

**THE CONSTITUTION
OF THE
CONSERVATIVE BAPTIST ASSOCIATION OF SOUTHERN CALIFORNIA**

October 12, 1954
(Revised March 3, 2013)

PREAMBLE

We, as Bible-believing Christians who place our faith wholly in the Lord Jesus Christ for salvation and who cherish and believe in those Baptist distinctives of our godly heritage, band ourselves together in an Association to carry out God's plan for us as churches, under the leadership of the Holy Spirit.

ARTICLE I

NAME

The name of this Corporation shall be the Conservative Baptist Association of Southern California, also known as CB Southern California, CBA, CBSC and CBASC.

ARTICLE II

PURPOSE

The mission of the Conservative Baptist Association of Southern California, a community of churches and ministries under the Lordship of Jesus Christ, is to bring all peoples to new life and maturity in Christ.

Its vision is to work together to develop biblical churches that are spiritually alive, culturally relevant, unified in spirit, mobilized for ministry, expressing compassion for the whole person, sensitive to the needs of all people, and aggressive in evangelism and church planting throughout the world.

It shall seek to accomplish this vision in the following manner:

1. By establishing new, self-supporting, interdependent churches that are baptistic in doctrine and polity, in covenantal relationship with, and Members of, this Association.
2. By providing appropriate services and resources to the Pastors and their Staff Members who serve in the Member churches of this Association, including, but not limited to, prayer and counsel, ministry development opportunities, placement referral services, seminars and conferences.
3. By providing inspiration, encouragement and service to the Member churches in a variety of ways which may include, but are not limited to, prayer and counsel, staff selection, church growth and development, ordination, seminars, conferences and camping, youth and Christian education ministries, mediation and conflict resolution, and counsel in financial, building and legal matters.

It is the purpose of this Association to promote the cause of Christ. It is also the purpose of the Association to receive gifts, bequests and legacies; to acquire, buy, hold, improve, rent, lease, mortgage, sell and convey, and otherwise deal in real and personal property as may be necessary for the business and purpose of this Corporation.

ARTICLE III

STATEMENT OF FAITH

The Word of God - We believe that the sixty-six canonical books of the Old and New Testaments are the divinely inspired, infallible Word of God, without error in the original manuscripts, and God's complete, written revelation to humankind. The Bible is sufficient and trustworthy for life, faith, conduct, and practice, and is the supreme and final authority in all matters to which it speaks. We further believe there is but one true interpretation of Scripture, although there may be several applications. The true meaning lies in the text and is that which the divinely-guided author willed to convey. It is recoverable through careful application of a literal

(grammatical, historical, contextual) method of interpretation under the guidance of the Holy Spirit, and in the community of Christ. The Holy Spirit illumines the text, enabling the reader to embrace the significance of what God has communicated, and to see the glory of Christ in the Word of God. (2 Timothy 3:16-17; 2 Peter 1:16-21; 2 Timothy 3:16-17; 1 Corinthians 2:1-13)

The Trinity - We believe in one God, Creator and Sustainer of all things, eternally divine existing in three persons: Father, Son and Holy Spirit; we believe that they are equal in every distinct perfection and they execute distinct but harmonious offices in the work of creation, providence, and redemption. (Matthew 28:19; John 1:1, 14, 18; 2 Corinthians 13:14; Ephesians 4:4 – 6).

God the Father - We believe in God the Father— the infinite, personal Spirit, perfect in holiness, wisdom, power, and love. We believe that He concerns Himself mercifully in the affairs of humanity, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ. We believe God's knowledge is exhaustive; that He fully knows the past, present, and future independent of human decisions and actions. The Father does everything in accordance with His perfect will, though His sovereignty neither eliminates nor minimizes our personal responsibility. (Genesis 1:1; John 4:24; 1Chronicles 29:10-13; Jeremiah 23:24; Psalm 90:2; Psalm 119:137; Psalm 147:5; Isaiah 46:9,10; Hebrews 4:13; Psalm 116:5; Ephesians 2:4-7; Romans 5:8-11; John 3:16).

Jesus Christ - We believe that Jesus Christ is the incarnation of God's eternal Son. God the Son has precisely the same nature, attributes, and perfections as God the Father and God the Holy Spirit. We believe further that He is not only true God, but true man, conceived by the Holy Spirit and born of the virgin Mary. We also believe in His sinless life, His substitutionary atonement, His bodily resurrection from the dead, His ascension into heaven, His priestly intercession on behalf of His people, and His personal, visible, return from heaven to earth. (John 3:16; John 10:30; 1John 5:20; Luke 1:31, 35; Luke 2:6-7; Mark 1:13; Matthew 28:6-7; Luke 24:37-39; Acts 1:9).

Holy Spirit - We believe in the Holy Spirit, His personality and His work in regeneration, sanctification, and preservation. His ministry is to glorify the Lord Jesus Christ, to implement Christ's work of redeeming the lost, and to empower the believer for godly living and service. We believe the Holy Spirit distributes spiritual gifts to believers as He wills for the common good. No gift signifies His baptism or filling, nor does any gift provide authoritative revelation beyond what has already been revealed in the Holy Scriptures. Life in the Spirit includes trials and does not guarantee physical health, material wealth, nor confirming outward signs. (Acts 5:3,4; John 16: 8-10; Titus 3; 1 Corinthians 12:13; Ephesians 1:13; 1 Corinthians 6:19; 1 Corinthians 12:7, 11; Titus 3:5; 1 Corinthians 12:7; Galatians 5:22-24; Ephesians 4:12-16; 1 Corinthians 12:4-11; 13:8-10; 2 Corinthians 12:12; Ephesians 4:7-12; Hebrews 2:1-4).

Mankind - We believe God originally created persons, male and female, in the image of God and free from sin. We believe all people are sinners by nature and choice and are spiritually dead. We also believe that those who repent of sin and trust Jesus Christ as Savior and Lord are regenerated by the Holy Spirit. We believe God established marriage to be a lifelong covenant relationship between one man and one woman. Marriage so defined is the only permissible context for intimate sexual expression and is the foundation for the human family. We further believe that human life is precious and should be protected from beginning, at fertilization, until death. (Genesis 1:26-31; 2:7; Matthew 19:4; Genesis 3; Romans 5:12-21; 3:21-26; Ephesians 2:1-10; John 14:1-6; Romans 1:16-17; Titus 3:3-7; 2 Corinthians 5:17-21; Genesis 2:24,25; Matthew 19:4,5; 1 Corinthians 7:1-9; Psalm 51; Ecclesiastes 12:7).

Salvation - We believe in salvation by grace through faith in the Lord Jesus Christ. We further believe that this salvation is based upon the sovereign grace of God, was purchased by Jesus Christ on the cross, is eternally secured by the Holy Spirit, and is received by faith, apart from any human merit, works, or ritual. We further believe that salvation results in righteous living, good works, and proper social concern. (John 3:16; Ephesians 2:8-9; Colossians 1:19-20; Hebrews 10:12; 1 John 2:1-2; Titus 3:5; Galatians 2:6-8; Romans 8:1; 1John 5:13; John 6:47; John 10:27-30).

The Church - We believe that the Church is the spiritual body of which Christ is the head. We believe that the true Church is composed of all persons who have been regenerated by the Holy Spirit. We believe that this body expresses itself in local assemblies whose members have been immersed upon a credible confession of faith and have associated themselves for worship, for instruction, for evangelism, and for service. We believe

that the ordinances of the local church are believer's baptism by immersion and the Lord's Supper. We also believe in the interdependence of local churches and the mutual submission of believers to each other in love. (Colossians 1:18, 1 Corinthians 12:13, 27, Romans 12:4-5, Acts 2; 1 Corinthians 1:2, Galatians 1:2, 1 Peter 2:5; Matthew 28:19, Acts 19:3-5, 1 Corinthians 11:23-26; 1 Corinthians 11:24-25; Romans 15:25-27, 1 Peter 5:1-4; 1 Timothy 3:1-7, Titus 1:5-7).

The Relationship between Church and State – Recognizing the God-ordained institution of human governments, we believe that each local church is self-governing in function and must be free from interference by any ecclesiastical or political authority. We further believe that every human being is directly responsible to God in matters of faith and life and that each one should be free to worship God according to the dictates of conscience. (Matthew 22:15-22; Rom 13:1-7).

Christian Conduct - We believe that the supreme task of believers is to glorify God in their lives and that their conduct should be blameless before the world. We further believe that they should be faithful stewards of their possessions and that they should seek to realize for themselves the full stature of maturity in Christ. (1 Corinthians 10:31)

The Last Things - We believe in the bodily resurrection of the saved and lost, the eternal existence of all people either in heaven or hell, in divine judgment, rewards, and punishments. (Luke 16:19-31; John 3:16; John 14:1-3; Matthew 10:28; 1 Thessalonians 4:13-18; Revelation 20:1-2; Revelation 21:1-4).

ARTICLE IV

MEMBERSHIP

SECTION I MEMBERSHIP

The Board of Directors shall be authorized to approve applications for Membership in the Association.

The Conservative Baptist Association of Southern California may recognize as Members, those churches and ministries which, by official vote,

1. have expressed themselves to be in wholehearted agreement with the Statement of Faith and purposes of the Association;
2. have completed an Application for Membership, including copies of their Articles of Incorporation, Constitution and Bylaws and Statement of Faith;
3. by their actions manifest an interest in and provide financial support to the Association.

New CB church plants will be recognized as full Member churches on the occasion of their first public worship service.

The Senior Pastor of all Member Churches will sign the Statement of Faith.

SECTION 2 VOTING

Member Churches of the Association shall be entitled to appoint the Pastor and three of their members for every one hundred Members or portion thereof, as voting representatives at the Annual Meeting and other specially called meetings.

SECTION 3 WITHDRAWAL OF MEMBERSHIP

Any Member church or ministry which ceases to be in wholehearted agreement with the statement of doctrine and purposes of the Association, should so notify the Association, requesting their Membership be withdrawn. If they fail to do this and information comes to the Association regarding such church, the Board shall investigate and withdraw Membership in the Association from that Church.

ARTICLE V**MEETINGS****SECTION 1 ANNUAL MEETING**

There shall be an Annual Meeting of the Association at a time and place designated by the Board of Directors, at which time Officers and Board Members shall be elected.

SECTION 2 OTHER MEETINGS

The Association may, at the discretion of the Board of Directors, hold other meetings during the year to promote the purposes of the Association. A special meeting of the Association may be called upon written request signed by the pastoral leadership of 20% of the Member Churches.

SECTION 3 QUORUM

In all publicly announced meetings of the Conservative Baptist Association of Southern California, fifty (50) persons, representing no fewer than ten Member churches, shall constitute a quorum, provided such persons shall appear as duly qualified representatives of their respective churches.

SECTION 4 FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE VI**THE BOARD OF DIRECTORS**

SECTION 1 The Board of Directors shall consist of nine (9) duly elected persons from Member churches and have charge of the affairs of the Association. The Board shall be empowered to take whatever steps it deems necessary for the successful accomplishment of the purposes of the Association, as set forth in Article II of this Constitution.

SECTION 2 Board Members shall be elected to serve for a term of three years and may be elected to serve for a second term of three years, but may not serve for more than two consecutive terms.

SECTION 3 The Board of Directors shall meet at least four times during the year, at such times as may be set by the Board. Special meetings may be called by the President, or upon the written request of five (5) Directors.

SECTION 4 The Board of Directors shall determine the compensation for the Executive Director. The Board of Directors may terminate the services of the Executive Director upon thirty (30) days' notice. In the case of the resignation of the Executive Director, the Board requests thirty (30) days' notice.

SECTION 5 The Board of Directors shall present annually to the Association a financial report, a budget, a summary of activities, and shall make such recommendations as it deems proper.

SECTION 6 The Board of Directors may appoint such committees and task forces as may be necessary or desirable. All Committees or Task Forces shall be responsible to the Board of Directors through the Executive Director.

SECTION 7 Real and personal property of the Association shall be received and held in the name of the Conservative Baptist Association of Southern California. Acceptance, purchase or receipt by inheritance shall be by authority of the Board of Directors, and the sale or other disposition of any property shall be subject to the action of the Board. The President, Vice-President, Secretary/Treasurer, Executive Director, any two of these, shall be authorized to sign any legal documents on behalf of the Association.

SECTION 8 Two thirds of the Members of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 9 The Nominating Committee shall be appointed by the Board of Directors at a meeting prior to the Annual Meeting. Nominations to the Board of Directors may be made only after the consent of the nominee has been secured.

SECTION 10 In case of a vacancy in any office of the Association, the Board of Directors, at any duly called meeting of the Board, may fill such vacancy, until the next Annual Meeting of the Association.

ARTICLE VII

OFFICERS

SECTION 1 OFFICERS

The Officers of this Association shall be a President, Vice-President and Secretary/Treasurer, appointed by the Board of Directors from among their number. All Board Members and Officers shall be active Members of churches that are Members of the Association.

SECTION 2 TERM OF OFFICE

The President, Vice-President, and Secretary/Treasurer, shall each serve for a term of one year, except that no Officer shall serve in one particular office for more than five consecutive years. All Officers and Board Members shall commence their term of service at the closing session of the annual meeting at which they are elected and shall serve until the close of the Annual Meeting that coincides with the end of their terms of office respectively, or until their successors are elected.

ARTICLE VIII

DUTIES OF OFFICERS

SECTION 1 PRESIDENT

The President shall preside at the meetings of the Association and of the Board. He shall be a Member ex-officio of all committees and task forces.

SECTION 2 VICE-PRESIDENT

The Vice-President shall preside at the meetings of the Association and of the Board in the absence of the President, and shall perform all other duties pertaining to the office of President in the case of the absence, death, resignation or incapacitating illness of the President.

SECTION 3 SECRETARY/TREASURER

The Secretary/Treasurer shall keep, or cause to be kept, complete and accurate records of all proceedings of the meetings of the Board, and shall perform such duties as pertain to that office.

The Secretary/Treasurer shall have charge of the corporate seal, all deeds and other evidences of title, and of all funds, bonds, stock, money, and other assets and property of the Association (Corporation), and of all papers and documents belonging to the Association. The Secretary/Treasurer shall pay, or cause to be paid, the current expenses of the Association and disburse its funds, under the direction of the Board of Directors.

The Secretary/Treasurer, as authorized by the Board of Directors, shall have authority to change the form of the assets of the Association and to invest and reinvest its funds until such funds shall be used for the purpose of the Association. The Secretary/Treasurer shall keep, or cause to be kept, records of accounts in which all the financial transactions of the Association shall be fully set forth, which records of accounts shall be available for the inspection of the Board of Directors or any Member thereof. The Secretary/Treasurer shall render reports of the financial condition of the Association, and shall perform other such duties as shall be assigned by the Board of Directors. The Treasurer shall be duly and legally bonded.

ARTICLE IX**EXECUTIVE DIRECTOR**

It shall be the responsibility of the Board of Directors to hire an Executive Director to supervise the work of the Association. It shall be the responsibility of the Executive Director to hire and supervise all other staff within the approved budget, and coordinate all activities of the Association. The Executive Director shall serve as President of the Board of Directors with voting privilege and no term limits. He shall also be a Member ex-officio of all Committees, and Task Forces that may be created by the Board, in accordance with the Constitution and Bylaws.

ARTICLE X**PARLIAMENTARY PROCEDURES AND RULES OF ORDER**

Robert's Rules of Order, newly revised, shall govern the parliamentary conduct of all meetings of this Association, unless otherwise provided for in this Constitution.

ARTICLE XI**AMENDMENTS**

This Constitution may be amended at the annual meeting of the Association, provided that (1) notice of such amendment shall have been given in writing to each Member church at least sixty (60) days prior to the annual meeting, and (2) the amendment has the endorsement of the Board of Directors, and (3) a two-thirds majority of the representatives present and voting are in favor of such amendment.

ARTICLE XII**INSURANCE OF DIRECTOR OR OFFICER****SECTION 1. LIMITATION OF PERSONAL LIABILITY**

A Director or Officer of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a. the Director or Officer has breached or failed to perform the duties of his office, and
- b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

- a. the responsibility or liability of a Director or Officer pursuant to any criminal statute; or
- b. the liability of a Director or Officer for the payment of taxes pursuant to local, state, or federal law.

SECTION 2. STANDARD CARE AND JUSTIFIABLE RELIANCE

- a. A Director of the Association shall stand in a fiduciary relationship to the Association, and shall perform his duties as a Director, including his duties as a Member of any Committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more Officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
3. A Committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designate authority, which Committee the Director reasonably believes to merit confidence.

A Director shall not be considered acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

- b. In discharging the duties of their respective position, the Board, Committees of the Board and individual Directors may, in considering the best interests of the Association, consider the effects of any action upon employees, upon persons with whom the Association has business and other relations, upon communities which the offices or other establishments of, or related to, the Association are located, and all other pertinent factors.
- c. Absent breach of fiduciary duty, lack of good faith or self-dealing actions taken as a Director or any failure to take any action, shall be presumed to be in the best interests of the Association.

SECTION 3 INDEMNIFICATION

Each Member of the Association Board, Association Committee, and each Officer of the Association shall be indemnified by the Association against all expenses actually and necessarily incurred by such Member or Officer in connection with the defense of any action, suit or proceedings to which he has been made a party by reason of his being or having been such Member or Officer except as to matters as to which such Member or Officer shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

SECTION 4 INSURANCE

The Association may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was an authorized representative of the Association, against any liability asserted against or incurred by such person in any such capacity, or arising out of the status of such person and such, whether or not the Association would have the power to indemnify such person against such liability under the provision of this Article.

ARTICLE XIII

DISSOLUTION

The assets of the Corporation are irrevocably dedicated to religious or charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any private persons. Upon the dissolution of the Corporation, its assets remaining after payment of, or provision of payment of, all debts and liabilities of this Corporation shall be distributed to the Conservative Baptist Association of America, a non-profit religious Corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. In the event that this organization is unwilling or unable to accept the assets of this Corporation, they shall be distributed to tax-exempt religious or charitable organizations whose purposes are compatible with this document and are within those specified in Section 501(c)(3) of the Internal Revenue Code.