

# Florida East Coast Baptist Association, Incorporated



## *Bylaws*

**Approved**

**One Day Session – May 19, 2021**

**Rev. T. T. Philpart, Moderator**

## **ARTICLE I – NAME**

**1.1** This organization shall be styled and known as the Florida East Coast Missionary Baptist Association, Inc. Also referred to in this document as “FECBA”.

## **ARTICLE II – MISSION STATEMENT**

**2.1** The mission of the Florida East Coast Missionary Baptist Association, Inc., is to fulfill the Great Commission of Jesus Christ through empowering, informing, and encouraging constituent entities to be engaged in realizing the Kingdom of God on earth through mission, evangelism, discipleship development and social justice.

## **ARTICLE III – OBJECTIVES AND CORPORATE PURPOSES**

The purpose and objectives of the Florida East Coast Missionary Baptist Association, Inc., shall be to promote and provide the member churches the following:

- 3.1** Develop disciples of Jesus Christ through a robust general Christian education program.
- 3.2** Support and increase involvement in home and foreign missions.
- 3.3** Organize and foster new churches in the bounds of FECBA, support the weak ones and form a more solid union between the ministries and Christian workers.
- 3.4** Recognize Florida Memorial University, Miami, Florida, as the FECBA’s school and provide all possible financial support for its sustenance and progress. Full support of all the local member churches shall be encouraged.
- 3.5** Engage in education, stewardship and in any other endeavors deemed fitting and proper to advance the cause of Jesus Christ throughout the world.

## **ARTICLE IV. – MEMBERSHIP, REPRESENTATION AND FEES**

**4.1** Categories of Membership. There are two categories of membership in FECBA as described in Article III. of the Constitution. Membership shall be effective and maintained upon payment of the fees as expressed in paras. 3.2 and 3.3. The membership categories are:

- a) Unified Membership. Unified Membership representations are churches that give three percent (3%) of their annual church budget with a minimum of Eighteen Hundred Dollars (\$1,800.00) a year, that is sent monthly, quarterly, semi-annually, or annually to FECBA Headquarters.
- b) Annual Membership. Annual Membership representations are churches that register at the annual session with a minimum of Five Hundred Dollars (\$500.00) a year.

**4.2** Qualifications for Membership. The qualifications for churches and pastors to be approved by FECBA are identified in the Article III of the Constitution. In addition, only male licensed and ordained ministers will be provided preaching assignments in FECBA official gatherings.

**4.3** Representation Fee. The representation fee (specified in Article IV., Section 1a. and b of the FECBA Constitution) shall be paid to register a member church for the Annual Session, Association or Fellowship meetings.

**4.4** Fees due. All fees must be received into registrar by December 31<sup>st</sup> of each year to be financially represented at the Annual Session.

**4.5** Termination of membership. Member churches membership can be terminated when determined to be in noncompliance by the Board of Directors or by their designee. Failure to pay annual fees for a period of three consecutive years will result in a recommendation to the Board of Directors in favor of termination of the entities membership.

## **ARTICLE V. – MEETINGS**

**5.1** Annual and One-day FECBA Meetings. Pursuant to Article IX of the Constitution, the Annual Session of FECBA shall convene on Monday before the third Sunday in February at such place as the body may appoint. FECBA shall also convene for a One-day Session in the month of May at such place as the body may appoint.

**5.2** Special Meetings. Special meetings of FECBA may be called by the Moderator/President for any proper purpose, provided written notice of such special meetings shall be provided each member church in good standing with FECBA by the Administrative Assistant. Such notice shall be sent received not less than thirty (30) days prior to the meeting date. The notice shall clearly state the purpose(s) of the meeting and the meeting shall be confined to the discussion on the stated purpose(s) in the written notice.

**5.3** Rules of Order. Robert's Rules of Order shall be referred to for settling parliamentary questions. The following rules shall apply to all meetings and shall be read at the opening of the Annual Session.

- a) All sessions of FECBA shall be opened and closed with prayer.

- b) All speakers shall rise and address the Chair. If granted the floor, they shall confine themselves to the point under discussion.
- c) No person shall speak more than twice nor longer than five minutes on the same question, unless by consent of FECBA.
- d) No member shall absent him/herself or retire from the meeting without consent of FECBA.
- e) The minutes of each setting shall be read at the opening of the next setting.

**5.4** Order of Business. FECBA shall conduct its sessions in the following manner:

- a) FECBA called to order by the Moderator, or in his absence, by next highest-ranking officer.
- b) Enrollment of membership, digest of letters and organizations.
- c) General business and other FECBA activities.
- d) Adjournment

## **ARTICLE VI. – BOARD OF DIRECTORS**

**6.1** Number, Qualification and Term of Office. The Board of Directors of FECBA shall consist of persons identified in Article 7, Section 1 of the Constitution to wit: twenty-one judicious brethren and other brethren and sisters of the Association. All members should be found to be of good report and having the esteem of FECBA at large. The church where the board member holds membership shall be enrolled financially in FECBA. Each member serving on the Board of Directors shall be recertified by each succeeding Moderator/President.

**6.2** Quorum. Eighteen (18) members shall constitute a quorum pursuant to Article VII, Section 2 of the Constitution.

**6.3** Meetings of the Board of Directors. The Board of Directors shall meet in regular session during the Annual and One-day session of the Association. The Secretary of the Board shall prepare and maintain regular minutes of all board meetings. The Secretary shall also receive all Auxiliary and Subsidiary bodies reports on behalf of FECBA.

- (a) Special meetings of the Board of Directors may be called by the Chairman of the Board with the approval of the Moderator/President upon written notice issued not less than seven (7) calendar days before the special meeting.
- (b) Special meetings may be held at a place (or means) designated by the Chairman.
- (c) The written notice pertaining to special meetings shall include time, place (or means) and purpose for the meeting that is being held. No business may be discussed that is not included in the written notice.

- 6.4** Majority Vote. Upon all matters decided by vote other than actions to remove or suspend a person from office, the act of a majority of the directors present at a meeting where a quorum is present shall be the valid act of the Board of Directors. A two-thirds vote shall be required to affect the removal or suspension of a person from office.
- 6.5** Executive Committee.
- 6.6** Duties of the Board of Directors
- (a) Chairman of the Board. The Chairman of the Board of Directors shall preside in all meetings of the board of directors.
- 1) State plainly and properly and rule impartially on all motions that come before the body (or its decisions).
  - 2) Give notice of meetings of the board of directors in accordance with Article 5 para 5.3a through 5.3c above.
  - 3) It has always been the practice of this Association to pay for all expenses and compensate leadership in a manner that is acceptable to FECBA.
- (b) Vice Chairman of the Board of Directors. The Vice Chairman of the Board of Directors shall preside in the absence of the Chairman and when called upon by him.
- 1) It has always been the practice of this Association to pay for all expenses and compensate leadership in a manner that is acceptable to FECBA.
- (c) Secretary of the Board of Directors. The Secretary of the Board of Directors shall keep a true and complete record of the proceedings of the board in all its meetings, make to be presented during the annual intervals of FECBA giving the conditions of the educational and missionary work of our district and state.
- 1) Reports should be legible/legibly printed or typed full itemized reports of the board's transactions
  - 2) Reports shall be ready to present during annual intervals of the Association.
  - 3) Reports shall give the condition of the educational and missionary work of our district and state.
  - 4) It has always been the practice of this Association to pay for all expenses and compensate leadership in a manner that is acceptable to FECBA.
- (d) Duties of the Board of Directors. The Board of Directors shall act in the best interest of FECBA in the carrying out of the business given to it by the Moderator/President or the Association as a whole.

- 1) Attend the Annual and One-day Session board meetings.
- 2) Attend any specially called meeting upon receiving the proper notice.

## **ARTICLE VII – OFFICERS**

**7.1** Pursuant to Article 5, section 1 of the FECBA Constitution the officers of FECBA shall be as follows:

Moderator/President  
Vice Moderators (up to 6)  
General Secretary  
Assistant Recording Secretary (2)  
Board of Directors' Chairman  
Mission Board Chairman  
Secretary of Mission Board  
Administrative Assistant  
Assistant Administrative Assistant  
Historian  
Parliamentarian  
Financial Secretary  
Benefit Board Chairman  
Benefit Board Secretary  
FECBA Northern Fellowship Presidents  
FECBA Southern Fellowship Presidents  
Congress of Christian Education President  
Women's Auxiliary President  
Laymen's/Men's Auxiliary President  
Usher's Auxiliary President  
Youth and Young Auxiliary Adult President

**7.2** Duties of the Moderator/President. The Moderator/President shall be the duty of the Moderator to preside at all regular and call meetings of FECBA.

- a) State plainly and properly and rule impartially on all motions that come before the body.
- b) He shall bring to FECBA recommendations as he deems good for its best interest.
- c) Sign all orders and monies paid out of treasury.

**7.3** Duties of Vice Moderators. Vice Moderators shall preside in absence of Moderator at regular and call meetings of FECBA when called upon by him.

- a) They shall have like qualifications as Moderator/President.
- b) Be available to serve when called upon.

**7.4** Duties of the General Secretary. The General Secretary shall keep a true and complete report of the proceedings of FECBA and write all orders.

- a)** He shall compile accurately for publication the minutes.
- b)** He shall distribute his reports proportionately among the constituent churches of FECBA.
- c)** Present a full report annually to FECBA

**7.5** Duties of the two Assistant General Secretaries. The two Assistant General Secretaries shall the like those of the Recording Secretary.

- a)** Shall perform such duties as assigned by the General Secretary.
- b)** Be available to serve at any time.

**7.6** The Administrative Assistant shall assist the Moderator in the administration of all business functions of FECBA.

- a)** Shall have charge of all monies belonging to FECBA and shall payout same on written order signed by Moderator
- b)** Shall be placed under a security bond of fifty thousand dollars (\$50,000.00)
- c)** Shall conduct all correspondence of FECBA
- d)** Shall gather statistical facts of the constituent churches of FECBA
- e)** Present annual reports to FECBA regarding finance and statistical data.

**7.7** Duties of the Assistant Administrative Assistant. The Assistant Administrative Assistant shall perform in the absence of the Administrator Assistant.

- a)** Shall perform such duties as assigned by the Administrator Assistant.
- b)** Be available to serve at any time.

**7.8** Duties of the President of FECBA Congress of Christian Education. The President of the Congress of Christian Education shall administrate/oversee and be responsible for the entire operation of the Congress of Christian Education.

- a)** Shall present annual written reports to the Board of Directors meeting in February (of each year).
- b)** The FECBA Congress of Christian Education is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.9** Duties of the President of the FECBA Northern Fellowship. The President of the FECBA Northern Fellowship shall administrate/oversee and be responsible for the entire operation of the Northern Fellowship.

- a)** Shall present annual written reports to the Board of Directors meeting in February (of each year).

- b)** The FECBA Northern Fellowship is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.10** Duties of the President of the FECBA Southern Fellowship. The President of the FECBA Southern Fellowship shall administrate/oversee and be responsible for the entire operation of the Southern Fellowship.

- a)** Shall present annual written reports to the Board of Directors meeting in February (of each year).
- b)** The FECBA Southern Fellowship is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.11** Duties of the President of the Women's Auxiliary. The President of the Women's Auxiliary shall administrate/oversee and be responsible for the entire operation of the Women's Auxiliary.

- a)** Shall present annual written reports to the Board of Directors meeting in February (of each year).
- b)** Shall ensure the Women's Auxiliary remain with the parent body through its introductory service; and after instructed by a Moderator, they shall retire to the place designated for them to hold their session.
- c)** The Women's Auxiliary is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.12** Duties of the President of the Laymen's/Men's Auxiliary. The President of the Laymen's/Men's Auxiliary shall administrate/oversee and be responsible for the entire operation of the Laymen's/Men's Auxiliary.

- a)** Shall present annual written reports to the Board of Directors meeting in February (of each year).
- b)** Shall ensure the Laymen's/Men's Auxiliary remain with the parent body through its introductory service; and after instructed by a Moderator, they shall retire to the place designated for them to hold their session.
- c)** The Layman's/Men's Auxiliary is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.13** Duties of the Youth and Young Adult Auxiliary President. The President of the Youth and Young Adult Auxiliary shall administrate/oversee and be responsible for the entire operation of the Young Adult's Department.

- a)** Shall be appointed by the Moderator
- b)** Shall present annual written reports to the Board of Directors meeting in February (of each year).



- c) Shall ensure the Youth and Young Adult Auxiliary remain with the parent body through its introductory service; and after instructed by a Moderator, they shall retire to the place designated for them to hold their session.
- d) The Youth and Young Adult Auxiliary is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.14** Duties of the President of the Music/Arts Auxiliary. The President of the Music/Arts Auxiliary shall administrate/oversee and be responsible for the entire operation of the Music/Arts Auxiliary.

- a) Shall be appointed by the Moderator.
- b) Shall present annual written reports to the Board of Directors meeting in February (of each year).
- c) Shall ensure the Music/Arts Auxiliary remain with the parent body through its introductory service; and after instructed by a Moderator, they shall retire to the place designated for them to hold their session.
- d) The Music/Arts Department is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.15** Duties of the Usher's Auxiliary President. The President of the Usher's Auxiliary shall administrate/oversee and be responsible for the entire operation of the Usher's Auxiliary.

- a) Shall be appointed by the Moderator.
- b) Shall present annual written reports to the Board of Directors meeting in February (of each year).
- c) Shall ensure the Usher's Auxiliary remain with the parent body through its introductory service; and after instructed by a Moderator, they shall retire to the place designated for them to hold their session.
- d) The Usher's Auxiliary is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.16** Duties of the Health and Wellness Auxiliary President. The President of the Health and Wellness Auxiliary shall administrate/oversee and be responsible for the entire operation of the Health and Wellness Auxiliary.

- a) Shall be appointed by the Moderator.
- b) Shall present annual written reports to the Board of Directors meeting in February (of each year).
- d) Shall ensure the Health and Wellness Auxiliary remain with the parent body through its introductory service; and after instructed by a Moderator, they shall retire to the place designated for them to hold their session.

- e) The Health and Wellness Auxiliary is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.17** Duties of the Historian. The Historian shall gather historical facts of the Association and report them annually to the body.

**7.18** Duties of the Parliamentarian. The Parliamentarian must be well versed in parliamentary laws and usage.

- a) Shall be called upon to rule on parliamentary items urging that the body follow the ruling criteria subsequently named
- b) Rulings shall be based on Robert's Rules of Order

**7.19** Duties of the Financial Secretary. The Financial Secretary shall keep an accurate record of all monies received and disbursed for the Association.

- a) Turn over a copy of the financial records to Recording Secretary for the minutes at the Annual and One-day Sessions.
- b) Present a full report to FECBA at the Annual Session.

**7.20** Duties of the Chairman of the Benefit Board. The Chairman of the Benefit Board shall supervise the entire operation of the Benefit Board.

- a) Shall be responsible for all disbursements made from Board to all eligible persons.
- b) Shall present quarterly financial reports to FECBA treasury/treasurer.
- c) Shall present annual written reports to the Board of Directors meeting in February (of each year).
- c) The Benefit Board is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.21** Duties of the Secretary of the Benefits Board. The Secretary of the Benefits Board shall keep an accurate record of all monies and sources of monies received for the work of the Benefit Board, and the amount disbursed for the same.

**7.22** Duties of the Chairman of the Mission Board. The Chairman of the Mission Board shall supervise the entire operations of the Mission Board.

- a) For a complete overview of the Mission Board's program please see Appendix I., to these by-laws.
- b) Shall present annual written reports to the Board of Directors meeting in February (of each year).
- c) Shall present an annual written financial report and records of other activities for the past Association year to the parent body no later than the end of each session.

- d) The Mission Board is identified in Article VIII of the FECBA Constitution as an Auxiliary/Subsidiary Body and shall have all rights and responsibilities describe in the cited Article.

**7.23** It has always been the practice of FECBA to pay for all expenses and compensate leadership in a manner that is acceptable to the FECBA.

### **ARTICLE VIII. – COMMITTEES**

**8.1** Committees shall be utilized to improve the overall management of FECBA’s growing services and provide increased accessibility to constant feedback from FECBA constituents.

**8.2** All committees and their chairpersons shall be appointed by the Moderator. FECBA shall have both standing and appointed committees.

**8.3** The standing committees of FECBA are as follows:

Election/Nomination Committee  
Covenant Partners Committee  
History Committee  
Marketing/Publications Committee  
Trainings and Workshops Committee  
Constitution/Bylaws Committee  
Budget Committee

**8.3** Standing committees shall present annual written reports to the Board of Directors meeting in February and/or May (of each year).

**8.4** Appointed committees shall present written reports to the Board of Directors as commissioned by the Moderator.

### **ARTICLE IX. – ELECTIONS AND NOMINATING PROCEDURES**

**9.1** Electable officers. Pursuant to Article VI., section 1 of the FECBA Constitution the electable officers for the FECBA are Moderator/President, Northern Fellowship President (Parent body and Women), Southern Fellowship President (Parent Body and Women), Congress of Christian Education President, and Women’s Convention Presidents.

**9.2** Eligibility of candidates. Pursuant to Article VI., sections 2 and 4 of the FECBA Constitution shall be a pastor or member in good standing with a member church. Candidates must have been members of FECBA for at least four (4) consecutive years prior to running for office. Further all candidates shall be of good report and having the esteem of FECBA.

**9.3** Election/Nomination Committee. Pursuant to Article VI., section 6 of the FECBA Constitution the Moderator with the approval the Board of Directors shall appoint a chair and committee members to operate as the Election Committee. The Election committee shall

prescribe with Board of Director's approval the election campaign, election process and shall be the preliminary arbiter of any election questions, disputes, or controversies. The FECBA shall reserve the right to final judgment on such matters Further the committee shall be responsible for the following:

- a) The committee shall set the opening and closing dates for the acceptance of letter of intent to seek office from prospective candidates.
- b) Certifying of all candidates whether elected or appointed.
- c) Present to the Board of Directors the official list of candidates for each open office.
- d) Investigate and recommend to FECBA the most efficient technological options available to conduct each election.
- e) Oversee the election process including the tallying of votes and reporting the election results on Friday of each Annual Session set aside for that purpose.

**9.4** Tenure of Office and filling of unexpired Terms. Tenure for all elected officers has been prescribed in Article VI., sections 10 and 11 of the FECBA Constitution which provides the Moderator of FECBA a maximum of two (2) consecutive terms of five (5) years. At the end of the fifth year of the first term, He must be reelected. If he is opposed the election must be done by secret ballot. After serving a second term he must vacate/leave the office. The new Moderator must be elected by secret ballot. All elected Presidents of auxiliaries may serve for five years. At the end of the fifth (5th) year, his/her tenure ends, and he/she must vacate/leave the office. The new president(s) must be elected by secret ballot(s). After being out of office for one term a person may again seek to be re-elected to that office. These rules of tenure and term limits shall apply to all officers, auxiliary leaders and officials. However, this provision shall not preclude term-limited officers from being elected to different offices. In the event of vacancies in office that occur prior to the end of a term, any person elected or confirmed to a vacated office shall serve the unexpired term of the person whose office was vacated. Service in an unexpired term shall not prohibit eligibility to election or confirmation for the full tenure of the office they seek.

**9.5** Resignation. Resignations are effective upon receipt of written notification by the Moderator of FECBA.

**9.6** Disciplinary Action Regarding Officers. Pursuant to Article V., para. 4 of these by-laws the Board of Directors, subject to review by the Association acting as a Committee of the Whole, shall have the power to investigate any alleged misconduct on the part of any officer, auxiliary official, committee member or official or any other person holding office or position of trust or responsibility within FECBA, its auxiliaries, boards, or committees, and shall also have the power to suspend and remove any such persons from holding office if such action is deemed in the best interest of FECBA by two-thirds vote of the Board of Directors. Such actions shall only become final and binding upon review and simple majority vote by FECBA acting as a Committee of the Whole.

## **ARTICLE X – AMENDMENT OF BY-LAWS**

**10.1** Altering or Amending. These by-laws may be altered or amended at any Session of FECBA by a majority vote.

**10.2** Notice. Any Session of FECBA where an alteration or amendment will be voted on must be preceded by a notice in the previous Session of FECBA.

## **ARTICLE XI. – CONFLICT OF INTEREST**

**11.1** Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **ARTICLE XII – FINANCIAL ADMINISTRATION**

**12.1** Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31<sup>st</sup> but may be changed by resolution of the Board of Directors.

**12.2** Checks, Drafts, etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation as in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**12.3** Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Moderator or by any other officer or officers or agent or agents of FECBA, to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders for the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**12.4** Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XIII. – BOOKS AND RECORDS**

**13.1** Books and Records. Correct books of account of the activities and transactions of the corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors.


**CERTIFICATE OF ADOPTION**

The foregoing By-laws of the FECBA have been recommended for approval by the Board of Directors on 7/18/21, and have been duly adopted by the Representative Membership of the FECBA on 7/18/21.

In Testimony Thereof, witness the hand of the undersigned as Secretary of the Board of Directors.

  
Secretary of the Board of Directors  
Florida East Coast Baptist Association, Inc.

7/18/21  
Date Approved

  
Moderator  
Florida East Coast Baptist Association, Inc.