



Christian Business Faculty Association

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By-Laws

Article I: Name

The name of this organization is the Christian Business Faculty Association (CBFA).

Article II: Legal Status

The CBFA is a 501 (c) (3) organization registered in the Commonwealth of Pennsylvania, with headquarters in Mount Vernon, Ohio.

Article III: Mission

The mission of the CBFA is to ~~assist and~~ encourage, equip, and engage Christian business faculty in the study, integration, teaching, and application of Biblical truths in service to the academy, students, and the business community.

Article IV: Membership

Section A – Types of Membership

Membership (with voting privileges) in the CBFA is open to college and university faculty members¹ who affirm the following:

- 1) That Jesus Christ is the Son of God and through His atonement is the mediator between God and Man;
- 2) That the word of God expressed in the Bible is inspired by God and is authoritative in the development of Christian faith and practice;
- 3) That the Christian faith has significant implications for the structure and practice of business;
- 4) That developing Christian education for business practice should be undertaken as a cooperative venture of this organization.

Associate membership (non-voting) is available for other individuals who support the mission of the CBFA and affirm these tenets.

Section B – Active Membership

Active membership requires timely payment of annual dues.

¹ Faculty members may be full-time, part-time, or adjunct; current or retired.

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Article V: Board of Directors

Section A – Composition

- 1) The Board of Directors of the Association shall consist of seven elected members (including the Immediate Past Chair) and ~~five-six~~ appointed members. Appointed members include the Secretary, the Treasurer, the ~~Senior Editor~~the Director of Publications, the Program Chair, ~~and the Director of Marketing,~~ and the Director of Conferences.
 - a) The elected directors are voting members of the board
 - b) The Secretary and the Treasurer are voting members of the board
 - c) The ~~Senior Editor~~Director of Publications, the Program Chair, ~~and the Director of Marketing,~~ and the Director of Conferences are non-voting members of the board
- 2) The Executive Committee of the Board of Directors will consist of the Chair, the Vice-Chair/Chair-Elect, and the Immediate Past Chair. The Executive Committee will have the authority to act on behalf of the Board of Directors as specified by the Board of Directors.
- 3) A voting member of the Board of Directors may call for the Board to go into an Executive Session; this session is limited to elected members of the Board.

Section B – Terms of Office

- 1) Elected Directors will serve a single three-year term. This term will be extended one year for the Immediate Past Chair. Two members will be elected each year, and vacancies in other classes will be filled.
- 2) Elected Directors may serve multiple non-consecutive terms.
- 3) If a Director is elected to fill an unexpired term (one or two years), he or she is eligible for reelection to a three-year term.
- 4) The Elected Directors will appoint the Secretary, the Treasurer, the ~~Senior Editor~~Director of Publications, the Program Chair, ~~and the Director of Marketing,~~ and the Director of Conferences to three-year renewable terms.
- 5) The term of office for elected Directors begins immediately following the annual business meeting.
- ~~6)~~ 6) The term of office for the Board Chair, Vice-Chair/Chair-Elect, and Immediate Past Chair begins immediately following the annual business meeting.
- ~~6)7)~~ 7) The term of office for appointed directors begins upon appointment by the elected members of the Board of Directors.

Section C – Procedures

- 1) The Board of Directors will choose its own Chair from among the Elected Directors.
- 2) The Nominating Committee will prepare a slate of candidates for the Board of Directors.
- 3) Elections will occur annually in a manner determined by the Board of Directors.



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Section D – Duties and Powers

- 1) The Board of Directors is responsible for upholding the mission and bylaws of the Association.
- 2) The Board of Directors shall represent and act for the Association in any matters relating to the purposes of this organization.
- 3) The Board of Directors will oversee the development and implementation of the Association’s strategic plan.
- 4) The Board of Directors will define and create positions and assign tasks and responsibilities as specified in the Bylaws and the Strategic Plan.
- 5) The Board of Directors has the authority to define positions and assign tasks and responsibilities as appropriate.
- 6) The Board of Directors has the authority to define specific roles and responsibilities for members of the Executive Committee and for individual directors.
- 7) The Board Chair will preside over all meetings of the Board of Directors and business meetings of the Association and will be the official spokesperson for the Association.

Article VI: Committees

Section A – Standing Committees

- 1) The Nominating Committee
 - a) An Elected Director appointed by the Board Chair will chair the Nominating Committee.
 - b) The Nominating Committee will be comprised of three “at large” members appointed by the Chair of the Nominating Committee and two Elected Directors (one of whom is the Nominating Committee Chair), appointed by the Board Chair.
- 2) The CBFA Awards Committee
 - a) An Elected Director appointed by the Board Chair will chair the CBFA Awards Committee.
 - b) The CBFA Awards Committee will be comprised of at least three “at large” members appointed by the Chair of the CBFA Awards Committee and two Elected Directors (one of whom is the CBFA Awards Committee Chair), appointed by the Board Chair.
- 3) The Accounting Oversight Committee
 - a) The Accounting Oversight Committee will be composed of at least two members approved by the Board of Directors.
 - b) Current Directors may not serve on the Accounting Oversight Committee.
 - c) The Accounting Oversight Committee will provide a financial oversight report to the Association membership at the annual business meeting.

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- 4) The Membership Development and Promotion Committee
 - a) The Director of Marketing will chair the Membership Development and Promotion Committee.
 - b) The Membership Development and Promotion Committee will be composed of at least one elected director and other members as determined by its Chair.
- 5) The Investment Committee
 - a) The Chair of the Investment Committee is appointed by the Board Chair.
 - b) The term of office of the Investment Committee Chair will be three years. The Chair may serve multiple terms.
 - c) The composition of the Investment Committee will be determined by its Chair; however, the Board Treasurer will be a member of this committee.

Section B – Other Committees

Other ad hoc committees and task forces may be created by the Board of Directors.

Article VII: Meetings

Section A – Annual Business Meeting

There will be an annual business meeting of the Association held in conjunction with the annual conference. Meetings may also be held at other times as determined by the Board of Directors or by a majority vote of the membership at the annual business meeting.

Section B – Parliamentary Procedure

The meetings of the Association, the Board of Directors, and its committees shall be governed by *Roberts' Rules of Order (Modern Edition)* in all cases where said rules do not conflict with the By-Laws of the Association.

Section C – Quorum

A majority of the elected members of the Board of Directors shall constitute a quorum for purposes of conducting business. A majority of the members present at the annual conference shall constitute a quorum. Official committee meetings must be called and presided over by the committee chair; a majority of the members of the committee shall constitute a quorum for purposes of conducting business.



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Article VIII: Financial Stewardship

- 1) The Board of Directors is responsible for the financial oversight of the organization, including authorizing all expenditures of funds.
- 2) The Treasurer is responsible for receipts, disbursements, and financial record-keeping and reporting for the Association. The Treasurer will present a financial report to the membership at the annual business meeting.
- 3) The Investment Committee is responsible for managing the financial assets of the Association. The Investment Committee will present a report to the Board of Directors and to the Association membership at the annual business meeting.
- 4) The Accounting Oversight Committee is responsible for ensuring good stewardship of CBFA resources through appropriate internal controls and an annual financial oversight report. The Accounting Oversight Committee will present an audit report to the Board of Directors and to the Association membership at the annual business meeting.
- 5) Changes in membership dues will be recommended by the Board of Directors and approved by the membership at the annual business meeting.
- 6) The fiscal year for the Association is October 1 through September 30.

Article IX: Amendments

These By-Laws may be amended by a resolution passed by the voting members of the Board of Directors with an affirmative vote of a majority of the members present and voting at any regular or special meeting of the Association, provided that such a resolution is contained in the notice of the meeting, in writing, not less than one month prior to the meeting. In the event that the proposed amendment is not given in the notice of the regular or special meeting, a two-thirds majority of the members present and voting shall be required. These By-Laws may also be amended by a majority vote of the active membership using an electronic ballot at a special virtual meeting of the membership called by the Board of Directors,

~~the annual business meeting of the Association. Notice of proposed changes to the By Laws must be provided to the membership, in writing, not less than one month prior to the annual business meeting.~~

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Article X: Dissolution of the Association

Section A. Procedure.

Upon the recommendation of the Board of Directors, the Association may be dissolved by a two-thirds vote of the members of the Association. Dissolution would be debated at the annual business meeting of the Association.



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Section B. Disposition of Assets.

In the event that the Association should ever be dissolved and thereby cease to exist, the Board of Directors shall have the power and is hereby authorized to dispose of, for cash, all property and securities belonging to the Association. The amount of such cash, less necessary expenses, shall be added to any existing bank balance. The total sum shall, at the discretion of the Board of Directors holding office at the time of dissolution, be spent for a project enhancing the integration of faith and business in higher education; this action will take place within approximately one year from the date of dissolution.