

**CONSTITUTION AND BYLAWS
OF
ESTRELLA BAPTIST ASSOCIATION**

~~Approved By The Executive Board October 7, 2014~~Propose to The Annual Meeting September 28, 2025

We declare and establish this constitution to govern this Association in an orderly manner and preserve the liberties and individuality of each cooperating church.

Article I: Name, Office, and Relationships

- a. This body shall be called "Estrella Baptist Association," an Arizona Non-Profit Corporation, located in the Phoenix, Arizona area.
- b. The principal office of the Association shall be in the City of Phoenix, County of Maricopa, and State of Arizona. The Association may have such other offices, either within or without the State of Arizona, as the Executive Board may determine or as the affairs of the Association may determine.
- c. The Association shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office located at 7901 W. Osborn Road, Phoenix, Arizona 85033. The Executive Board of the Association may change the address of the registered office.
- d. This Association will cooperate with the Arizona Southern Baptist Convention and the Southern Baptist Convention in those endeavors that strengthen the churches and provide a means of cooperatively expanding the Kingdom of God.

Article II: Purpose

Estrella Baptist Association exists for the purpose of resourcing pastors and congregations as they seek to fulfill their unique, God-given vision for carrying out the Great Commission. Estrella Baptist Association has structured itself with ~~six-four~~ Ministry- Actions Teams, and ~~one-three~~ Administrative Team to allow for immediate response to the needs and requests of the churches for assistance in their ministry.

The Teams are:

- a. ~~Church Planting~~Administrative Finance
- b. ~~Church Leadership Development~~Administrative Personnel
- c. ~~Evangelism/Missions~~Administrative Support
- d. ~~Students~~Church Planting
- e. ~~Ministry Resources~~Church Revitalization
- f. ~~Administration~~ Is responsible for nomination, personnel, credentials, and properties-Community Outreach

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f.g. Pastor/Staff Encouragement

a. Budget Team

- i. Plan, promote and control the associational budget.
- ii. Recommend the annual budget to the Executive Board in the annual session.

b. Trustees

- i. Trustees must be aware they have no authority except as authorized by the association.
- ii. Trustees are not personally bound by their signatures but are the legal signers for the association.
- iii. Trustees will represent the association in legal matters.
- iv. Trustees will act on behalf of the association in acquisition and disposal of property.
- v. Trustees will sign all deeds of conveyance, execute all notes, bonds, mortgages, and intervene in all suits by the authority of the association.

Through the action and ministry of each Team, Estrella Baptist Association seeks to foster fellowship, provide mutual strength, support, encourage mission endeavors, and assist churches in carrying out the Great Commission.

Article III: Membership

Section 1. Members: Estrella Baptist Association shall have only one classification of members, namely those who are duly elected messengers of cooperating churches.

Section 2. Affiliation of Churches

- a. A church may affiliate with Estrella Baptist Association if its faith and practice are in accord with the faith and practice of the other affiliated churches. Estrella Baptist Association affirms the Baptist Faith and Message 2000 as the statement that best describes the basic body of beliefs that the churches of Estrella Baptist Association hold in common. Each church shall cooperate in spirit, financial support, and participation with the Association and the other affiliated churches to achieve and advance the stated purpose of the Association.

- b. A Baptist Church may seek to affiliate with the Association by presenting a letter of petition to the Administration Team. The Team will determine from the documents received from the petitioning church if that church conforms to paragraph "a" above. The Church will officially be presented and voted upon by the Messengers at the Annual Meeting. The church shall have access to all Associational resources upon approval of the Administrative Team.

- b.c. A Member Church must contribute financially to the Association, whatever amount they give must be annually at a minimum.

Section 3. Election of Members: Each church affiliated with the Association shall select and elect messengers to the Annual Meeting. Each church regardless of size may have two messengers plus the pastor and no church shall have more than 10. The additional messengers will be elected based upon membership of the church. For each additional 100 members beyond the first 100 another messenger may be elected. No church regardless of size shall have more than 10. Messengers serve for one year and may be re-elected should the church decide to do so.

Section 4. Voting Rights: Each messenger shall be entitled to one vote on each item of business. In addition, those members affiliated churches that attend Team meetings have the right to exercise their vote in the Team Meeting.

Section 5. Resignation: If a messenger resigns, or leaves, the affiliated church that elected that messenger shall select another person to take their place.

Article IV: Meetings of Members

Section 1. Annual Meeting: An Annual Meeting of the messengers shall be held at a specified time and place published in the annual calendar and/or website. The meeting shall include the adoption of the annual budget, and any other pertinent business the Association must address. Any new business items must be presented to the Administrative Team and approved by Administrative Team at least ~~one-two~~ months prior to the Annual Meeting.

Section 2. Special Meetings: Special meetings of the messengers may be called by a ninety percent vote of the Executive Board.

Section 3. Notice of Meetings: Notice of meetings of the messengers shall be made in writing at least ~~fourteen-thirty~~ days in advance of the meeting. The notice shall outline the place, time, and purpose. Each affiliated church is responsible for contacting their messengers and advising them of the purpose of the meeting.

Section 4. ~~Informal Action by Members: Any action required by law to be taken at a meeting of the messengers, or any action taken at a meeting of messengers, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all messengers entitled to vote with respect to the subject matter thereof.~~ Quorum: The messengers from a minimum of 15% of the churches at any properly called meeting shall constitute a quorum for that meeting.

Section 5. ~~Quorum: The messengers present at any properly called and noticed meetings shall constitute a quorum for that meeting.~~ Proxies: A messenger may only vote in person and not by proxy.

Section 6. ~~Proxies: A messenger may only vote in person and not by proxy.~~

Article V: Executive Board

Section 1. Membership: ~~The Executive Board shall be composed of the pastor and one person elected by an affiliated congregation, members of the Administration Team, and officers of the Association. Paid staff members of the Association shall have input but do not carry a vote.~~

Section 2. Meetings: ~~The~~ The Executive Board shall have at least two meetings each year other than the annual meeting. The Administrative Team may call special meeting and share specific purpose by giving at least ~~seven-thirty days noticedays' notice~~. Notice shall be given to affiliated churches. These churches are responsible for notifying their Board Member.

Section 3. Authority: The Executive Board is governed by: all provisions of the Articles of Incorporation and these Bylaws. This Board has full power and authority to conduct the business of the Association between annual meetings when called upon.

Section 4. Reporting: The Executive Board shall supply a written summary of their decisions and actions in the annual meeting.

Section 5. Quorum: The messengers of the Executive Board from a minimum of 15% of the churches at any properly called meeting shall present at any called-noticed meeting should constitute a quorum for that meeting.

Section 6. Manner of Action: The act of a majority of the members of the Executive Board present at a meeting shall be the act of Executive Board, unless a greater percentage is required by these bylaws for a specific vote.

Article VI: Administrative Team

Section 1. Membership: The Administrative Team shall be composed of the Officers of the Association, Church Planting, Church Leadership Development, Budget Chairperson, Evangelism/Missions, Students, and Ministry Resources, Director of Missions, Paid Staff, and two at-large members. The two at-large members shall be elected at the annual meeting. If those at-large are no longer able to serve then the Administrative Team can appoint a replacement. Other members are in their position as an elected person already.

Section 2. Meetings and Quorum: The Administrative Team shall meet every other month prior to Executive and Annual Board Meetings as requested by the Moderator of the Association. A quorum shall consist of a majority of the Administration Team being present at the meeting.

Section 3. Authority: The Administrative Team is governed by all provisions of the Articles of Incorporation and the bylaws of the Association and is authorized to conduct the business of the Association between Executive Board meetings.

Article VII: Officers and Duties

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Section 1. Officers:

- a. ~~Director of Missions~~AMS and any Paid Staff.
- b. Officers: The other officers shall be the Moderator, Vice-Moderator, Treasurer, and ~~Budget Chairperson~~Clerk.
- c. Moderator: The Moderator shall serve no more than two consecutive years. The moderator is to preside at all meetings of the Association, the Executive Board, and the Administrative Team. He shall be ex-officio on all other Teams and may appoint ad-hoc task forces ~~as needed~~to be approved by Admin. Team & AMS.
- d. Vice-Moderator: The Vice-Moderator shall preside in the absence of the Moderator or at the request of the Moderator and shall automatically become the Moderator when the office becomes vacant between annual meetings. The Executive Board would then elect a new Vice-Moderator to serve out the unexpired term.
- e. Association Office Manager: The Association Office Manager shall keep accurate records of all meetings of the Association, Executive Board, and Administrative Team. A copy of all minutes shall be available for the Moderator and ~~Director of Missions~~AMS within 5-7 ~~days as soon as possible~~ after each meeting. Should this office become vacant the Administrative ~~& Personnel~~ Team will find a replacement.

Section 2. Election and Term of Office: All officers of the Association, except the ~~Director of Missions~~AMS and paid staff shall be elected ~~bi~~-annually by the messengers of the Executive Board at the scheduled Annual Meeting.

Section 3. Removal: Any officer elected or appointed by the Association may be removed by a ~~ninety-seventy five~~ percent vote of the Administrative Team/Executive Board, whenever in its judgment the best interests of the Association would be served. Such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4: Vacancies: A vacancy in any office because of death, resignation, removal or disqualification, or otherwise, may be filled by the Administrative Team for the unexpired portion of the term.

Article VIII: Ministry Action Teams

Section 1. Establishment of Ministry Action Teams and their duties is the responsibility of the Messengers to the Executive Board: These Teams shall be empowered to carry out the assignment given to them by the Association and the Executive Board. ~~The details regarding the name, membership, and responsibility of each Ministry Action Team shall be found in the Personnel Manual of Estrella Baptist Association. The messengers at the Annual Meeting may make any changes and/or additions to the Personnel Manual of Estrella Baptist Association or upon the approval of the Executive Board at one of its meetings.~~

Section 2. ~~Term of Office: Each member of a Ministry Action Team shall continue to serve at his or her passion. When a Team Member becomes a detriment to the Team or the Association~~

~~then the team members with a majority vote may remove the person.~~ Team Composition

- Small teams (3-7 members) with diverse skill sets to ensure shared leadership.
- Team Leader and Associate Team Leader are recruited and vetted. Any EBA church member in good standing may attend team meetings and give input, volunteer to help implement initiatives of the team. Administrative Team consists of EBA officers, AMS, EBA Office Manager, plus two at large members.

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Section 3. ~~Team Leader: Team Members shall elect one member of each Ministry Action Team as Team Leader at the first scheduled meeting each year.~~ Term of Office

- Team Leader and Associate Team Leaders shall serve a minimum of 2 years and are eligible to be reelected for additional terms.
- Each member of a Ministry Action Team shall continue to serve at his or her passion.
- When a Team Member becomes a detriment to the Team or the Association then the team members or Executive Board with a majority vote may remove the person.

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Section 4. ~~Vacancies: Since Team Members serve their passions, vacancies in membership will be overcome by others with like passion.~~ Decision-Making Model

- Shared leadership: teams develop initiatives in consultation with Association Mission Strategist (AMS) and vote to recommend actions to the Executive Board.
- Approved Team Leaders or Associate Team Leaders shall lead all meetings of the team, assign homework or tasks. Team Members may propose ideas and recommend actions to the team. Team recommendations may be presented to Executive Board for consideration and approval.
- Use consensus when possible; if no consensus, empowered team leaders with majority support of team members can make recommendations to the Executive Board. Teams will structure their own work, study, projects, and initiative development within objectives and parameters of EBA.

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Section 5. ~~Quorum: Unless otherwise specified in the Policy Manual of Estrella Baptist Association, a quorum shall consist of those members present. The act of the quorum shall constitute the action of the Team.~~ Accountability & Oversight

- Teams will report to AMS and Executive Board in writing prior to meetings, recommendations should be made in person for consideration and approval at Executive Board and Annual meetings.
- There will be an Annual review ("ministry audit") of effectiveness—strategic alignment, KPIs, development plans.

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Section 6. ~~Rules/Guidelines/Protocols: Each Ministry Action Team shall establish its own procedural guidelines, protocols, and rules. They must be consistent with the ones laid out in this document to be considered valid. Any conflict shall be resolved by using the guidelines in this document as the established and accepted guidelines.~~

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Article IX: Authority

- a. The Association has full authority for carrying on its work to fulfill provisions of the Articles of Incorporation and these Bylaws, including the right to receive and disburse funds, own property, and carry on any other activities necessary for implementing its purposes.
- b. The Association has no authority over any church or the right to interfere with the rights and autonomy of the churches, recognizing that each church is sovereign and independent in all its matters. Therefore, the Association is not responsible for individual decisions of its affiliated churches. The basis for cooperation in the Association is in the sphere of voluntary cooperation in work and fellowship and giving.
- c. The Association is at liberty to consult with any of the churches on matters related to the work of ministry.
- d. The Association has jurisdiction over the seating of any and all messengers and may refuse to seat messengers from any church that it deems to be unsound in faith, practice, or conduct. The Association may remove any church it deems to be unsound in faith, practice, cooperation or conduct by a seventy five percent vote of the Executive Board at Annual Meeting.

Article X: Contracts, Checks, Deposits, and Funds

Section 1. Contracts: The Administrative Team may authorize any office or officers, agent or agents of the Association, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific circumstances.

Section 2. Checks: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by names of persons appointed by the Administrative Team. All checks must have two approved signers. Monthly Financial bank reconciliation and statements will be prepared by Accounting Service retained by Association and assisted by EBA Office Manager.

Section 3. Deposits: All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Administrative Team may select. Any and all checks received shall be properly stamped or endorsed, for deposit to the proper banking account.

Section 4. Gifts: The Executive Board may accept on behalf of the Association any contribution, gifts, bequest, or devise for any purpose of the Association.

Article XI: Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Administrative Team, Executive Board, Ministry Action Teams, and shall keep at the registered office a record giving the names and addresses of affiliated

churches and annual messengers.

Article XII: Fiscal Year

The fiscal year of the Association shall begin on the first day of January and close on the 31st day of December each year.

Article XIII: Amendments to Bylaws

These Bylaws may be amended at an Annual Meeting of the Association by a ninety percent vote of the messengers present and voting, providing the proposed changes be presented in writing in a previous Executive Board Meeting, or at a specially called meeting for that purpose. The proposed amended Bylaws shall be provided and included in the Book of Reports given out at the Annual Meeting.