

LIVING WATERS ASSOCIATION OF THE ABCNYS
CONSTITUTION

Recognizing a need for fellowship and mission which we as individual American Baptist Churches cannot completely fulfill by ourselves, we are banding together as the Living Waters Association of the American Baptist Churches of New York State (ABCNYS) so that we may respond more effectively to the call of God to be the Body of Christ.

ARTICLE I – Purpose

The purpose of the Living Waters Association is to help make disciples of Jesus Christ. This will be accomplished by:

1. providing Christian fellowship and interaction among churches
2. partnering with one another in healthy church growth
3. practicing Christian mission within the Association and beyond

ARTICLE II – Membership

Section 1 — Membership

- a. The membership of the Association shall consist of American Baptist churches located in the southern tier counties of New York State, as well as adjacent geographical areas.
- b. Exceptions to Section 1 (a) above may be made by the Assembly of Delegates of the Association on a case-by-case basis.
- c. Membership in the Association shall imply that a church also desires membership in the American Baptist Churches of New York State (ABCNYS), within which the Association exists. Churches may not become members of the Association without also becoming or intending to become part of the ABCNYS.
- d. Once a church has been admitted to the Association, membership in the Association shall be considered to be continuous unless or until the Association takes an action of dismissal, a church withdraws from Association membership, or a church ceases to exist.

Section 2 — Admission to Membership

- a. Churches that desire membership in the Association shall submit a written application to the Assembly of Delegates of the Association. A majority vote of the Assembly of Delegates shall determine candidacy for admission to the Association, provided that written notice indicating the intent to vote upon the question be provided members of the Assembly of Delegates at least one month in advance.

b. Any negative action of the Assembly of Delegates in determining candidacy for admission to the Association may be appealed to the Association as a whole at an Annual or Delegate's Meeting of the Association, provided that one month's written notice be given to the Moderator of the Association or to a member of the Assembly of Delegates and that the Association's churches be notified of the appeal in writing at least one month in advance. The action taken by the Association's delegates shall determine that church's membership in the Association.

c. If candidacy is affirmed by the Assembly of Delegates, membership in the Association shall be determined by the Association's delegates at the next Annual Meeting of the Association or at any subsequent Delegate's Meeting of the Association.

d. Churches that desire to be part of the Living Waters Association shall meet the minimal qualifications for a Cooperating Church in the ABCUSA as expressed in Rule 5.1.1 of the "Standing Rules of the American Baptist Churches in the U.S.A. as Amended Effective June 2007."

Section 3 — Dismissal from Membership

a. Churches may be dismissed from membership in the Association upon a majority vote of the Association's delegates at an Annual Meeting or at a properly scheduled Delegate's Meeting of the Association, provided that (1) the Assembly of Delegates of the Association has first determined by motion and majority vote that there are substantial reasons to warrant the dismissal, and that (2) a written notice indicating the intent to vote upon the question be provided to the local church and to the churches of the Association at least two months in advance of meeting at which the proposed action may be taken.

b. Actions taken by the delegates of the Association at a properly scheduled meeting of the Association shall be considered final.

c. Churches that have been dismissed from membership may reapply for membership in the Association after one (1) year has elapsed from the point of dismissal.

Section 4 — Withdrawal from Membership

a. A church may withdraw from the Association upon providing the Association with a written notice indicating that the church has officially taken such action.

b. The closure of a church within the Association shall constitute a withdrawal from Association membership, the date of closure constituting the date of withdrawal from the Association.

c. The date upon which notice of action taken in Section 4 (a) above has been received by the Secretary of the Association shall be recorded by the Secretary of the Association, and that date shall become the official date of withdrawal from the Association. The Secretary of the Association shall notify a church withdrawing from the Association of the receipt of

such written notice; if a church has closed, the Secretary of the Association shall make an effort to communicate with any person who was once a member of the closed church.

d. The Secretary of the Association shall send a letter to the appropriate Regional office, along with copies any written documentation, indicating that said church has withdrawn from the Association.

e. Churches that take the following actions shall be considered to have withdrawn from the Association regardless of any communications with the Association:

- 1). Leaving the denomination in order to become an "independent" church
- 2). Joining another denomination, apart from federation or dual alignment, or federating or aligning with another denomination in such a way as to compromise the minimal qualifications for a Cooperating Church as outlined in the Standing Rules of the American Baptist Churches in the U.S.A., Rule 5.1.1.
- 3). Joining another Regional organization within the denomination

f. Churches taking the actions outlined in Section 4 (e) above will be considered to have withdrawn from the Association upon the date the action was taken as nearly as can be determined by the Secretary and the Assembly of Delegates. The Secretary of the Association shall communicate in writing with the Regional office that such action has occurred.

ARTICLE III – Governing Body

The Association shall be governed by an Assembly of Delegates which will consist of delegates from each association church, one of whom may be a professional church leader, pastor, or person acting in the role of a local church pastor, and representatives from auxiliary organizations.

1. Each church within the association shall be entitled to three delegates to the association.
2. One of the delegates shall be the stated pastor of a church belonging to the association, one of the co-pastors of an association church, or a person considered by an association church to act in the role of a pastor.
3. In addition to the person identified by the local church as a delegate under section 2 (above), the church shall be entitled to two other delegates.
4. All delegates to the association shall be members of an association church.

ARTICLE IV – Executive Committee

The Executive Committee will plan the agenda for Assembly of Delegates and coordinate dates and projects among the standing and ad hoc committees. It will be responsible for the ongoing work of the association between Program Board meetings.

1. The Executive Committee shall consist of the moderator, assistant moderator, secretary, treasurer, chairs of the standing committees and chairs of any active ad hoc committees.
2. The Executive Committee shall meet at least once prior to each Assembly of Delegates meeting to plan the agenda for that meeting and to conduct any other business that may be required.
3. The Executive Committee shall have such other responsibilities as the Assembly of Delegates shall assign to it.

ARTICLE V — Meetings of the Association

Section 1

Inasmuch as conditions allow, the Living Waters Association shall have an Annual Meeting as well as a Delegates Meeting and such other meetings as the Executive Committee of the Association shall consider necessary to carry on the business of the Association.

Section 2

Meetings of the Association shall be announced at least one month in advance.

Section 3

Any meeting of the Association may be conducted virtually, providing that proper notice has been given to churches at least one month in advance (Section 2) and that provisions have been made to allow for the full participation of Delegates in the meeting and to record motions made and votes taken.

Section 4

The Association may provide for virtual participation in any in-person meetings it may hold, provided that proper announcements have been provided concerning such arrangements and that provisions have been made to allow virtual participants to participate in the meeting and to vote on any issues that arise.

Section 5

The Executive Committee of the Association shall be responsible to set the date, time, and location of any in-person meeting of the Association, as well as to provide for virtual meetings and participation.

Section 6

Any Association meeting may be cancelled by the Moderator of the Association, the Vice-Moderator, or the Executive Committee if current conditions seem to warrant the cancellation. The Moderator shall then communicate the cancellation and the reason for it to each church in the Association.

ARTICLE VI — Quorums for Association Meetings

Section 1

For the conduct of routine business during any meeting of the Association, the Association shall have a minimum of seven churches represented. For the purpose of a quorum, routine business shall be defined to include the adoption of an Association budget, the transfer or expenditure of Association monies, the election of officers, and other business the Executive Committee shall deem routine. Routine business shall not include the dissolution of the Association or the amendment of the Association's governing documents.

Section 2

For the purposes of transacting routine business, the quorum for a virtual meeting shall be the same as that for in-person meetings.

Section 3

For the purpose of establishing a quorum, virtual participants who represent the Association's churches shall be counted as being "present" at the meeting, provided that arrangements for their full participation have been made.

ARTICLE VII — Dissolution of the Association

Section 1

The Living Waters Association of the ABCNYS may be dissolved by a vote of 2/3rds of the Association's delegates at any regularly scheduled Annual Meeting of the Association. A quorum of at least half of the active member churches belonging to the Association shall be represented at a vote to dissolve the Association. An active member church is a church that has donated to the Association during the past year or has been represented by at least one delegate at an Association meeting during the past year.

Section 2

Notice of the intent to vote to dissolve the Association as well as the time, place, and date of the Annual Meeting shall be mailed by the officers of the Executive Committee of the

Association to the churches belonging to the Association (and conveyed to churches by any other convenient means) more than sixty (60) days prior to the Annual Meeting of the Association.

Section 3

In the event that a vote to dissolve the Association succeeds, any monetary assets the Association may possess, including real assets, equipment, and other tangible assets (or the value of the same, if sold), shall be conveyed by the Treasurer of the Association within the next ninety (90) days by all convenient means to the American Baptist Churches of New York State; to any non-profit religious organization or corporation that shall happen to succeed the American Baptist Churches of New York State; or, in the event that no such organization serving the American Baptist Churches of New York State exists, to the American Baptist Churches in the U.S.A., or to a successor organization. If the Treasurer of the Association is unable to fulfill this task, the Moderator of the Association, the Secretary of the Association, or another member of the Association's Executive Committee shall do so.

Section 4

The Linnie E. Carmer Fund, which provides scholarship assistance to persons from churches in the Southern Tier of New York State, shall be conveyed upon dissolution of the Living Waters Association of the ABCNYS to a non-profit Baptist organization, whether to the American Baptist Churches of New York State or to some other succeeding organization, that shall be able to maintain the Linnie E. Carmer Fund in accordance with its stated purpose.

Section 5

The Secretary of the Association or any member of the Executive Committee shall convey any existing *Minutes* and records of the Association to the American Baptist Historical Society.

Section 6

It shall be the intent of the Association to follow current New York State Religious Corporations Law, section 140, in the dissolution of the Association. It shall be our policy that the conveyance of any remaining assets of the Association upon dissolution of the Association shall continue the non-profit, religious, and charitable purposes of the Association.

ARTICLE VIII — Amendments

This *Constitution* may be amended or altered upon written notice of the proposed change or changes having been given at a meeting of the Association, with the vote taking place at the next meeting of the Association, provided that at least one hundred and twenty (120) days shall have

intervened between the formal presentation of the proposal and its possible adoption. A minimum of 50% of the member churches must be present, with a two-thirds (2/3rds) majority vote necessary to effect the amendment or change to the *Constitution*. There shall be no proxy votes.

BY-LAWS

ARTICLE I — Assembly of Delegates Membership

1. Delegates from the member churches shall be selected by the member churches. The churches are encouraged to select active delegates and should notify the Association Secretary of their names and provide appropriate contact information.
2. Auxiliary representatives to the Assembly of Delegates shall include the Association's delegates to the ABCNYS Board of Mission, representatives from the American Baptist Women and the American Baptist Men, and any other organizational representatives that the Assembly of Delegates may decide to accept.
3. Auxiliary representatives shall be voting members of the Assembly of Delegates.

ARTICLE II — Responsibilities of the Assembly of Delegates

1. Working with the recommendations of the Executive Committee, the Assembly of Delegates shall have the ultimate responsibility for the program and the mission emphases of the Association.
2. The Assembly of Delegates shall approve of a budget for the Association annually at the Annual Meeting of the Association.
3. The Assembly of Delegates shall approve Minutes of its meetings and Treasurer's Reports.
4. The Assembly of Delegates may appoint ad hoc or standing committees to carry out the work of the Association.
5. Persons appointed by the Executive Committee to represent the Association on ABCNYS Boards, standing committees, or teams, shall be empowered to represent the Association immediately and without delay; however, the Assembly of Delegates shall approve of these representatives at the next meeting of the Association during which business may be transacted.

ARTICLE III — Standing Committees, Task Forces, or Teams

1. The Association Executive Committee shall provide for the following Standing Committees: an Association Committee on the Ministry and an Association Lay Studies

Committee. These Committees shall each have a chair approved by the Executive Committee, and the chair shall provide for the membership of the respective committees.

2. The Association Executive Committee may provide for other Association Standing Committees as needed to handle Association functions. Examples include Missions, Christian Life, and Communications. If such Standing Committees are functioning on a regular basis, meeting at least once a year, they may be represented on the Executive Committee of the Association through the chairs of those Committees.
3. Task forces or Teams may be established to serve in capacities designated by the Executive Committee, meeting for a limited period of time. Task forces or Teams would not be represented on the Executive Committee but would be required to report to the Association Moderator.

ARTICLE IV — Responsibilities of the Executive Committee

1. The Executive Committee will plan the agenda and the program for the meetings of the Assembly of Delegates and will coordinate any programs or projects initiated by ad hoc committees. It will be responsible for the ongoing work of the Association between Assembly of Delegates meetings.
2. The Executive Committee shall consist of the Moderator, Assistant Moderator, Secretary, Treasurer, representatives from auxiliaries (AB Men, AB Women, and AB Youth), and the chairs of any standing and active ad hoc committees. The Association's representative to the Regional Board of Mission shall serve on the Executive Committee, and other persons representing the Association at a Regional level may serve as well. A person who has responsibility for Communication on behalf of the Association, either as a Committee chair or as a person to whom that task has been delegated shall serve on the Executive Committee.
3. The Executive Committee shall meet regularly and at least once prior to each Assembly of Delegates meeting to plan the agenda for the meeting, to initiate and plan for Association programs and ministries, and to conduct any other business that may be required.
4. The Executive Committee shall plan an Annual Meeting of the Association at a church or another convenient location on the fourth Sunday of February each year. The Executive Committee shall oversee the publicity for the Annual Meeting. It shall also plan for any alternative meetings that may be required due to inclement weather.
5. The Executive Committee shall set the dates and locations for any other Assembly of Delegates meetings or other Association events and shall publicize these among the churches.

6. The Executive Committee of the Association shall see that Association meetings and events involve as many churches in the Association as possible, rotating Annual and other meetings of the Association among the churches.
7. The Executive Committee shall serve as the Nominating Committee for the Association or shall delegate that responsibility to a Committee of no less than three (3) delegates of the Association.
8. The Executive Committee shall oversee and provide for a Communications Committee or a Communications person.
9. The Executive Committee shall have such other responsibilities as the Assembly of Delegates may assign to it.
10. The Executive Committee may fill representative positions on the ABC/NYS Board of Mission, standing committees, or teams with members of the Assembly of Delegates, delegates of Association churches, or members of Association churches.
11. The Executive Committee shall regularly review the Constitution and By-Laws of the Association and shall recommend appropriate revisions to the Assembly of Delegates.

ARTICLE V — Terms for Members of the Executive Committee

1. The Moderator of the Association will serve for a two year term and may not succeed himself/herself.
2. The Assistant Moderator of the Association will serve a two year term and may not succeed himself/herself.
3. The Secretary and the Treasurer will each be elected to a two year term and may succeed themselves.
4. The Moderator and Assistant Moderator shall be elected in the same year.
5. The Secretary and Treasurer shall be elected in the same year, but in alternate years from the election of the Moderator and Assistant Moderator.
6. The terms of other members of the Executive Committee shall be continuous in accordance with the responsibilities that placed them on the Executive Committee.

ARTICLE VI — Duties of the Executive Committee Officers Elected by the Assembly of Delegates

Section 1. The Moderator

1. It shall be the responsibility of the Moderator to convene any meeting of the Executive Committee and the Assembly of Delegates and to implement the agenda prepared for these meetings by the Executive Committee.
2. It shall be the responsibility of the Moderator to bring representative vacancies on Regional Boards, committees, or teams to the attention of the Association Executive Committee.
3. The Moderator is the official representative of the Association at any function at which the Association is requested to be represented unless the Assembly of Delegates or the Moderator appoints another person to represent it.

Section 2. The Assistant Moderator

In the absence or inability of the moderator to perform any of the above functions, the Assistant Moderator is authorized to act in place of the Moderator.

Section 3. The Secretary

1. The Secretary is responsible for preparing and distributing copies of the Minutes of all Association business meetings to each church in the Association and specifically to each delegate to the Assembly of Delegates.
2. The Secretary shall take Minutes at Executive Committee meetings and shall distribute them to members of that Committee.
3. The Secretary is responsible for notifying the Executive Committee members of meetings at which their attendance is required, unless the meetings have been regularly scheduled.
4. The Secretary is responsible for notifying the delegates of the Assembly of Delegates of the dates and times for Assembly of Delegates Meetings.
5. The Secretary shall maintain copies of the Association's Minutes as historical records of the Association.
6. The Secretary shall maintain current copies of the Constitution and By-Laws of the Association and shall update that document with any revisions that have been made by the Assembly of Delegates. The dates of updates shall be recorded at the end of the document.

Section 4. Treasurer

1. The treasurer is responsible for collecting all monetary receipts of the Association and disbursing any monies that the Assembly of Delegates and/or the Executive Committee approves.
2. The Treasurer is responsible for maintaining clear and accurate records of all the Association's finances.
3. The Treasurer shall provide periodic written reports to the Executive Committee and a written Report to the Assembly of Delegates at the Annual Meeting of the Association.
4. The Treasurer is responsible for notifying each church of the Association when the Association dues are due and payable and the per capita amount that is currently being requested. This information shall be provided in a business format.
5. The Treasurer will upon the recommendation of the Executive Committee and/or the Assembly of Delegates disburse funds from the Lillie Carmer Fund for educational scholarships.

ARTICLE VII — Criteria for Continued Association Membership

Section 1 — Traditions and Practices

- a. The traditions, practices, and documented purposes or mission statements of a church within the Association shall be in accordance with the minimal qualifications for a Cooperating Church in the ABCUSA as expressed in Rule 5.1.1 of the "Standing Rules of the American Baptist Churches in the U.S.A. as Amended Effective June 2007."
- b. The traditions, practices, and documented purposes or mission statements of a Federated church, community church, or dually-aligned church within the Association shall allow, and provide, for American Baptist polity and practice to the degree that some part of that church's membership is considered to be American Baptist.

Section 2 — Financial Support

- a. An Association's church shall support the Association financially.
- b. Failure to support the Association financially for three (3) years in succession shall prompt an inquiry by the Assembly of Delegates concerning that church's desire to remain within the membership of the Association, the results of the inquiry constituting grounds for dismissal from the Association.
- c. The provision of Section 2 (b) may be waived by the Assembly of Delegates.

Section 3 — Participation

- a. A church within the Association shall participate in the life of the Association by sending the pastor or its delegates to Association meetings and Association events on an annual basis.
- b. If a church becomes unable to participate in the life of the Association by sending the pastor or its delegates to the Association, the church shall at least send an annual letter describing its ministry to the Secretary of the Association.

ARTICLE VIII — Amendments

These By-Laws may be altered or amended at any regular or special meeting of the Association, provided that prior written notice of the proposed change(s) shall have been mailed at least thirty (30) days prior to the meeting to each member church. A minimum of 50% of the member churches must be present, and a simple majority shall effect the change(s). There shall be no proxy voting.

ARTICLE IX — Conduct of Business

All meetings of the Association shall be governed by a current edition of *Roberts Rules of Order*, unless otherwise provided for in these By-laws.

Amended Constitution and By-Laws as adopted at the February 24, 2019, Annual Meeting of the Living Waters Association ABCNYS. *Amended By-Laws*, as adopted at the Delegates Meeting, September 18, 2016. *Amended Constitution and By-Laws* as adopted at the February 26, 2023, Annual Meeting of the Living Waters Association ABCNYS.