

CONNECTICUT STATE MISSIONARY BAPTIST CONVENTION, INC

Adopted May 8, 2013

ARTICLE I

NAME AND OBJECT OF CORPORATION

Section 1. Name: This Corporation shall be known as CONNECTICUT STATE MISSIONARY BAPTIST CONVENTION, INC., hereinafter called the "corporation".

Section 2. PURPOSES: The purpose of the corporation shall be set forth on the Certificate of Incorporation, a copy of which is on file in the Organization Minutes of the corporation.

ARTICLE II

MEMBERSHIP

Section 1. Any eligible Missionary Baptist Church in the State of Connecticut may become a member of this corporation. To be an eligible Missionary Baptist Church, they church must have a pastor, a board of deacons, a board of trustees, a board of missionary society and a Sunday School. If the church seeking membership does not have a pastor, the corporation shall recognize the designated leadership of the church seeking membership.

Section 2. An eligible Missionary Baptist Church shall become a member by making a written application to the President or Secretary of the corporation and paying the annual dues based upon the then-current schedule of dues. The church must provide satisfactory evidence of existence, which evidence shall be reviewed by the Faith and Order Ministry, which will submit its finding and recommendations to the Board of Directors for adoption at a regular Board Meeting, and ratification by the membership at its annual meeting.

Section 3. Any church may withdraw from the corporation after fulfilling all obligations to it by giving written notice of such intentions to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after receiving notice.

Section 4. A Church may be suspended for non-payment of dues or expelled for cause, such as violation of the By-Laws or Rules of the Corporation. Suspension or expulsion shall be by two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall be mailed by certified mail to the church under charge at the church's last recorded address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action on the matter. The church shall be given an opportunity to present a defense at the time and place mentioned in such notice.

ARTICLE III

DUES

Section 1. ANNUAL DUES: The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members.

Section 2. PAYMENT OF DUES: Dues shall be payable in advance, on the first day of January in each fiscal year. Dues of a new church shall be prorated from the first day of the month in which such new church is elected to membership for the remainder of the fiscal year of the corporation.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP: When any church shall be in default in the payment of dues for a period of one (1) year from the beginning of the fiscal year or a period for which such dues became payable, the church's membership may thereupon be terminated by the Board of Directors in the manner provided in Article II, Section 4 of these By-Laws.

ARTICLE IV MEETINGS OF THE CORPORATION

Section 1. ANNUAL MEETINGS: On the first Saturday of May each year, there shall be an annual five (5) day meeting of the corporation for election of the Board of Directors, and for receiving the annual reports of the officers, directors and committees, and the transaction of other business. If the Saturday so designated falls on a legal holiday, then the meeting shall begin on the next succeeding Saturday thereafter. Notice of the meeting, signed by the President or Secretary, shall be mailed to the last known address of each church at least ten (10) days, and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set the place, date, time, and purpose of the meeting. Meetings may be held within or without the State of Connecticut.

Section 2. SPECIAL MEETINGS OF CHURCHES: Special meetings of churches may be called by the Board of Directors when necessary. Upon the written request of thirty (30) churches, The Board of Directors shall call a Special Meeting of churches to consider a specific subject. Notice for any Special Meeting is to be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the members of the corporation.

Section 3. MID-YEAR MEETINGS: The Mid-Year Meetings of the corporation shall be held on the third (3rd) Saturday in November of each year. Notice of such meeting shall be given in the same manner as for the Annual Meeting.

Section 4. QUORUM: The majority of the delegated members of the corporation in good standing shall be necessary to constitute a quorum for the transaction of business.

Section 5. INSPECTORS OF ELECTIONS: Two (2) Inspectors of Election shall be chosen by vote of the delegates at the first Annual Meeting and each subsequent Annual Meeting.

Section 6. VOTING: Each Member Church shall appoint or elect up to five (5) delegates, who must be members in good standing of the Member Church, representing the Member Church to vote on behalf of, and in the name of, the Member Church. Each delegate shall represent the Member Church and shall have one (1) vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority vote of delegates then present in person or by proxy.

Section 7. ORDER OF BUSINESS: The order of business shall be as follows at all meetings of the corporation, Board of Directors and Executive Committee:

- A. Calling of Roll;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of the Minutes;
- D. Receiving communications;
- E. Report of officers;

- F. Reports of Committees;
- G. Unfinished business;
- H. New Business

Any question as to priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the delegates representing members present.

ARTICLE V DIRECTORS

Section 1. The property, affairs and business of the corporation shall be managed by a Board of Directors. The number of Directorship shall be one from each church, which can include, The President, Vice President At-Large, First Vice President, Second Vice President, Secretary, Assistant Secretary, Dean of Congress of Christian Education, Assistant Dean of Congress of Christian Education, President of the Women's Auxiliary, Treasurer, Assistant Treasurer, Auditor, Parliamentarian, Historian, and Chaplin. Each pastor who is a member of the Board of Directors will serve as a delegate for his or her church, except the President, Vice President At-Large, First Vice President, and the Second Vice President.

Section 2. TERM OF OFFICE: The Directors shall be elected at the Annual Meeting, and shall serve a term of four (4) years. Each Board of Director shall receive a vote of confidence at each Annual Meeting during his or her tenure. A Director shall be re-elected to serve only after the expiration of two (2) years from the last day he or she served as a Director.

Section 3. DUTIES OF DIRECTORS: The Board of Directors shall have the control and general management of the affairs and business of the corporation.

Section 4. REGULAR MEETINGS OF THE BOARD OF DIRECTORS: Regular meetings of the Board of Directors shall be held on the fourth (4th) Saturday of September, October, January, February, and April. Notice of Regular Meetings of the Board of Directors, stating the time, date and place of meeting shall be sent to each Director by mail at least ten (10) days prior to the date of such meetings.

Section 5. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS: Special Meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or Secretary upon the written request of twenty (20) Directors.

Section 6. QUORUM: At any Special Meeting of the Board of Directors, a majority of the Board, in person or by proxy, shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than fourteen (14) days later. The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors.

Section 7. VOTING: At all meetings of the Board of Directors, each Director is to have one (1) vote.

Section 8. VACANCIES: Vacancies in the Board occurring between Annual Meetings shall be filled for the unexpired portion of the term by the vote of a majority of the delegates at the Mid-Year Meeting.

Section 9. REMOVAL OF DIRECTORS: Any one or more Directors may be removed, for legitimate reasons, at any time by two-thirds (2/3) majority vote of the Directors at any Special Meeting called for that purpose, or at the Annual or Mid-Year Meeting.

Section 10. NOTICE: Written notice of the time and place of all Special Meetings shall be mailed to each Director by the Secretary not less than three (3) days prior to the date fixed for such meeting.

Section 11. WAIVER OF NOTICE: Before or at any meeting of the Board of Directors, a Director may, in writing, waive notice of such meetings and such waiver shall be deemed equivalent to the giving of such proper notice under the By-Laws. Actual attendance by a Director in any meeting of the Board of Directors shall be deemed to be a waiver by him or her of the notice of such meeting. If all of the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 12. UNANIMOUS CONSENT: In lieu of any Regular or Special Meeting and vote of the Board of Directors, the unanimous written consent of all Directors may be filed with the Secretary with respect to any action taken or to be taken by the Directors, and said consents shall, when filed, have the same force and effect as a unanimous vote of the Directors.

Section 13. TELEPHONIC CONFERENCES: Any one (1) or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other, and participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 14. COMPENSATION: All members of the Board of Directors shall serve without compensation. However the board of Directors may reimburse a member for necessary expenses incurred in the performance of the business of the corporation.

ARTICLE IV OFFICERS

Section 1. The officers of the corporation shall be President, Vice President At-Large, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Auditor, Parliamentarian, Historian and Chaplin. The President shall be President of the Board of Directors, and the Secretary shall serve as the Secretary.

Section 2. ELECTION: The Corporation, at its Annual Meeting every fourth (4th) year, shall elect its officers for a term of four (4) years. At each Annual Meeting of the corporation, during the tenure of the officers, each officer shall receive a vote of confidence.

Section 3. DUTIES OF OFFICERS: The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and of the Executive Committee and shall be a member, ex officio, with a right to vote, in all committees, (except the Nominating Committee).

He or She shall present at each Annual Meeting of Directors a report of the condition or the affairs of the Corporation.

He or She shall cause to be called Regular and Special Meetings of the Directors in accordance with these By-Laws.

He or She shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents' employees and clerks of the corporation other than the duly appointed officers, subject to the approval of the Board of Directors.

He or She shall sign and make all contracts and agreements in the name of the corporation.

He or She shall see that the books, reports, statements, and certificates required by the Statutes are properly kept, made and filed according to Law.

He or She shall have a general direction and management of the affairs of the Corporation.

He or She shall enforce these By-Laws and perform all duties incidental to the office of President.

He or She may appoint committees on any subject, either for special projects or for the purpose of having a standing committee.

In the absence of the President, the following officers shall preside, and assume the duties of the President according to the following order: Vice President At-Large, First Vice President, and Second Vice President.

VICE PRESIDENT AT-LARGE

The Vice President At-Large shall be the assistant to the President, and be in charge of those responsibilities assigned to him or her by the President.

FIRST VICE PRESIDENT

The First Vice President shall be the chairperson of programs, special events, and fellowshiping.

SECOND VICE PRESIDENT

The Second Vice President shall be chairperson of evangelism, mission and fundraising.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and the members in appropriate books.

He or She shall give and serve all notices of the corporation.

He or She shall be custodian of the records and of the seal, and affix the latter when authorized and required.

He or She shall present to the Board of Directors, at their stated meetings, all communications addressed to him or her officially by the President or any officer of the corporation.

He or She shall attend to all correspondence and perform all duties incidental to the office of Secretary.

ASSISTANT SECRETARY

In case of the absence of the Secretary, the Assistant Secretary, if available, shall perform the Secretary's duties, and if not, the President may appoint a Secretary Pro Tem.

CORRESPONDING SECRETARY

The Corresponding Secretary is responsible for sending out all general correspondence.

He or She will mail notices of reminder for monthly board meetings.

He or She will be responsible for keeping current mailing addresses for corporation churches.

He or She shall attend to all correspondence and perform all duties incidental to the office of Corresponding Secretary.

ASSISTANT CORRESPONDING SECRETARY

In case of the absence of the Corresponding Secretary, the Assistant Corresponding Secretary, if available, shall perform the Corresponding Secretary's duties, and if not, the President may appoint a Corresponding Secretary Pro Tem.

TREASURER

The Treasurer shall have the care and custody of, and be responsible for the funds and securities of the corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

In the absence of a resolution of the Directors to the contrary, the Treasurer shall sign, make and endorse in the name of the corporation, all check, drafts, and notes and other evidence of debt.

He or She shall exhibit at all reasonable times his or her books and accounts to any Director upon application at the office of the corporation during business hours.

He or She shall render a statement of the condition of the finances of the corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him or her.

He or She shall present a full financial report at the Annual Meeting of the Board of Directors.

He or She shall keep, at the office of corporation, correct books of account of all its business and transactions, and such other books of accounts as the Board of Directors.

He or She shall perform all duties incidental to the office of Treasurer.

The Treasurer shall, if required by the Board of Director, give to the corporation, at its expense, such security for the faithful discharge of his or her duties as the Board of Directors may elect.

ASSISTANT TREASURER

In case the Treasurer is absent, the Assistant Treasurer is available, shall perform the Treasurer's duties, and if not, the President may appoint a Treasurer Pro Tem.

FINANCIAL SECRETARY

The Financial Secretary shall be responsible for recording all dues and money given by the Member Churches, Parent Body, Congress of Christian Education, Women's Auxiliary, Associations, and incidental contributions to the Connecticut State Missionary Baptist Convention. He or She shall be responsible for supervising the collection and counting of all offerings, which will be giving to the Convention Treasurer for banking. Shall, in cooperation with the Convention Treasurer, make annual reports of all finances of the Parent Body, Congress of Christian Education and Women's Auxiliary. He or She shall work in

cooperation with the Convention Treasurer to insure an accurate and timely accounting of funds under their oversight.

AUDITOR

The Auditor shall be responsible for examining the financial status of all financial transactions of the corporation and give complete audit report at the Mid-Year and Annual Meetings. He or She shall recommend an outside audit, by an outside firm, when deemed necessary.

PARLIMENTARIAN

The Parliamentarian shall interpret any matters regarding parliamentary procedures and these By-Laws, pursuant to the Roberts Rules of Order.

HISTORIAN

The Historian shall maintain and compile a complete record of the corporation's history.

CHAPLIN

The Chaplin shall be responsible for all-devotional services or periods as deemed necessary by the Board of Directors.

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time.

All officers shall deliver to their successors all official material no later than ten (10) days following the election of their successors.

THE EXECUTIVE SECRETARY

The Executive Secretary shall serve as the chief operating officer of the Connecticut State Missionary Baptist Convention, under the authority of the President. He or She shall act as liaison between the President of the Connecticut State Missionary Baptist Convention and the Pastors of the Convention. He or She shall serve as staff and resource person for the Connecticut State Missionary Baptist Convention and as a member of all committees and task forces as appointed by the President. He or She shall attend all meetings of the Board of Directors, and Executive Committee (unless attendance is otherwise waived by the President) He or She shall perform Special duties as assigned by the Convention President.

TERM OF OFFICE

The Executive Secretary shall serve as an appointed staff person of the Connecticut State Missionary Baptist Convention. He or She shall be appointed to the position by the Board of Directors, upon the recommendation of the Convention President. He or She shall be appointed or terminated by the Board of Directors, upon the recommendation of the Convention President.

COMPENSATION AND REIMBURSEMENT

The Executive Secretary shall be compensated for the performance of convention duties and responsibilities and reimbursement for expenses incurred during the performance of convention duties and responsibilities. Compensation shall be determined annually during the business meeting of the Convention's Parent Body at the annual session of the convention. The Executive Secretary shall be reimbursed for expenses incurred at any regular Board Meeting, Mid-Year Session or Annual Session.

FIELD REPRESENTATIVE ON HIGHER EDUCATION

The Field Representative on Higher Education shall serve as liaison between the Connecticut State Missionary Baptist Convention and Institution of Higher Education with the aim of helping the convention, its Member Churches. Pastors, Ministers, and Members take advantage of opportunities for Educational Growth and development. He or She will develop means and methods for sharing information on opportunities for educational enhancement of Pastors, and Churches of the Convention. He or She will assist the Convention in taking advantage of the personnel, facilities, and classes of institutions of higher education. He or She will keep the Convention, its Churches, and Pastors aware of scholarship opportunities in areas of Christian Education, Ministry, and Christian Leadership. The Field Representative on Higher Education shall be appointed to the position or terminated by the Board of Directors of the Convention, upon the recommendation of the Convention President.

Section 4. VACANCIES, HOW FILLED: All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 5. COMPENSATION OF OFFICERS: The officers shall receive such salary or compensation as may be determined by the Board of Directors.

Section 6. REMOVAL OF OFFICERS: The Board of Director may remove any officer, by majority vote, providing there is just cause to do so.

ARTICLE VII COMMITTEES

Section 1. EXECUTIVE COMMITTEE: The officers of the corporation shall be the Executive Committee.

Section 2. NOMINATING COMMITTEE: During the month of January in the fourth year of each Director's term, the Board of Directors shall appoint a Nominating Committee of five (5) delegates, none of whom shall be officers, whose duty it shall be to nominate candidates for directors to be elected at the next annual election. They shall notify the Secretary in writing, at least twenty (20) days before the date or Annual Meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 3. THE FAITH AND ORDER MINISTRY: The Faith and Order Committee shall formulate and implement the requirements for qualification as a pastor to membership.

Section 4. OTHER STANDING COMMITTEE: At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the President shall, subject to the Board's approval, appoint the following Standing Committees; to consist of as many individual members of Member Churches as seems advisable.

- a. The Clergy Division
- b. The Women's Auxiliary;
- c. The Congress of Christian Education

The appointees shall hold office until the appointment of their successors.

Section 5. SPECIAL COMMITTEES: The President may, at any time, appoint to other committees on any subject for which there are no Standing Committees.

Section 6. COMMITTEE QUORUM: A majority of any committee of the corporation shall constitute a quorum for the transaction of business.

Section 7. COMMITTEE VACANCIES: The President shall have the power to fill any vacancies in the membership of the various committees.

Section 8. PRESIDENT AS MEMBER OF COMMITTEES: The President shall be a member, ex officio, of all committees and may vote on all matters with respect to each committee, except any nominating committee that may be organized.

ARTICLE VIII DELEGATES

Section 1. Each church shall have one (1) delegate attending the Board of Directors meeting. At each Board Meeting, there shall be a list of all the names of Church Delegates, and each delegate shall place a check mark beside his or her name to indicate his or her presence at the Board Meeting.

ARTICLE IX AMENDMENTS

Section 1. HOW AMENDED: These By-Laws may be amended by two-thirds (2/3) vote of the delegates at an annual meeting, Mid-Year Meeting, or at a duly organized special meeting called for that purpose, provided that written notice shall have been sent to each Member Church to the last recorded address of such member; which notice shall state the amendments which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made. If, however, all the delegates shall be present at any regular or special meeting, these By-Laws may be amended by an unanimous vote of the delegates, without any previous notice; and furthermore, these By-Laws may be amended by unanimous consent action of the Member Churches through their delegates provided in these By-Laws.

ARTICLE X FISCAL MANAGEMENT

Section 1. FISCAL YEAR: The fiscal year of the corporation shall end December 31st of each year. The fiscal year herein established shall be subject to change by the corporation.

Section 2. AUDITS AND REPORTS: At the close of each fiscal year, the books and records of the corporation shall be audited. The treasurer of the corporation shall cause to be prepared annually a full and correct statement of the affairs of the corporation, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the Annual Meeting of the corporation and filed with the Secretary.

Section 3. EXECUTION OF FINANCIAL INSTRUMENTS AND DOCUMENTS: If duly authorized, all notes and contracts shall be executed on behalf of the corporation by either the President and attested to by the Secretary or Treasurer, and all checks shall be signed by the President or Vice President and countersigned by the Treasurer.

Section 4. FIDELITY BONDS: The Corporation may require that all officers and employees of the corporation having custody or control of corporate funds shall be bonded.

ARTICLE XI DISTRICT ASSOCIATIONS

Section 1. The purpose of each Baptist Association namely Judah District, Northern District, Mid-State District, New Haven and Bridgeport Districts, hereinafter referred to as “associations” shall be as follows.

A. To operate and cooperate under the auspices of the Connecticut State Missionary Baptist Convention, hereinafter referred to as “CSMBC”.

B. To furnish churches, having representation in the association and the CSMBC, a medium of cooperation, fellowship and mutual support for the propagation of the Gospel of Jesus Christ and for the advancement of the Kingdom of God by all methods, in accordance with the Word of God.

C. To recognize the autonomy of churches having representation in the association.

D. It is expected that each association shall meet no less than twice annually, one of which will be an annual meeting of member church.

E. Each association shall elect officers annually; officers shall be inclusive and not less than the following.

♣ Moderator

♣ Vice- Moderator

♣ Secretary

♣ Treasurer

♣ Chaplin

F. An annual financial and activity report will be made to the Parent Body of the CSMBC at its Annual Session.

ARTICLE XII THE ANNUAL BUDGET

Section 1. The Connecticut State Missionary Baptist Convention, Inc. must develop an annual budget for the fiscal year defined as June to May annually. A Budget Committee should be appointed, annually, in January and charged to give a proposed budget at the Annual Session in May. By virtue of office, the Financial Secretary and the Treasurer will be members of the Budget Committee, in addition to 3 others appointed by the President. There should be a total of 5 members.

ARTICLE XIII CONVENTION OFFICER'S ACCOUNTABILITY

Section 1: It is imperative for the smooth operation and effective work of this convention that all Convention Officers would be faithful in the performance of their duties. Regular attendance and participation in Convention Meetings, Worship Services and scheduled special sessions are a must.

ARTICLES XIV SEAL

The corporation shall provide a suitable seal containing the name of the corporation. The corporate seal shall be used only by the President, Vice President At- Large or the Secretary in the performance of their official duties.

Amended January 22, 2000- Pastor Boise Kimber and Reverend Horace Holloman.

Motion was moved and properly seconded to accepted ratified bylaws during the 99th Annual Session—
May 8, 2003. Motion Carried.