for a conversation about the nominee and the work of Alabama CBF. They will provide the Coordinating Council with such other information as members of the Council may request.

The Coordinating Council will elect the Coordinator by a 2/3 majority vote.

## **3. Removal from Office**

Officers or other members may recommend to the Coordinating Council that the Coordinator be removed from office. The recommendation will be communicated to all members of the Coordinating Council and to the Coordinator, but not to the wider public. If the Coordinator desires a listening session with the Coordinating Council, the Council will arrange that. The Council will discuss the recommendation with other members of the staff. The Coordinating Council may remove the Coordinator from office by a 2/3 majority vote.

## **Article 9. Partners**

Alabama CBF may enter into partnership with other organizations whose objectives are consonant with its own. Partnerships may be temporary or permanent. Partners may or may not receive funding from Alabama CBF.

Partnerships may be proposed by either potential partners or any member of Alabama CBF. Proposals should be sent electronically to the Coordinator and the Moderator for consideration by the Coordinating Council.

The Council will review the proposals concerning potential partners. It will elect or decline to elect partners by a majority vote. It will decide by majority vote whether or not new partners will receive funding and, if so, the amount of funding.

News about new partners will be provided on the website of Alabama CBF and announced at the Annual Meeting.

The names of partners and links to their websites can appear on the website of Alabama CBF.

The Coordinating Council may discontinue its relationship with a partner organization by majority vote.

The Recorder will maintain a file of all applications for partnership.

## **Article 10. Parliamentary Authority**

In the conduct of its business, Alabama CBF shall be guided by the rules in the latest edition of *Robert's Rules of Order*, provided the rules are applicable and are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **Article 11. Dissolution**

Upon the dissolution of Alabama CBF, the organization shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for religious purposes or for religiously inspired charitable or educational purposes, that shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U. S. Internal Revenue Law), as the organization may determine. Alabama CBF may do this either in a full meeting or by authorizing its Coordinating Council to dispose of its assets in the manner described.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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. Preference shall be given, to the greatest extent possible, to distribution of assets to the

Cooperative Baptist Foundation and/or National CBF.

## Article 12. Amendments

These bylaws may be amended by a two-thirds vote of those present and voting at a session of the Annual Meeting, provided that the proposed amendment shall have been submitted in writing to the Coordinating Council at least thirty days prior to the beginning of the session of the Annual Meeting in which the amendment is to be considered, and made available to the Annual Meeting at the opening session.

## Article 13. Glossary

(Where the wording in these bylaws differs from the Articles of Incorporation of Alabama CBF, this is indicated by placing the wording of the Articles in parentheses and in bold font).

**Administrative Committee.** One of two standing committees of the Coordinating Council of Alabama CBF. See Article 7, Section 10.

**Annual Meeting. (Articles: When the Fellowship is sitting. In earlier versions of the Bylaws, General Assembly).** The principal annual meeting of Alabama CBF, during which business is conducted. See the full definition in Article 5.

**At-large Members.** Persons who are not officers of Alabama CBF and who are elected to serve on the Coordinating Council

**Alabama CBF (Articles: the Fellowship, or the Corporation, or the Incorporated Fellowship).** Alabama Cooperative Baptist Fellowship, Inc., a corporation organized under the laws of the State of Alabama. It is the state organization in Alabama which is affiliated with National CBF. See Articles 1, 2, and 3. This is sometimes written as *ALCBF*.

**Baptist Principles.** One of the objectives of Alabama CBF is to promote Baptist principles; see Article 3. These include but are not limited to believers baptism by immersion, a believers church, the autonomy of congregations, congregational decision-making, cooperation among congregations, the separation of church and state in the interest of religious liberty, the priesthood of all believers, and the authority of the Bible above later credal statements.

**Christian Organization.** Alabama CBF is a Christian organization in that its individual members are persons who trust in Jesus as Lord and Savior and attempt to follow his way of life with the help of the Spirit of God, and its Cooperating Churches are churches whose life and ministry are centered upon the Good News that by his life, death, and resurrection Jesus has brought God's salvation into our world. See Article 3.

**Cooperating Church.** A church which supports Alabama CBF. See Article 4.

**Cooperative Baptist Fellowship Foundation.** A foundation which provides endowment promotion, administration, and investment services for individuals, for National CBF, for CBF-related churches, and for CBF ministry partners.

**Coordinating Council (Articles: Board of Directors).** The Coordinating Council manages the work of Alabama CBF when the Annual Meeting of Alabama CBF is not in session. Its members are the five officers, nine voting at-large members, and several groups of ex officio, non-voting members. See the full definition in Article 7.

**Members.** Individuals and churches who support the work of Alabama CBF. See Article 4.

**Ministry Groups.** Groups nominated by the Coordinating Council and elected at the Annual Meeting to carry out the work and ministry of Alabama CBF. See Article 8.

**Moderator (Articles: President).** The principal elected officer of Alabama CBF and its Coordinating Council. See the full definition in Article 7, Section 1.

**Moderator-Elect (Articles: Vice-President).** The person who has been elected to serve as Moderator following a year of experience on the Coordinating Council. See the full definition in Article 7, Section 1.

**National CBF (Articles: The National Cooperative Baptist Fellowship, Inc.).** The Cooperative Baptist Fellowship, Inc., a national organization with headquarters in Atlanta.

**Nominating Committee.** One of two standing committees of the Coordinating Council of Alabama CBF. See Article 7, Section 11.

**Officers.** Alabama CBF has five officers: the Moderator-Elect, the Moderator, the Past Moderator, the Treasurer, and the Recorder. They serve as officers of both Alabama CBF and its Coordinating Council. See Article 6.

**Partners.** Organizations whose objectives are consonant with those of Alabama CBF, with which Alabama CBF has formally entered into a temporary or permanent relationship. See Article 9.

**Past Moderator.** An officer of Alabama CBF. A person who serves as Moderator for a year shall become Past Moderator and remain a voting member of the Coordinating Council for the following year. See Article 7, Section 1.

**Recorder (Articles: Secretary).** The officer who prepares minutes and maintains the records of Alabama CBF and its Coordinating Council. See Article 7, Section 1.

**Representatives.** Persons elected at the Annual Meeting to serve as representatives of Alabama CBF on the Coordinating Council of National CBF. See Article 7, Section 2.

**Treasurer.** An officer of Alabama CBF who is responsible for oversight of the financial matters of the organization. See Article 7, Section 1.

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# OUTLINE OF THE BYLAWS OF ALABAMA CBF

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