

**ARTICLES OF INCORPORATION**

**BY LAWS  
OF THE  
GENERAL ASSEMBLY  
OF THE CHURCH OF GOD**

Amended and Reprinted November 5, 2022  
**General Assembly of the Church of God in Alabama**  
**PO Box 443**  
**Pell City, AL 35125**

**ARTICLES OF INCORPORATION OF THE  
GENERAL ASSEMBLY OF THE CHURCH OF GOD IN ALABAMA**  
(a Non-Profit Corporation)

TO THE HONORABLE J. PAUL MEEKS,  
JUDGE OF PROBATE,  
JEFFERSON COUNTY, ALABAMA

Pursuant to the terms and provisions of the Alabama Non-Profit Corporation Act. Title 10, Section 203, et seq. of the 1940 Code of Alabama, as amended, the undersigned **George Blackwell, Jr., Rudolph B. Wheatly, Donald E. Talley, Carl McDonald, D.H. Best, Carl H. Raines, J. B. Bentley, Truman A. Harris and Von Stephens** duly and legally acting as the incorporators of the hereinafter named corporation and desiring to incorporate the same, do hereby make, adopt and file with the Judge of Probate of Jefferson County, Alabama, the following to-wit:

1. The name of the corporation shall be General Assembly of the Church of God in Alabama, Inc.
2. The period of duration of said corporation shall be perpetual.
3. The corporation is formed for the purpose of establishing an organization to coordinate and promote the work and activities of the Church of God (whose national general offices are at Anderson, Indiana) and its several congregations, ministers, laymen and laywomen within the State of Alabama and to lend assistance, aid and encouragement in the growth and development of the Church of God in harmony with the generally accepted doctrines and standards of the Church.
4. The corporation shall have members, each of whom shall be entitled to vote at all meetings of the members of the corporation, and the members of the corporation shall consist of the following:
  - a. Those persons who are eligible to be voting members of the Alabama Minister's Fellowship of the Church of God (formerly existing as, and transacting business in the name of the Alabama Ministerial Assembly of the Church of God) by virtue of their membership in and relationship to said Fellowship, as provided in the By-Laws of said Fellowship.
  - b. The officers of the corporation and all elected, appointed and ex-officio members of all Standing Boards, Standing Committees and Councils of the corporation, as provided in the by-Laws of the corporation.
  - c. The duly selected lay representatives of the various affiliated congregations of the Church of God within the State of Alabama. Said lay representatives must be members in good standing of congregations appearing on the most current list of the Credentials Committee of the aforementioned Alabama Ministers' fellowship of the Church of God. The procedure for affiliation of congregations and selection of lay representatives shall be as set forth in the By-Laws of the corporation.
  - d. Such other persons or classes of persons as the members of the corporation may determine to admit to membership at any regular meeting of the membership held in accordance with the By-Laws of the corporation. Such membership may be restricted as to privileges.
5. The officers of the corporation shall consist of a President, Vice-President, a Secretary, and a Treasurer, and such other officer or officers as may from time to time be prescribed in the By-Laws of the corporation, with the exception of the Treasurer, who shall be appointed by the board of directors and ratified by the members of the corporation, as provided for in the By-Laws of the corporation.
6. The corporation shall have a Board of Directors consisting of the officers of the corporation (including the immediate Past-President of the corporation) and such other directors as shall be prescribed in the By-Laws of the corporation, provided that the voting membership of the Board of Directors shall not exceed twenty-five (25) members. Such other Directors shall be selected as such time, in the manner, and for such term or terms, as shall be prescribed in the By-Laws of the corporation and in applicable Laws of the State of Alabama.
7. The address of the corporation's initial registered office is 312 Bessemer Road (Midfield), Birmingham, Alabama 35228, and the name of its initial registered agent at such address is Fred H. Vines.

8. The number of Directors constituting the initial Board of Directors is nine (9). The names and addresses of the persons who are to serve as the initial Directors are as follows:

Name	Address	
George D. Blackwell, Jr	PO Box 86	Sylacauga, Alabama
Rudolph B. Wheatley	1516 16 <sup>th</sup> Ave. SW	Decatur, Alabama
Donald E. Talley	Route 1	Vinemont, Alabama
Carl McDonald	2701 Country Club Road	Decatur, Alabama
Truman A. Harris	1609 59 <sup>th</sup> Street West	Birmingham, Alabama
D. H. Best	3913 Lee Drive	Anniston, Alabama
Carl H. Raines	1829 Glendmere Drive	Birmingham, Alabama
J. B. Bentley	6 No., Industrial Avenue	Sylacauga, Alabama
Von Stephens	Route 5, Box 270	Bessemer, Alabama

9. The incorporators of this corporation are the persons who will serve as the initial directors and their names and addresses are set forth in Paragraph 8 hereof.
10. The corporation shall have all of the corporate powers provided for by the Alabama Non-Profit Corporation Act herein above referred to.
11. Distribution of the assets and properties of the corporation upon dissolution or other termination of the corporation shall be controlled by the applicable provisions of the Code of Alabama as not or hereafter amended in a manner substantially consistent with this paragraph. Upon the dissolution or other termination of the corporation, no part of the property of the corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members individually of the corporation, but all such property and proceeds, subject to the discharge of valid obligations and debts of the corporation, and the applicable provisions of the Code of Alabama, as now or hereafter amended, shall be distributed as directed by the members of the corporation among one or more corporations, organizations, trust, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earning of which inure to the benefit of any private shareholder, member, or individual and not substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on the behalf of any candidate for public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501c(3) of the **Internal Revenue Code of 1954**. It is further provided that where the Board of Directors is unable to adopt a plan of distribution; or where any plan of distribution adopted by the Board fails to be adopted by the voting members of the corporation, the assets and properties of the corporation available for distribution shall be distributed to the Board of Church Extension and Home Missions of the Church of God, In., Anderson, Indiana, or its successor. It is the desire of the corporation that in the event the assets and property of the corporation are distributed to the above Board, that the assets shall be used by said Board for church extension work in Alabama in close consultation with the Church of God in Alabama, or its successors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 27<sup>th</sup> day of September, 1965.

George D. Blackwell, Jr.

Rudolph B. Wheatley

Donald E. Talley

Carl McDonald

Truman A. Harris

D. H. Best

Carl H. Raines

J. B. Bentley

Von Stephens.

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**COPY OF NOTARIAL, BOARD OF DIRECTORS**

State of Alabama

Jefferson County

Before me, the undersigned Notary Public, in and for said County, in said State, personally appeared **George D. Blackwell, Jr.; Rudolph B. Wheatley; Donald E. Talley; Carl McDonald; Truman A. Harris; D. H. Best; Carl H. Raines; J. B. Bentley; Von Stephens**, the above named incorporators, who, being by me first duly sworn, depose and say on oath that the matters stated in the foregoing certificate are true and correct.

This 27<sup>th</sup> day of September, 1965.

(signed) W. P. Simpson, Notary Public

Official Seal  
W. P. Simpson  
Notary Public  
State of Large,  
Alabama

The above Articles of Incorporation of General Assembly of the Church of God in Alabama filed with J. Paul Meeks, Judge of Probate, Bessemer Division, Jefferson County, Alabama, October 1, 1965 and recorded, Reel 20, Page 598.

**BY LAWS  
GENERAL ASSEMBLY OF THE CHURCH OF GOD  
IN ALABAMA  
(A Non-Profit Corporation)**

**PREAMBLE**

In order to provide for the orderly and equitable execution of business and to provide for simple and adequate structure, whereby the evangelistic concern of the church can be realized, we, the members of the Church of God in Alabama do hereby set forth these By-Laws whereby we associate ourselves together to work cooperatively throughout the General Assembly of the Church of God in Alabama. We hold that the church, as established by Jesus Christ, is a spiritual structure of which He Himself is the Head; but we recognize that obedience to the great commission requires sound organization for harmony and efficiency. We therefore make this provision for receiving, holding, disbursing and managing donations, bequests, endowments and any and all other types of property.

We express the desire that every member of every local congregation of the Church of God in Alabama be counted a part of this association and feel himself actively involved. It is not our intention that these By-Laws shall interfere with, change, or modify the doctrines of the church, but rather to apply to its business affairs.

**ARTICLE I — NAME**

**Section 1.** The name of this organization shall be GENERAL ASSEMBLY OF THE CHURCH OF GOD IN ALABAMA, INC.

**Section 2.** The organization may hereinafter be simply called the Assembly, or the Corporation, and these terms may be used interchangeably as may seem appropriate.

**Section 3.** The term “Inc.” need not be used except where required in legal documents of the Corporation.

**ARTICLE II — OBJECT**

**Section 1. Purpose** -- The purpose shall be as stated in paragraph 3 of the Articles of Incorporation.

**Section 2. Limitations** -- This assembly shall not exercise ecclesiastical powers or authority over local affiliated congregations, individuals or groups of individuals. However, it maintains and reserves the right to define its membership; and to declare on occasion, and when necessary, when individuals or groups of individuals, are not qualified for membership in the Assembly.

**Section 3. Powers** -- The powers of the Assembly are as set forth in paragraph 10 of the Articles of Incorporation.

**ARTICLE III — MEMBERS AND AFFILIAION**

**Section 1. Members** -- The members of the Assembly shall be as set forth in paragraph 4 a, b, c, and d of the Articles of Incorporation.

**Section 2. Affiliation** -- All congregations listed on the most current approved list of the Credentials Committee of the Alabama Ministers’ Fellowship of the Church of God shall have the right and privilege of Affiliation. Such Affiliation shall be deemed expressed when provisions of Section 3 of this Article have been fulfilled.

### **Section 3. Lay Representation –**

- A. The local congregation shall adopt a resolution setting forth provisions for, and manner of, selecting Lay Representatives and file a copy of same with the Assembly Secretary.
- B. Lay Representatives shall be selected by each local congregation in a manner, and for the length of term, decided by the local congregations; and their names and mailing addresses shall be certified by the Chair and Secretary of the local congregation to the Assembly Secretary during the month of December, but in no case later than thirty (30) days before the date of the Assembly's Annual Meeting.
- C. Each affiliated congregation shall be privileged to send two (2) lay Representatives.

**Section 4. Responsibility --** All members of the Assembly shall consider themselves “Representatives at Large” for the church; prayerfully seeking to represent the best interest of the total church in the Assembly’ and likewise endeavoring to effectively communicate with the local congregation on behalf of the Assembly.

## **ARTICLE IV — OFFICERS AND EXECUTIVE COMMITTEE**

**Section 1. Officers --** The Officers of the Assembly shall be five (5) in number, as follows: President, vice President, Secretary, Treasurer, and Past-President. They shall constitute the **Executive Committee**.

**Section 2. Initial Officers’ Terms --** The initial Officers of the Assembly shall serve until January 1, 1967, or until their successors are elected, whichever is later.

### **Section 3. President --**

- A. The President shall serve for a one-year term, having succeeded from the office of vice President. Upon assuming this office, the President shall not serve as an elected member to any Board or Committee. The President here and after may simply be called the Chair and these roles may be used interchangeably.
- B. Duties –
  1. The Chair shall perform all those duties required by law as President of the Corporation.
  2. The Chair shall preside at all meetings of the Assembly and perform such duties, and hold such privileges as pertain to a presiding officer unless prohibited by some provision of the By-Laws.
  3. The Chair shall appoint such committees as may be required or deemed necessary, unless otherwise specifically provided for in these By-Laws, or ordered by the Assembly.
  4. The Chair shall be a member of the Board of Directors (State Council).
  5. The Board of Directors here and after may simply be called the State Council.

### **Section 4. Vice Chair –**

- A. The Vice Chair shall be elected for a one-year term, and then, automatically succeed to the office of Chair.
- B. Duties—
  - 1. The Vice Chair shall serve as presiding officer in the absence of the Chair, and otherwise perform those duties of the Chair in the event the Chair is unable to perform them.
  - 2. The Vice Chair shall perform those duties assigned by the Chair or by the State Council.
  - 3. The Vice Chair shall seek to be acquainted thoroughly with every aspect of the Assembly's work in preparation for the term of Chair.
  - 4. The Vice Chair shall be a member of the State Council.

## **Section 5. Secretary –**

- A. The Secretary shall be elected for a three (3) year term.
- B. Duties—
  - 1. The Secretary shall serve as recording and corresponding Secretary for the Assembly, the State Council and the Executive Committee.
  - 2. The Secretary shall perform those duties required by law as Secretary of the Assembly.
  - 3. The Secretary shall keep a register of the names and addresses of the members of the Assembly, the State Council and Executive Committee.
  - 4. On or about November 1<sup>st</sup>, the Secretary shall send a prepared form to the local congregations on which they may report their duly selected lay representative.
  - 5. The Secretary shall notify Officers and Boards and Committee members of the election or appointment.
  - 6. The Secretary shall be responsible for registering members in attendance at Assembly meetings; and with the assistance of the Church Service Credentials Committee, be able to determine when an individual, or group of individuals, meet with requirements for membership in the Assembly; and when required, report the same to the Assembly. Where there is a question, the Assembly will make the final decision.
  - 7. The Secretary shall be a member of the State Council.
  - 8. The Secretary shall do all these and other things required of a Secretary not otherwise specifically assigned by these By-Laws, or by the Assembly, State Council, or Executive Committee, to another person. The Council or Executive Committee may appoint an Assistant secretary to care for some of these matters.
  - 9. The Secretary shall be custodian of documents of the Assembly; except as may otherwise be provided for by action of the Assembly, or the State Council, or Executive Committee.

## **Section 6. Treasurer –**

- A. The Treasurer shall be appointed annually by the State Council and ratified by the Assembly. The Council or the Executive Committee may appoint an assistant as need may require to help with the Treasurer's work.
- B. The Treasurer shall be well versed in accounting principles, preferably with education and experience in this field.
- C. Duties –
  - 1. The Treasurer shall receive, bank (using such bank (s) as the Executive Committee may authorize) and disburse the funds of the Assembly under the direction of the executive

Committee, and as otherwise be specifically determined from time to time by action of the Assembly, and in accordance with the budget approved by the Assembly.

2. The Treasurer shall perform those duties required as Treasurer of the Assembly.
3. The Treasurer shall keep accurate accounts in ledgers provided for same, and render such reports as may be required by the Chair, the State Council, or the Assembly.
4. The Treasurer shall be a member of the State Council, except at that time when the State Council appoints the Treasurer and excuse themselves in any discussion about Treasurer compensation.
5. At the close of each fiscal year the Treasurer shall secure a financial report from the treasurer of any and all Boards and Committees of the Assembly (such as may have their own treasurer) and compile these into a complete Annual Report of receipts and disbursements. Such report shall be distributed to all members of the Assembly within one month (by January 31<sup>st</sup>).
6. The Treasurer shall keep the books open for inspection by the Chair or the State Council at all times, and upon reasonable prior notice where required by the Assembly.
7. The Treasurer shall be bonded for such amounts, and with such company (companies) as may be determined by the Executive Committee.
8. The Treasurer shall provide a monthly financial report to each member of the State Council.
9. The Treasurer shall provide a quarterly financial report to each affiliated congregation.
10. The State Council as needed shall arrange for an independent audit of financial records.

### **Section 7. Past President –**

- A. The immediate Past-Chair shall retain the position as an officer of the Assembly for one (1) year.
- B. In case the immediate Past-Chair of the Assembly cannot serve for any reason, the most recent Past-Chair available, and otherwise qualified, shall fill the office of Past-Chair. In the event no Past-Chair can be found available and qualified to serve, the State Council shall appoint a person to fill the office.
- C. No person may serve in another position on the Executive Committee and hold the office of Past-Chair at the same time.
- D. Duties—
  1. The Past-Chair shall be a member of the State Council.
  2. In the event both Chair and Vice Chair should be unable to serve in their duties, the Past-Chair shall temporarily serve in their place.

### **Section 8. Executive Committee**

- A. Membership: The Officers of the Assembly shall constitute the Executive Committee (see ARTICLE IV. Section 1) and they shall function in their respective capacities as Officers of the Executive Committee.
- B. Meetings—
  1. The Committee shall meet as frequently as need demands; it may transact business by telephone, mail, or other expedient means.
  2. For quorum, see ARTICLE VI. Section 2.
- C. Duties—



1. It shall do those things specifically assigned to it by these By-Laws, the Assembly, or the State Council.
2. It shall be the legal representative of the Corporation between regular or special meetings of the Assembly's State Council.
3. Whenever the situation develops which requires State Council or action, the Executive Committee may consult together and make recommendation or proposal to the Council. The Council's action may be secured by meeting, telephone, or the most expedient means suitable to the matter under consideration.
4. It shall prepare an annual budget request (in detail) and present it to the budget Committee, and shall incur no financial obligations except as may be covered by approved budgets, its reserve funds or resources, or by special action of the Assembly or the State Council. It shall be responsible to initiate budget planning and for preliminary work on those parts of the budget which may not be the specific responsibility of another Board or Committee.

## **ARTICLE V — MEETINGS**

### **Section 1. Annual Assembly Meeting –**

- A. The Annual meeting of the Assembly shall be determined by the State Council and shall be held in the last quarter of the year or in January of the new year.
- B. Written notice of such meeting shall be given not less than ten (10) days nor more than thirty (45) days before the date of the meeting to all persons on the Register of Voting Members.

### **Section 2. Special Meetings of the Assembly –**

- A. Special meetings of the Assembly may be called by the President, the State Council, or upon the written request signed by one-tenth (1/10) of the members of the Assembly and presented to any officer of the Assembly or the Chairman of the State Council.
- B. Such request must state the purpose for which such meeting is desired.
- C. Written notice of such meeting, giving the date, place, hour and purpose(s) shall be given to all persons on the register of Voting Members not less than ten (10) days nor more than thirty (45) days before the date of the meeting.
- D. Only such items of business as are stated in the notice of the meeting shall be considered at a special-called meeting of the Assembly.

### **Section 3. State Council Meetings –**

- A. The State Council shall meet as required in these By-Laws as approved by the Assembly.
- B. Unless otherwise ordered by the Assembly, the State Council or the Executive Committee, the State Council shall meet quarterly, at the place, date and hour set by the Executive Committee, notice to be given to each member at least seven (7) days in advance. It may meet as frequently as need demands and may schedule regular meetings at such intervals as it deems necessary; it may transact

business by telephone, by zoom or its equivalent, or in writing, when expedient, with the results to be reported and recorded in the official minutes of the Council.

- C. Special meetings of the Council may be called by the Chair when needed on a seven (7) day notice.
- D. Emergency meetings may be called by the Chair by telephone or telegram on twenty-four (24) hour notice.

#### **Section 4. Board and Committee Meetings –**

Boards and Committees shall meet as required to fulfill their duties, as stated in the General Assembly By-Laws.

#### **Section 5. Vote by Mail –**

When deemed necessary and appropriate, and when approved by a two-thirds (2/3) vote of the State Council, business (including elections) may be submitted to the members of the Assembly for a vote by mail.

### **ARTICLE VI — QUORUM**

#### **Section 1. Quorum for the Assembly –**

- A. A majority of the qualified voters (members) of the Assembly as shown on the register of Voting Members shall constitute a Quorum at all meetings of the Assembly.
- B. A majority of the votes cast are required to carry an item of business, unless a larger percent is required by law, or by these By-Laws.

#### **Section 2. Quorum for Boards and Committees, and State Council**

- A. A majority of the voting membership of any and all Boards, Committees, and Council of the Assembly shall constitute a quorum for that group.
- B. A majority of the votes cast shall decide any item of business unless a larger percent is required by law or by these By-Laws.

### **ARTICLE VII — QUALIFICATIONS**

**Section 1.** All members, and all Officers, Board, Committee or Council members of the Assembly shall be of Genuine Maturity, Christian Character and Integrity. Each person presented for office must be an active participant of the Church of God.

**Section 2.** So long as the above qualification is observed, and unless otherwise specifically stated in these By-Laws, all members of this Assembly, and any person in good standing as a member of an affiliated congregation, shall be eligible for nomination for, or appointment to, any Office, Board, or Committee of the Assembly.

**Section 3. Members –** Officers and Board and Committee members of this Assembly must be eighteen (18) years of age or older.

## ARTICLE VIII — ELECTIONS AND TERMS OF OFFICE

**Section 1.** The initial officers and directors of the Assembly, elected on September 11, 1965 shall serve until January 1, 1967 or until their successors are elected, whichever is later. Subsequent terms shall be as stated in Section 2.

**Section 2.** Unless otherwise specified in these By-Laws, all terms of office for officers, regular board and Committee members, shall be for three (3) years for until their successors are elected, whichever is later. Such terms shall begin immediately following election in January and continuing until next Annual Meeting of the Assembly.

**Section 3.** All positions to be filled by election by the Assembly shall take place at the Annual Meeting of the Assembly.

**Section 4.** The fiscal year for the Assembly and all its Boards and Committees, shall be the calendar year – January 1 through December 31.

**Section 5.** No person shall hold more than two (2) elective positions in the Assembly at any one time.

**Section 6.** No person shall be elected to serve for more than two (2) consecutive terms in one position. For the purpose of this section, the President, Vice President and Past-President shall be considered one three-year term.

**Section 7.** All Assembly elections shall be by secret ballot.

**Section 8.** All Boards and committees shall meet as soon as possible following the Annual Business Meeting of the Assembly to elect officers for the new year.

## ARTICLE IX — STATE MINISTER

**Section 1. Selection** – Any State Minister employed for the purpose of coordinating the state work shall be secured as follows:

- A. The State Council shall appoint the State Minister for the year 1967 to be ratified by the Assembly in September, 1966 and thereafter the Executive Committee shall recommend to the State Council a person, or persons, a job description, condition of work, salary, term of office, etc.
- B. The Council shall receive the recommendation and report of the executive Committee concerning the selection and hiring of such person(s), the job description, salary, duties, term, etc. When the Council has made a selection it shall present that person to the Assembly for ratification.
- C. The Assembly must ratify the person(s) before it becomes official.

**Section 2.** The State Minister's terms of office shall not exceed five (5) years and shall be presented to the Assembly for approval (ratification) each time the Officer is reappointed.

**Section 3.** The State Minister shall be responsible to the Executive Committee and through them to the Council and the Assembly.

**Section 4.** The job description, as worked out by the Executive Committee and the Council, shall delineate responsibilities including the administrative and promotional functions and clearly delineate the individual prerogatives and limitations, if any.

Section 5. The State Minister by virtue of their office shall serve on the State Council and is welcome to serve on all Boards and Committees of the Assembly as needed.

## **ARTICLE X -- STATE COUNCIL (BOARD OF DIRECTORS)**

**Section 1. Membership** – The State Council shall be composed as follows:

- A. Voting Members -- The total number of voting members shall be ten (10) namely:
  - 1. Seven (7) members elected AT LARGE by the Assembly as follows:
    - a. The five (5) members of the Executive Committee (see ARTICLE IV, Section 1) who are the Officers of the Assembly.
    - b. Two (2) additional members elected AT LARGE (directly) by vote of the Assembly for three (3) year terms, except that initially the terms shall be so arranged that approximately (as nearly as possible) one-third (1/3) of the terms shall expire each year.
  - 2. Three (3) members shall assume their position as voting members of the State Council by virtue of their election to the following positions within the Assembly: *Changes*
    - a. Chair, Board of Christian Education
    - b. Chair, Chula Vista Board
    - c. Chair, Alabama Ministers Fellowship

**Section 2. Officers** -- The Officers of the Assembly shall serve as the Officers and Executive Committee of the State Council (Board of Directors) in their respective capacities.

**Section 3. Meetings** -- (As state in ARTICLE V. Section 3)

**Section 4. Duties and Responsibilities** –

- A. The State Council shall be the Board of Directors for the Assembly, and shall do those things required of it by law as trustees of the Corporation, including the borrowing and repayment of funds. The term “State Council” and “Board of Directors” may be used interchangeably.
- B. It shall be agent for the Assembly in the selling or purchasing of property, equipment, etc., as may be specifically approved by the Assembly, or in accordance with budget and policy approved by the Assembly.
- C. It shall be legally and administratively responsible for looking after any properties owned by the corporation which are not specifically assigned to the responsibility of some other Board or Committee of the Assembly of the Assembly by these By-Laws or by the Assembly; and may appoint such Committees, managers or agents as shall be necessary for same.

- D. It shall report its activities and accomplishments to the Assembly; and shall likewise recommend to the Assembly – or to any Board, Committee, or group of the Assembly -- such action or policy as it deems advisable, wise, prudent, and in the best interest of the Church of God in Alabama.
- E. It shall fill vacancies by appointment which may occur in the officers of the Assembly and ‘members at large’ of the Council; and also vacancies on any Board or Committee of the Assembly whose By-Laws do not make provision for same.
- F. It shall be responsible for coordinating the total state program and work; and give attention to any matter which does not properly fall within the assignment or responsibility of some other Board, Committee or group of the Assembly.
- G. It shall work on long-range planning for the cooperative work of the Assembly and of the Church of God in Alabama and recommend appropriate action to the Assembly for approval and implementation; recommendations may also be made to Boards, Committees and groups of the Assembly and to local congregations for their consideration and implementation when it is deemed appropriate.
- H. It shall prepare a budget for presentation to the Assembly and adjust the budget during the course of the year if it should become necessary. (See ARTICLE XI – Budget Committee.)
- I. It shall make nominations for membership on the Business Committee; such ballot to be presented and voted on in the Annual Meeting of the Assembly.
- J. It shall function in the selection of a State Minister as stated in ARTICLE IX.
- K. It shall be responsible to form temporary Boards or Committees when deemed necessary to further the work of the Assembly
- L. It shall do such other things as may be specified in these By-Laws, or as may be ordered or approved by the Assembly.

### **ARTICLE XI — BUDGET COMMITTEE**

**Section 1. Membership** – The State Council shall serve as the Budget Committee of the Assembly; with the Executive Committee being responsible to initiate budget planning and for preliminary work on those parts of the budget which may not be the responsibility of another Board, Committee or group.

**Section 2. Duties** –

- A. To prepare a budget and present it to the Assembly for adoption at its Annual Meeting and to adjust the budget during the course of the year if it should become necessary.
- B. When the budget has been reached within any fiscal year, and surplus funds above that which has been budgeted will be kept in the Assembly’s treasury to be allocated by the State Council, or it may be retained for the next fiscal year’s budget.
- C. Should any emergency arise which requires immediate action, the Executive Committee may take such action as it deems appropriate; but, such action must immediately be reported to, and the sustained by State Council.

## ARTICLE XII — BUSINESS COMMITTEE

### **Section 1. Membership –**

- A. The Business Committee shall consist of four (4) members.
- B. The original Committee, to serve for the meeting in September 1966, shall be appointed by the Board of Directors; and the Board shall make nominations for those to be elected in 1966 and start serving January 1, 1967 by alternating years and serving three year terms
- C. Subsequent nomination for this Committee shall be made by the State Council.

**Section 2. Officers –** This Committee shall elect from their number a Chair, and such other officers as they deem necessary, whose term of office shall be for one (1) year, or until their successors are elected, whichever is later.

### **Section 3. Meetings –**

They shall meet as required to fulfill their duties as outline in these By-Laws.

### **Section 4. Duties –**

- A. To serve as a nominating committee, and present a ballot with two or more nominees for each vacancy to be filled by election in the Assembly; unless otherwise specifically provide for in these By-Laws. (See ARTICLE XII. Section 1. B.; D.) However, it shall be permissible, if the Committee deems it advisable, where two or more members are to be elected to a Board or Committee for the same number of years to present a list of nominees with persons receiving the highest number of votes filling the vacancies; provided the list contains more names than there are vacancies to be filled.
- B. The various Boards and Committees will be permitted to suggest names for nomination to their Board or Committee, but this Committee is not obligated to place such names on the ballot.
- C. Nominees must be at least eighteen (18) years of age, and meet the conditions set forth in ARTICLE VII.
- D. All elections shall be by secret ballot.
- E. This Committee shall serve as a Steering Committee for the Business Sessions of the Assembly, screening the business to come before the Assembly, and otherwise assisting the President as the President may request.
- F. They shall be responsible to frame such resolutions as may be necessary, and to present business in such a manner as will facilitate the work of the Assembly.
- G. All resolutions presented from the floor of the Assembly shall automatically be referred to the Business Committee for consideration. However, the Assembly may, by a two-thirds (2/3) vote choose to consider a resolution without it going to the Business Committee; or one which the Business Committee has not seen fit to present to the Assembly.
- H. This Committee shall be responsible to and cooperate with the State Council.

- I. It shall prepare an annual budget request (in detail) and present it to the Budget Committee; and shall incur no financial obligations except as may be covered by approved budgets, its reserve funds, or resources, or by special action of the Assembly, or the State Council.

### **ARTICLE XIII – CHULA VISTA BOARD**

**Section 1. Membership** – The Chula Vista Board shall consist of five (5) persons as follows:

- A. Four (4) persons shall be elected by the Assembly. They will be elected on alternating years so that there is continuity from those staying on the Board.
- B. The Chula Vista Manager will serve on this committee. This person will not have a vote on any decisions concerning their pay compensation.
- C. All elected positions will be for three (3) year terms. One of the elected members will serve as Chair.

**Section 2. Officers of the Board** –

- A. The Board shall elect from among its members a Chairman, Vice-Chairman, and Secretary and such other officers as may be deemed necessary (so long as it is not in conflict with General Assembly By-Laws) as soon as practical following the Annual Meeting of the Assembly.
- B. The terms of office for Board officers shall be one (1) year (January 1 – December 31) or until their successors are elected, whichever is later.
- C. Their duties as officers shall be those which usually pertain to such office or responsibility (*see Roberts Rules of Order. Revised*) and such as may specifically be assigned by this Board.

**Section 3. Meetings** –

- A. This Board shall meet as frequently as need demands; it may schedule regular meetings as it deems necessary, and may transact business by telephone, in writing, or other expedient means, when the situation requires it.
- B. See ARTICLE VI. Section 2, for quorum.

**Section 4. Organizational Structure** –

- A. The General Assembly maintains legal ownership for Chula Vista Christian Camp and Conference Center.
- B. The Chula Vista Board serves under the direction of the State Council. The Chula Vista Board is subject to the provisions of these By-Laws and the directions of the Assembly and the State Council.

**Section 5. Responsibilities** –

- A. It shall serve as the Management Board for Chula Vista and its operations; subject to the provisions of these By-Laws, and as may otherwise be determined by the Assembly or the State Council.
- B. It shall be responsible for the maintenance and operation of the Camp and its facilities and equipment. It shall do this through authorized sub-committees, agents, managers, caretakers, or employees. It shall be responsible for appointing, employing, or otherwise securing such personnel consistent with budgets and policy approved for same by the Assembly or the State Council, and shall write job description for the same.
- C. It shall see that careful and accurate records are kept of camp use.
- D. The Board shall set fees or charges for rental or use of such facilities and such fees shall be in accord with policy approved by the Assembly or State Council and subject to review and adjustment by either.
- E. The Chula Vista board shall endeavor to work closely with the Campmeeting Program Committee and the Department of Camping of the Board of Christian Education to ensure that the best results possible from their programs; it shall also seek to make the camp serve the needs of the total state program and local congregations of the Church of God in Alabama in every way possible.
- F. It shall oversee Chula Vista funds through the Treasurer elected annually by the Board.
- G. It shall report its activities and accomplishments to the Assembly; and shall likewise recommend to the Council and the Assembly such policy, action, development plans, etc., as it deems advisable, desirable, necessary or in the best interest of both the camp and the Church of God in Alabama; all of the above subject to the approval of the Assembly or the State Council.
- H. It shall prepare an annual budget request (in detail) and present it to the Budget Committee; and shall incur no financial obligations except as may be covered by approved budgets, its reserve funds, or resources or by special action of the Assembly or State Council.

**ARTICLE XIV — CAMPMEEETING PROGRAM COMMITTEE**

**Section 1. Membership –**

- A. This Committee shall consist of four (4) members.
- B. Hereafter, all member positions shall be staggered terms. Each person elected shall be for three (3) year terms.

**Section 2. Officers --**

They shall elect from their number a Chair and such other Officers as they deem necessary, for one year terms.

**Section 3. Meetings –**



They shall meet as required to fulfill their duties as outline in these By-Laws

**Section 4. Duties –**

- A. To attend to all matters necessary in scheduling the use of facilities and planning and carrying out Alabama State Campmeeting which is to be held during the summer or fall of each year. This date can be changed by the State Council.
- B. To secure speakers and workers for the Meeting, so far as program is concerned.
- C. To attempt to keep main speaker scheduled for at least three (3) years in advance.
- D. Consistent with approved budgets, they shall set honoraria, fees, wages, expenses, etc., for speakers, workers, and Campmeeting program expense.
- E. They shall consult with the Executive Officer of all Boards and groups that relate to Campmeeting as they make plans for Campmeeting.
- F. They may appoint other committees to be responsible for specific aspects of the Campmeeting such as music, ushers, altar counselors, etc.
- G. They shall arrange for advance publicity and promotion of the Campmeeting by the printing and distribution of programs and in other ways as may be deemed appropriate.
- H. They shall be responsible to the State Council.

**Section 5. Finances –**

- A. Offerings received during the week of State Campmeeting shall go directly to the General Assembly Checking Account to offset the cost of Campmeeting.
- B. The Committee shall prepare an annual budget request (in detail) and present it to the Budget Committee; and shall incur no financial obligations except as may be covered by approved budgets, the Committee's reserve funds, or resources, or by special action of the Assembly or State Council.

**ARTICLE XV — BOARD OF HOME MISSIONS AND KINGDOM BUILDERS**

**Section 1. Membership –**

This Board shall consist of four (4) members: two (2) members to be ministers and two (2) members to be layperson.

- A. All members shall be elected by the Assembly and shall take office immediately following election in January; and shall serve for terms of three (3) years. Terms shall be staggered so that no more than one minister and or one layperson will be voted on in a given year
- B. No layperson nor pastor of a project supported by the Board of Home Missions and Kingdom Builders shall be eligible to serve on this Board.

## **Section 2. Officers --**

The Board shall elect their own officers from their number annually in accordance with these By-Laws.

## **Section 3. Meetings –**

This Board shall meet as needed to fulfill their duties and as provided by these By-Laws.

## **Section 4. Purpose and Duties –**

- A. General Purpose. To help in starting new congregations of the Church of God in Alabama; to give guidance and support to these new works to the end they may become self-supporting; to evaluate calls for help from weak works; to carry on an active and progressive promotional program for the extension of the work of the Church of God in Alabama.
- B. To act as an advisory committee, through its counsel and referral services in matters of finance, church buildings, church By-Laws, building fund campaigns, stewardship, etc., when called upon by any pastor and/ or congregation.
- C. It shall provide the basis for a continuing program of surveys, locations for prospective new works, anticipated population expansion, to investigate and evaluate any calls for assistance in helping new state congregations and/or helping existing churches and their needs of whatever type.
- D. It shall select the place(s) where new works are to be started, the personnel for such works, and make all other arrangements for the beginning and establishment of new works. The Assembly shall approve of locations and budget for new works before the Board actually begins them, or renders assistance to them.
- E. Budget.
  1. Both the prorated and the Kingdom Builders portion of the Budget shall be prepared and presented to the Budget Committee, and ready for approval by the Assembly at its Annual Meeting prior to the year the Budget is to be effective, in accordance with these By-Laws and their Manual of Operations.
  2. Both the prorated and the Kingdom Builders portion of the Budget shall carry full information as to aid for existing churches, and the place, or places, that new works are being planned.
- F. Finances.
  1. This Board shall receive and/or administer prorated and designated funds allocated from the State Budget in accordance with its approved policy and Budget, to support and aid in conservation and extension work of the church in the state.
  2. It shall promote Alabama Kingdom Builders, securing individual and/or group pledges for funds to be used exclusively in helping start and establish new congregations in the state.
  3. It may appoint a special committee, from the membership of the Board, with the authority to promote the funds for the Kingdom Builders portion of the Budget.
  4. It shall prepare an Annual budget request (in detail) and present it to the Budget Committee; and shall incur no financial obligations except as may be covered by approved budgets, its reserve funds or resources, or by special action of the Assembly or State Council.

## ARTICLE XVI – BOARD OF CHRISTIAN EDUCATION

### **Section 1. Membership –**

- A. This Board shall consist of five (5) members.
- B. Three (3) members elected by the assembly. One (1) person each year so that the positions are staggered while serving three year terms. The other two (2) members shall consist of the Youth Advisor to the State and the Camp Coordinator

**Section 2. Officers –** The Board shall elect from their elected members a Chair, Vice-Chair and Secretary for a term of one (1) year following the annual Meeting of the Assembly.

**Section 3. Meetings –** The Board shall meet as needed to fulfill their duties as required by these By-Laws.

### **Section 4. Purpose and Duties –**

- A. To study, plan, promote and strive to improve all phases of Christian Education work in the state.
- B. To channel the work of the Board through the departments of (1) Adult and Leadership Education, (2) Youth fellowship, (3) Children’s Work, (4) Camping and (5) Family Life.
- C. The organization and duties of the Board and its departments shall be set forth in their Manual of Operations.
- D. It shall prepare an Annual Budget request (in detail and by department) and present it to the Budget Committee; and shall incur no financial obligations except as may be covered by approved budgets, its reserve fund or by special action of the Assembly or State Council.

## ARTICLE XVII – RELATED AUTONOMOUS GROUPS

**Section 1. Minister’s Fellowship.** The voting members of the Alabama Ministers Fellowship of the Church of God shall be members of this Assembly as per Paragraph 4 -- (a) of the Articles of Incorporation. The Minister’s Fellowship shall be concerned with the study and development of professional disciplines and other concerns relating to spiritual growth and enrichment, etc. It shall be responsible for the credentials and Ordination of ministers, and through its Credentials and Advisory Committee, to provide for advisory services to churches and pastors concerning spiritual matters. It shall be represented on the State Council by its executive officer.

**Section 2. WCG -- Alabama Women of the Church of God** shall be considered and seek to be, an integral and vital part of the state work and program. It shall be concerned with those matters as outlined in its By-Laws and with providing a means whereby the women may make a vital contribution to the work of the Kingdom of God at home, on the state level, nationally and abroad. It shall be represented on the State Council by its executive officer.

## **ARTICLE XVIII – PARLIMENTARY REGULATIONS**

**Section 1. Robert’s Rules of Order (Revised)** shall be the accepted authority for parliamentary procedure, wherein it is not inconsistent with the Articles of Incorporation or By-Laws of this assembly, or with civil code in Alabama.

**Section 2. Parliamentarian** -- If possible a competent Parliamentarian shall be named by the President to assist on the more technical aspects of parliamentary procedure. The parliamentarian shall have ready a copy of *Roberts Rules of Order (Revised)* furnished by this Assembly. This appointment shall be only for the meeting at which this person is appointed to serve.

## **ARTICLE XIX – ORDER OF BUSINESS**

**Section 1.** The order of business for meetings of this Assembly shall be as follows:

1. Prayer, Devotional and or Worship.
2. Roll Call, if needed.
3. Reading of the Minutes of previous meeting and their approval (unless they have been assigned to reading committee following the last meeting).
4. Reports of officers and employees.
5. Reports of standing boards and committees (including elections).
6. Reports of special committees.
7. Unfinished Business.
8. New business and resolutions
9. Adjournment.

**Section 2.** If the Assembly desires to transact business out of its order, it may do so by bringing it to the floor by a two-thirds (2/3) vote.

## **ARTICLE XX – AMENDMENTS**

**Section 1. Amendments to the By-Laws –**

- A. The By-Laws may be amended by a two-thirds (2/3) majority vote of those members present and voting at any regular meeting of the Assembly.
- B. Except that, no amendment shall be adopted on the same day on which it is first proposed.
- C. However, when proposed amendments are first approved by the Board of Directors (State Council) and copies mailed to all members having voting rights in the Assembly, along with a notice of the meeting (see ARTICLE V. Section 2.) the Assembly may proceed to act on the proposed amendment without delay.

**Section 2. Amendments to the Articles of Incorporation –**

- A. To amend the Articles of Incorporation, the Board of Directors (State Council) shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a regular meeting of members having voting rights. Written or printed notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given (or may be

mailed) to each member entitled to vote at such meeting not less than ten (10) days nor more than thirty (30) days prior to said meeting.

- B. It must receive at least two-thirds (2/3) of the votes entitled to be cast by members present at such meeting.
- C. Provisions of Section 1.B. and C. of this ARTICLE also apply here.

**Section 3. Amendments to By-Laws and/ or Manuals of Operation of Boards and committees of the Assembly --**

- A. Boards having By-Laws of their own shall have their original By-Laws approved by this Assembly; subsequent amendments to such By-Laws shall be subject to ratification by this Assembly before becoming effective; or this Assembly may initiate such amendments if it deems it advisable with Section 1. Applying.
- B. Manuals of Operation to provide for a more detailed statement of policy and operational procedure for Boards and Committees can be written and shall require the approval of the Executive Committee and ratification by the Council. Subsequent modifications and changes shall first be approved by the Executive Committee and ratified by the Council before becoming effective.

**ARTICLE XXI – REMOVAL FROM OFFICE**

**Section 1.** Any officer, director, board or committee member, agent or employee may be removed by the persons authorized to elect, appoint or hire to such office or position, for failure of duty, incompetence, disobedience, moral or doctrinal aberrations, for any other just cause or whenever in their judgment the best interest of the Assembly and of the church will be served thereby, by a two-thirds (2/3) vote of the members present and voting, provided all members of the group having voting rights have been notified of the meeting in accordance with provisions of these By-Laws; but in no case shall such a special meeting for this purpose be called on less than seven (7) days notice.

**Section 2.** The Secretary or the Chairman of the group shall send the person in question written notice to appear before the group at the time appointed, and shall at the same time furnish that person with a copy of the charges, if any. A failure to obey the summons is cause enough for summary expulsion.

**Section 3.** The moral conviction of the truth of the charge is all that is necessary to find the accused guilty of the charge(s).

**Section 4.** When one has been removed from office as per this ARTICLE, duties and privileges cease at once, unless the resolution calling for dismissal states a later date and time.

**Section 5. Removal from Office for Simple Disinterest or Failure to Attend Meetings**

- A. If a person who has been elected by the General Assembly (or appointed to fill a vacancy in such elective position) should be so disinterested as to fail to attend meetings of said Board or Committee, or of the General Assembly; or if situations change to prevent attendance, the Board or Committee may, as its discretion by a two-thirds (2/3) vote, request a resignation.

- B. Such request shall be put in writing and sent to the inactive member (with a copy going to the Assembly Secretary) and the member shall have thirty (30) days to reply in writing. If no reply is received within said thirty (30) days, the office shall be declared vacant, and the Board or Committee shall report same to the State Council and request the vacancy to be filled by appointment.
- C. If the inactive member should refuse (or decline to resign) the Board may request a review by the State Council, and after due consideration, the State council shall decide the matter, and its decision shall be final.
- D. If the inactive member feels unjustly charged by the Board, the member may request a review by the State Council, and after due consideration the Council shall decide the matter, and its decision shall be final.

Duly approved this 18<sup>th</sup> day of March 1966, and adopted by the Board of Directors as required by law.

(signed) George D. Blackwell, Jr., President

(signed) Donald E. Talley, Secretary

--Amended at Annual Business Meeting September 6, 1975, and shall supersede all previous copies of Articles of Incorporation and By-Laws of the General Assembly of the Church of God in Alabama, Inc.

-Reprinted January 1, 1976

--Amended at Annual Business Meeting, September 8, 1984, and shall supersede all previous copies of Articles of Incorporation and By-Laws of the General Assembly of the Church of God in Alabama, Inc.

-Reprinted January 11, 1986

--Amended at Annual Business Meeting, January 9, 1993, and shall supersede all previous copies of Articles of Incorporation and By-Laws of the General Assembly of the Church of God in Alabama, Inc.

-Reprinted May 3, 1993

--Amended at Annual Business Meeting, January 10, 1998, and shall supersede all previous copies of Articles of Incorporation and By-Laws of the General Assembly of the Church of God in Alabama, Inc.

--Amended at Annual Business Meeting, January 19, 2000, and shall supersede all previous copies of Articles of Incorporation and By-Laws of the General Assembly of the Church of God in Alabama, Inc.

-Reprinted July 1, 2000

--Amended at Annual Business Meeting, November 5, 2022 and shall supersede all previous copies of Articles of Incorporation and By-Laws of the General Assembly of the Church of God in Alabama, Inc.

-Reprinted November, 2022