

SOUTHERN BAPTISTS OF TEXAS CONVENTION CONSTITUTION AND BYLAWS

Constitution

Preamble

To preserve and make secure the fundamental principles of our faith, to protect our doctrinal integrity and denominational unity, to ensure that the Convention conducts its business in an orderly and democratic manner under the Lordship of Christ and to set forth the relationship of the Convention with other bodies, we do hereby establish this Constitution and Bylaws.

We do moreover declare that whereas the Bible is the only foundational document for the defining rules of faith and practice that should be inherent in a Bible-based organization, the Constitution and Bylaws exist merely as a written document that provides a foundation and a framework for the application of these rules to the administration of this body. If in any point they are found to be inconsistent with or contrary to the Word of God, they are, in that point, null and void.

Article I. Name

This body shall be known as Southern Baptists of Texas Convention, (the Convention).

Article II. Mission Statement

The Convention exists to facilitate, extend, and enlarge the Great Commission ministries of the Southern Baptist Convention and the Southern Baptist churches and associations in Texas, upon the authority of God's inerrant Word, to the glory of God the Father, under the Lordship of Jesus Christ, and by the empowerment of the Holy Spirit.

Article III. Doctrinal Statement

The Baptist Faith and Message, adopted in 2000 by the Southern Baptist Convention, shall be the doctrinal statement for the Convention.

Article IV. Affiliation

Section 1 Affiliation Qualifications

The Convention will only allow a church to affiliate if the church: (a) Affirms the doctrinal statement of the Convention, (b) consents to work within the framework of the Constitution and Bylaws, (c) cooperates with the work of the Convention, (d) affirms the office of pastor to be limited to men, (e) does not act to affirm, approve, or endorse the practice of homosexuality, as evidenced by actions including but not limited to the licensure or ordination of homosexuals, marriage or blessing of homosexual relationships, and endorsing homosexuality as acceptable lifestyle, and (f) does not engage in or encourage any other practice or conduct deemed to be inconsistent or contrary to the doctrinal statement of the Convention.

Section 2 Method of Churches Becoming Affiliated

- A. Any Baptist church in Texas desiring affiliation with the Convention shall complete an affiliation application affirming that it meets and intends to continue to meet the Affiliation Qualifications, and shall make an initial contribution to the Cooperative Program through the Convention. The application form and contribution must be received at the Convention office at least ninety (90) days prior to the annual meeting in order to have the messengers seated that year.
- B. All churches having submitted an affiliation form shall be examined by the Credentials Committee as to their qualifications. The Credentials Committee may recommend affiliation status to the Executive Board or the annual session of the Convention. All churches receiving an affirmative majority vote shall be welcomed to affiliation.

Section 3 Representation at Meetings of this Body

- A. Each affiliated church shall be entitled to ten messengers to any meeting of the Convention.
- B. Messengers shall only vote in person.
- C. A messenger's status as a messenger and as a member of the Convention corporation shall exist only during the session of any meeting of the Convention to which the messenger has been appointed by the messenger's church and is seated by the Convention.

Section 4 Termination of Affiliation

Any affiliated church may withdraw from this body at its discretion. An affiliated church may be removed from the Convention by majority vote of the Executive Board or of the messengers at an annual session of the Convention after the following process is completed: (a) The church has received written notice of the matter prompting the Executive Board's consideration of removal and (b) The Credentials Committee has attempted to resolve the matter by meeting with the pastor and/or leaders of the church.

Article V. Relationships

Section 1 General Relationships

The Convention declares that it fraternally cooperates with and supports the work of the Southern Baptist Convention and its entities. As a demonstration of this cooperation, the Convention promotes giving through the Cooperative Program and serves as a conduit for the distribution of Cooperative Program funds given by cooperating churches.

Section 2 Individual Relationships

The Convention welcomes individuals who are members of non-affiliated churches to attend any of its general meetings. Such individuals may attend, but not vote, and may speak to business matters only at the discretion of the presiding officer.

Section 3 Institutions and Ministries

The Convention may recognize a Baptist institution or ministry as a related ministry or may enter into a relationship with a Baptist institution or ministry through an affiliation agreement. The Convention Executive Board shall set the terms of any agreement. The Executive Board may grant non-voting, ex-officio representation on the Convention Executive Board to affiliated institutions.

Article VI. Meetings

The Convention shall meet at least annually at a time and place designated by the messengers. No other notice of the annual meeting shall be required. A special meeting may be called by two-thirds vote of the Executive Board. Notice of a special meeting and its purpose or purposes shall be published by the Executive Board in the official publication of the Convention at least thirty (30) days prior to the meeting.

Article VII. Eligibility for Service

Only one who is a member of a church affiliated with the Convention shall be eligible to serve as an officer or ministry employee, or on the Executive Board or a committee, or in any other capacity called for or permitted by the Constitution or Bylaws.

Article VIII. Officers, Executive Director and Other Employees

Section 1 Officers

- A. The elected officers of this Convention shall be a President, a Vice-President and a Secretary.
- B. The officers shall be elected annually by the messengers of the Convention and shall hold their respective offices until the end of the annual session at which their successors are elected. If no nominee for an office receives a majority of the votes of the messengers present a run-off election shall be held between those two nominees receiving the greatest number of votes.
- C. No person may serve in the same elected office of the Convention for more than two (2) consecutive years.
- D. In the event of the resignation, removal, death or a disability that would hinder the President from fulfilling the responsibilities of the office, the Vice-President shall automatically become President.

- E. In the event the Vice-President becomes the President, as provided above, or in the event of the resignation, removal, death, or disability of the Vice-President or Secretary, the Executive Board may elect a person to fill the office temporarily or until the expiration of the unexpired term.

Section 2 Executive Director and Other Employees

- A. The Executive Director shall be the chief executive of the Convention.
- B. The Executive Director shall be selected and employed by the Executive Board and receive remuneration as determined by the Executive Board.
- C. The Executive Director shall supervise and administer all of the affairs of the Convention and all of its activities and shall represent and carry out the policies of the Convention and its Executive Board.
- D. The Executive Board shall have the authority to elect or employ other ministry personnel as deemed necessary by the body.

Article IX. Boards, Trustees, and Committees

Section 1 Authority

The messengers shall have the authority (a) to authorize the creation of legal entities to fulfill the Convention's purposes, (b) to create committees and (c) to establish relationships or authorize the Executive Board to establish relationships with other Baptist institutions or ministries, and other Baptist general bodies.

Section 2 Convention Election

Any person the Convention is entitled to elect to manage and direct the affairs of another entity, to carry out relationships, or to be a member of any committee other than the committees or subcommittees of the Executive Board, shall be elected by the messengers, unless otherwise provided in the Constitution and Bylaws, or by specific direction of the messengers.

Section 3 Simultaneous and Repetitive Service

- A. No person shall serve simultaneously on the Executive Board, the Committee on Committees, Committee on Nominations, a Standing Committee, a Procedural Committee, an affiliated entity board or a subsidiary board unless otherwise provided in the Constitution and Bylaws. Election to a Convention office shall not cause the Convention officer to forfeit his or her position on any of the above.
- B. No person who has served two terms on the Executive Board shall be eligible to serve another term until an interval equal to one-half (1/2) the number of consecutive years served has elapsed. A member who has served a portion of a term shall be considered to have served a full term. No person who has previously served on any committee shall be eligible to serve on the Executive Board, the Committee on Nominations, a Standing Committee or a Procedural Committee until an interval equal to one-half (1/2) the number of consecutive years served on the previous body has elapsed.

Section 4 Conflict of Interest

No salaried employee of this Convention shall be eligible for service as a member of the Executive Board or any committee of the Convention except as may be provided in the Constitution and Bylaws. No person shall be eligible to serve to manage and direct the affairs of another entity, to carry out relationships, or to be a member of any committee if that service would create a conflict of interest. When such conditions become applicable, that person shall be considered as having resigned and the vacancy may be filled in accordance with established Convention procedure.

Article X. Parliamentary Authority

The parliamentary authority of the Convention shall be *Robert's Rules of Order* (latest revised edition).

Article XI. Amendments

Amendments require a two-thirds (2/3) vote of the messengers present at two consecutive annual meetings. Any proposed amendments must be either submitted in writing to the Convention one year before being voted on, or recommended by the Executive Board and published in the official publication of the Convention ninety (90) days prior to the annual Convention session.

Article XII. Quorum and Voting

The quorum for conducting business during the annual or any special meetings of the Convention shall be twenty-five percent (25%) of the registered messengers. The vote of the majority of the registered messengers present shall be the act of the Convention unless the vote of a greater number is required by law, the Certificate of Formation, or the Constitution or Bylaws.

Bylaws

Article I. Duties of Officers

Section 1 President

- A. The President shall be an ex-officio member with the right to vote on the Executive Board and all Convention committees.
- B. The President shall appoint members to serve on the Annual Convention Committees as outlined in Article III, Section 5 of these Bylaws.
- C. The President shall appoint members to the Committee on Committees as outlined in Article III, Section 1 of these Bylaws.
- D. The President, assisted by the Vice-President, shall preside over the annual session of the Convention.

Section 2 The Vice-President

- A. The Vice-President may, in the absence of the President, or when requested by the President, preside over the meetings of the Convention and shall perform other duties requested by the President and may act in his stead with the full privileges of his office.
- B. The Vice-President shall serve on the Credentials Committee as outlined in Article III, Section 4, Paragraph A of these Bylaws.

Section 3 Secretary

- A. The Secretary shall receive copies of motions offered for consideration at the annual session of the Convention, attest the signatures of the officers and execute any certifications as required.
- B. The usual duties of recording the minutes of meetings of the Convention shall be performed by an employee designated by the Executive Director.
- C. The Secretary shall serve on the Credentials Committee as outlined in Article III, Section 4, Paragraph A of these Bylaws.

Article II. Executive Board

Section 1 Membership

- A. The Executive Board shall be composed of forty-four (44) elected members plus the President, Vice-President, and Secretary who shall serve ex-officio with the right to vote, and the Executive Director who shall serve ex-officio without the right to vote.
- B. A minimum of one-fourth (1/4) of the elected members shall be persons whose employment is not church or denominational related. One-fourth (1/4) of the elected membership shall be made up of individuals who upon their election are members of a church whose membership does not exceed 400.
- C. The elected membership of the Executive Board will be based on both geographical and numerical considerations.
- D. The state will be divided into four (4) geographic areas by a line running east and west from the SE corner of the New Mexico Texas border to the Louisiana border just south of Nacogdoches and a line running north and south from the Oklahoma border just east of Wichita Falls to just

east of Corpus Christi. (as shown on exhibits A-1 and A-2) Representation by geographic area shall be based on the elected board member's resident church membership.

- E. Each of the four (4) areas will have no fewer than five (5) representatives among the Executive Board's elected membership.
- F. Vacancies on the Executive Board shall be filled by the messengers constituting the Convention in session.

Section 2 Term of Office

The term of office for the members of the Executive Board shall be for four (4) years with no member being allowed to serve more than two (2) consecutive terms.

Section 3 Meetings

- A. The Executive Board shall hold three regular meetings each as determined by the Executive Board. The Executive Committee may call a special meeting of the Executive Board upon giving at least seven (7) days' notice of the time and place to each member of the Executive Board. Notice may be given by US mail, e-mail, or fax.
- B. The Executive Board may hold meetings by using conference telephone or similar communications equipment which permits each person participating in the meeting to communicate with all participants.

Section 4 Quorum and Voting

A number equal to one-half (1/2) of the voting members of the Executive Board shall be considered a quorum for the transaction of business. The act of a majority of the voting directors present in person shall be the act of the Executive Board unless the Business Organization Code, the Constitution or Bylaws requires the act of a greater number.

Section 5 Duties

- A. The Executive Board shall be the fiduciary, fiscal and executive agency of the Convention.
- B. The Executive Board is empowered to act for the Convention in all areas of the Convention's work between sessions of the Convention, but may not act contrary to or reverse any action of the Convention, except as otherwise provided in these Bylaws.
- C. The Executive Board shall make a report of the work of the Convention at its annual session.
- D. The Executive Board shall have the authority to enter into, modify, and terminate affiliation agreements with third parties which advance the purposes of the Convention, not inconsistent with the directions of the messengers.
- E. The Executive Board shall recommend the annual budget to the annual session of the Convention. The Executive Board shall have the authority to reduce or eliminate allocations to third parties contained in the annual budget approved by the messengers when, in the Executive Board's judgment, circumstances arising after the messengers have approved the annual budget warrant that action. Any exercise by the Executive Board of this authority shall be reported to the next annual session of the Convention.
- F. The Executive Board shall have the responsibility of locating and employing the Executive Director. The Executive Director shall be accountable to the Executive Board for his actions and direction of the day-to-day operation of the Convention. The Executive Board shall also have the authority to terminate the Executive Director.
- G. The Executive Board shall also have the authority to terminate any Executive Board member, officer, or appointed or elected committee member after the individual has received written notice of the conduct prompting consideration of termination and the individual has been given reasonable opportunity to prepare for a meeting of the Executive Board. Such termination shall be by a majority vote of the Executive Board members in attendance at such meeting. Reasons may include, but are not limited to:
 - 1. Failure to adhere to and uphold the principles set forth in the doctrinal statement as laid out in the Constitution and Bylaws.
 - 2. Repeated and continuing indications of neglect or incompetence in the performance of duties, including consistent failure to attend meetings.
 - 3. Failure to comply with official directives and established regulations of the Convention;

4. Immorality, use of illegal drugs, or use of alcohol as a beverage;
5. Conviction of any felony or other crime involving moral turpitude;
6. Any other conduct that would bring public reproach upon the Convention.

Section 6 Officers

- A. The Executive Board shall elect a Chairman, a Vice-Chairman, and a Secretary.
- B. The Officers shall be elected by the Executive Board at its first meeting following the annual meeting of the Convention.
- C. The Officers shall serve for no more than two (2) consecutive years.
- D. Should a vacancy occur, the Executive Board shall fill the office at its next meeting.

Section 7 Executive Committee

- A. The Executive Board shall have an Executive Committee composed of the Chairman, the Vice-Chairman and the Secretary of the Executive Board, the President, and all of the chairmen of the Executive Board's subcommittees.
- B. The Executive Director of the Convention shall serve as a non-voting ex-officio member of the Executive Committee of the Executive Board.
- C. The Executive Committee shall act for the Executive Board ad interim, but may not act contrary to or reverse any action of the Executive Board.
- D. The Executive Committee shall have the power to suspend the rights and privileges of officers, Executive Board members or committee members pending a determination of whether removal is appropriate as provided in the applicable section of these Bylaws.

Section 8 Subcommittees

- A. The Executive Board shall have the authority to divide itself into subcommittees for the purpose of carrying out its business.
- B. Each subcommittee may meet as needed to accomplish its tasks as assigned by the Executive Board and shall be responsible to the Executive Board for final approval and execution of any and all of its tasks.

Section 9 Ineligibility Due To Relocation

Should any elected member move resident church membership from the geographical area which the member represented when elected to the Executive Board, the member shall be considered to have resigned and must be off the Executive Board for a period of one year before being considered to represent his/her new area.

Article III. Committees

Section 1 Committee on Committees

- A. The Committee on Committees shall be composed of twelve (12) members.
- B. Committee on Committees members shall serve for a period of four (4) years or the completion of an unexpired term. The four-year (4) terms shall be staggered such that each year the President shall appoint one-fourth (1/4) of the membership of the committee and fill such vacancies as may occur.
- C. The Committee on Committees shall bring to the Convention in annual session nominees to fill the vacancies on the Committee on Nominations. The Committee on Committees shall make its recommendations to the Convention in the form of a motion to elect those persons it recommends to the Committee on Nominations. The motion may be amended but no messenger shall be allowed to propose more than one (1) person at a time for election. When adopted by the Convention, the motion of the Committee on Committees, as amended, shall constitute the election of persons named in the motion to their respective terms of office.
- D. The Committee on Committees shall not recommend a fellow committee member or the member's spouse or a member of the previous year's Committee on Committees or the member's spouse.
- E. The Committee on Committees shall nominate the chair of the Committee on Nominations to be designated by the Convention.

Section 2 Committee on Nominations

- A. The Committee on Nominations shall be composed of twelve (12) members.
- B. The Committee on Nominations members shall serve for a period of four (4) years or the completion of an unexpired term. The four-year (4) terms shall be staggered such that each year the Committee on Committees shall nominate one-fourth (1/4) of the membership of the Committee on Nominations and fill such vacancies as may occur.
- C. The Committee on Nominations shall bring to the Convention in annual session, nominees to fill the vacancies on the following:
 - 1. the Executive Board
 - 2. any person the messengers are entitled to elect to manage and direct the affairs of another entity or to carry out relationships.
 - 3. all standing committees and procedural committees of the Convention.
- D. The Committee on Nominations shall make its recommendations to the Convention in the form of a motion to elect those persons it recommends for specific terms of office. The motion may be amended but no messenger shall be allowed to propose more than one (1) person at a time for election office. When adopted by the Convention, the motion of the Committee on Nominations, as amended, shall constitute the election of persons named in the motion to their respective terms of office.
- E. The Committee on Nominations shall not recommend a fellow committee member or the member's spouse or a member of the previous year's Committee on Nominations or the member's spouse for a first term on any entity.
- F. The Committee on Nominations shall nominate the chair of each standing and procedural committee to be designated by the Convention.

Section 3 Standing Committees

- A. The standing committees of the Convention may include but are not limited to the following committees:
 - 1. Missions
 - 2. Evangelism
 - 3. Church Ministries
 - 4. Texas Ethics and Religious Liberty
 - 5. Minister/Church Relations
- B. The Executive Board shall be responsible for reviewing, revising, removing or establishing any and all standing committees of the Convention and shall maintain duties for each committee in an operations manual to be kept in the Convention office.
- C. The following provisions shall apply to all committees listed in this section and the following section of the Bylaws:
 - 1. Committee members shall be appointed to four-year (4) terms of service or to complete an un-expired term.
 - 2. All committees shall meet at least once per year, or at such other times as needed to carry out their assigned duties. Meetings may be held via conference call or other such telecommunication alternatives.
 - 3. If the Convention hires a ministerial staff member whose responsibilities include the work of a standing committee, those committees shall transition into an advisory committee, responsible to advise the staff member in his ministry and make an annual report to the Executive Board or the annual session of the Convention.
 - 4. Special Provisional Clause – If new committees are formed, membership shall be established in staggered terms.

Section 4 Procedural Committees

The Convention shall have two Procedural Committees:

- A. The Credentials Committee shall be composed of the Vice-President and the Secretary plus four (4) persons one of whom shall be designated as chairman of the committee by the Committee on Nominations. The Credentials Committee will be responsible for examining all submitted forms from churches desiring affiliation. The committee shall decide any questions concerning the eligibility of any messenger in keeping with the provisions of this Constitution and Bylaws. Any

question arising on the floor concerning the seating of messengers shall be referred to this committee for consideration and the committee shall report the committee's decision back to the Convention.

- B. The Committee on Order of Business shall consist of eight (8) members. This committee shall meet as many times as necessary for the complete planning and confirming of the annual program. This committee shall provide time for all business, for the reports of the general phases of the work of the Convention and for full discussion of each report. This committee shall be responsible for receiving all motions from the floor of the Convention, evaluating the motions for parliamentary validity, and either assigning the motion to a standing Convention committee or the Executive Board for action, or scheduling the motion for a Convention business session for discussion and vote. This committee shall recommend to the Convention the date and place of the annual session three (3) years in advance. Also, it shall recommend the presenter of the annual message and his alternate one (1) year in advance. This committee is also authorized to select a guest speaker for the Convention three years in advance. This committee shall work with the Executive Director and Chief Financial Officer/Treasurer to reserve the meeting facilities for the annual session. This committee shall also make any other preparations for facilities and equipment to prepare for the annual session.
- C. Any vacancies on these committees may be filled for the unexpired term by the Executive Board.

Section 5 Annual Convention Committees

- A. The Registration Committee shall consist of a chairman and four (4) other members appointed by the President prior to the annual session. This committee shall register all messengers duly qualified according to this Constitution and Bylaws and certify the number of messengers and visitors at each annual session.
- B. The Resolutions Committee shall consist of eight (8) persons and shall be appointed by the President at least two months prior to the annual session. This Committee shall be responsible for establishing an appropriate time limit for receiving all proposed resolutions, scheduling the resolution for a business session of the Convention, or rejecting the resolution. In the case of a rejected resolution, the person submitting the resolution will be provided a reason why the resolution was rejected.
- C. The Tellers Committee consisting of twelve (12) persons shall be appointed by the President two months prior to the annual session. It shall be responsible for the tabulation of all ballots.

Article IV. Financial Considerations

Section 1 Chief Financial Officer (CFO)/Treasurer

- A. The Executive Board shall have the responsibility of securing a CFO/Treasurer for the Convention.
- B. The CFO/Treasurer will be an employee of the Convention responsible to the Executive Director and the Executive Board.
- C. The CFO/Treasurer shall receive remuneration commensurate with the duties and responsibilities assigned to that office by the Executive Director or the Executive Board.

Section 2 Funds

- A. All funds contributed to the Convention shall be placed in their respective accounts – either designated or undesignated – under the general oversight of the CFO/Treasurer, Executive Director, and the Executive Board for accounting, receipt and disbursement.
- B. The formula for disbursement shall be governed by the annual budget approved at the annual session of the Convention and the Business and Financial Plan of the Convention.
- C. All other funding matters shall be governed by the Business and Financial Plan of the Convention.

Section 3 Reimbursement

- A. All officers and members of the committees, boards, trustees, and entities of the Convention will serve on a volunteer basis and therefore will not be compensated for their service.

- B. Expenses for travel in association with their service may be reimbursed as provided in the annual budget, provided an itemized accounting of the said expenses along with appropriate receipts are submitted in a timely manner to the CFO/Treasurer.

Section 4 Fiscal Year

The fiscal year of the Convention shall begin January 1st and end December 31st of each year.

Section 5 Audit

- A. The CFO/Treasurer shall provide for an annual audit of the financial records of the Convention of the preceding year.
- B. The audit will be done by an agency outside the Convention.

Section 6 Debt

Believing that God will provide for all of the needs of the Convention in His perfect time and according to His good will and pleasure, the Convention will not incur any debt.

Article V. General Provisions

Section 1 Convention Year

The Convention year will begin and end at the closing of the annual session each year.

Section 2 Autonomy

Recognizing the autonomy of other bodies, the Convention will exert no authority over any church, association, or convention. The term "affiliate" is not used in the Convention's governing documents or otherwise as that term is defined in the Texas Business Organizations Code. The use of the term "affiliate" by the Convention in no way intends to suggest that the Convention claims or exercises control over a church, association, or convention. As a matter of polity, this Convention has no right to and shall not exercise any control whatsoever over a church, association, or convention. Further, this Convention, as a matter of polity, insists that this Convention is also autonomous, being subject only to the control of its messengers.

Section 3 Historical

The Convention shall provide for collection and storage of historical documents and other significant articles to chronicle the formation and on-going operation of this body.

Article VI. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the messengers present at any session of any regular annual meeting of the Convention provided the proposed amendment was submitted in writing one (1) year before being voted on, or provided the amendment was recommended by the Executive Board and published in the official Convention paper ninety (90) days prior to the annual Convention session.