

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 Southern Baptist churches and associations in Texas and the Southern Baptist Convention, 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 an 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 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

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.

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 days prior to the meeting or sent to affiliated churches by regular mail and, to the extent possible, by electronic means at least thirty 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. Parliamentary Authority

The parliamentary authority of the Convention shall be the current edition of *Robert's Rules of Order Newly Revised*.

Article IX. Amendments

Amendments require a two-thirds 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 days prior to the annual Convention session.

Article X. Quorum and Voting

The quorum for conducting business during the annual or any special meetings of the Convention shall be twenty-five percent 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. Officers of the Convention

Section 1 Officer Election and Service

- A. The messenger-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 consecutive years.
- D. An officer who has served a portion of a term shall be considered to have served a full term.
- E. 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. In the event of a vacancy in a messenger-elected office otherwise, the vacancy may be temporarily filled by the Executive Board with a term of service through the conclusion of the next annual session.

Section 2 Duties of Officers

- A. President
 1. The President shall be an ex-officio member with the right to vote on the Executive Board and all Convention committees.
 2. The President shall appoint members to serve on the Annual Convention Committees as outlined in Article V, Section 5 of these Bylaws.
 3. The President shall appoint members to the Committee on Committees as outlined in Article V, Section 1 of these Bylaws.
 4. The President, assisted by the Vice-President, shall preside over the annual session of the Convention.
- B. Vice President
 1. 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.
 2. The Vice-President shall serve on the Credentials Committee as outlined in Article V, Section 4, Paragraph A of these Bylaws.
- C. Secretary
 1. Secretary shall receive copies of motions offered for consideration at the annual session of the Convention.
 2. The usual duties of recording the minutes of meetings of the Convention shall be performed by an employee designated by the Executive Director.
 3. The Secretary shall serve on the Credentials Committee as outlined in Article V, Section 4, Paragraph A of these Bylaws.

Article II. Executive Director, Chief Financial Officer and Treasurer, 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 responsibility of securing a Chief Financial Officer and Treasurer for the Convention. The Chief Financial Officer and Treasurer will be responsible to the Executive Director and the Executive Board and shall receive remuneration commensurate with the duties and responsibilities assigned to that office by the Executive Director or the Executive Board.
- E. The Executive Board shall have the authority to elect or employ other ministry personnel as deemed necessary.

Article III. 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, the board of an entity under a relationship approved by the Executive Board or the board of a subsidiary corporation 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. A member of the Executive Board or any committee who has served a portion of a term shall be considered to have served a full term.
- C. No person who has previously served on the Executive Board or 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 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 IV. Executive Board

Section 1 Membership

- A. The Executive Board shall be composed of forty-four members elected by the messengers 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 of the elected members shall be persons whose employment is not church or denominational related. One-fourth of the elected membership shall be made up of individuals who upon their election are members of a church whose membership does not exceed four hundred.
- C. The state will be divided into four 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.
- D. Each of the four areas will have no fewer than five representatives among the Executive Board's elected membership.
- E. Vacancies on the Executive Board shall be filled by the messengers constituting the Convention in session or may be temporarily filled by the Executive Board with a term of service through the conclusion of the next annual session.

Section 2 Term of Office

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

Section 3 Meetings

- A. The Executive Board shall hold three regular meetings each year as determined by the Executive Board. The Executive Committee may call a special meeting of the Executive Board upon giving at least seven 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 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 ministry relationships 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 employment of the Executive Director.
- G. The Executive Board shall also have the authority to remove any convention officer, Executive Board member or officer, or appointed or elected committee member after the individual has received written notice of the conduct or circumstances prompting consideration of removal and the individual has been given reasonable opportunity to prepare for a meeting of the Executive Board. Such removal 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 of the Board

- A. The Executive Board shall elect a Chairman, a Vice-Chairman, and a Secretary from among its members.
- 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 consecutive years.
- D. Should a vacancy occur, the Executive Board shall fill the office at its next meeting.

Section 7 Board Committees

- A. The Executive Board shall have the authority to divide itself into committees for the purpose of carrying out its business.
- B. Each committee may meet as needed to accomplish its tasks as assigned by the Executive Board. The Executive Board may grant each committee authority to act on specific tasks, ministries or matters of business. Otherwise, committee actions are subject to approval by the Executive Board.

Section 8 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 committees.
- 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 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.

Article V. Committees of the Convention

Section 1 Committee on Committees

- A. The Committee on Committees shall be composed of twelve members.
- B. Committee on Committees members shall serve for a period of four years or the completion of an unexpired term. The four-year terms shall be staggered such that each year the President shall appoint one-fourth of the membership of the committee and fill vacancies as they 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 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, and the messengers may not elect, 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 members.
- B. The Committee on Nominations members shall serve for a period of four years or the completion of an unexpired term. The four-year terms shall be staggered such that each year the Committee on Committees shall nominate one-fourth of the membership of the Committee on Nominations and fill vacancies as they occur. Any vacancy occurring between annual sessions may be temporarily filled by the Executive Board with a term of service through the conclusion of the next annual session.
- 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 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, and the messengers may not elect, 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 Executive Board shall be responsible for reviewing, revising, removing or establishing any and all standing committees of the Convention.
- B. The following provisions shall apply to all standing committees:
 - 1. Committee members shall serve a four-year term of service or complete an un-expired term. Any vacancy occurring between annual sessions may be temporarily filled by the Executive Board with a term of service through the conclusion of the next annual session.
 - 2. All committees shall meet at least once per year, or at such other times as needed to carry out their duties. Meetings may be held via conference call or other such telecommunication alternatives.
 - 3. All committees shall 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 seven persons, elected by the messengers, one of whom shall be designated as chairman of the committee by the Committee on Nominations. Committee members shall serve for a period of four years or the completion of an un-expired term. Any vacancy occurring between annual sessions may be temporarily filled by the Executive Board with a term of service through the conclusion of the next annual session. 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 members. Committee members shall serve for a period of four years or the completion of an un-expired term. Any vacancy occurring between annual sessions may be temporarily filled by the Executive Board with a term of service through the conclusion of the next annual session. 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 years in advance. This committee shall work with the Executive Director and Chief Financial Officer and 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.

Section 5 Annual Convention Committees

- A. The Registration Committee shall consist of a chairman and four other members appointed by the President prior to the annual session. This committee shall be responsible to recruit and train volunteers and to register all messengers duly qualified according to this Constitution and Bylaws. This committee shall also certify the number of messengers and visitors at each annual session.

- B. The Resolutions Committee shall consist of eight 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 the resolution was rejected.
- C. The Tellers Committee, consisting of at least eight persons, shall be appointed by the President. It shall be responsible for the tabulation of all ballots.

Article VI. Financial Considerations

Section 1 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 Chief Financial Officer and 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 2 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 Chief Financial Officer and Treasurer.

Section 3 Fiscal Year

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

Section 4 Audit

- A. The Chief Financial Officer and 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 5 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 VII. 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 another entity, including, but not limited to, a church, association, or convention, or their officers, directors, employees, ministers or agents. As a matter of polity, this Convention has no right to and shall not exercise any control whatsoever over a church, association, or convention or their officers, directors, employees, ministers or agents. 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 Indemnification

- A. The corporation shall indemnify directors, officers, employees, and agents of the corporation (“indemnitees”) to the fullest extent required by the Texas Business Organizations Code and to the extent such indemnitees are eligible for permissive indemnification under that Code.
- B. Reasonable expenses incurred by an indemnitee who is or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding after (a) the corporation receives a written affirmation by the indemnitee of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article and a written undertaking by or on behalf of the indemnitee to repay the amount paid or reimbursed if it is ultimately determined that he or she has not met those requirements, and (b) a determination that the facts then known to those making the determination would not preclude indemnification under this Article.
- C. The right to indemnification and the advancement and payment of expense conferred in this Article shall not be exclusive of any other right which a director or other individual person indemnified pursuant to this Article may have or hereafter acquire under any law (common or statutory), provision of the Certificate of Formation or these bylaws, agreement, vote of the disinterested directors, or otherwise.

Section 4 Historical

Convention staff 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 VIII. Amendments

These Bylaws may be amended by a two-thirds 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 year before being voted on, or provided the amendment was recommended by the Executive Board and published in the official Convention paper ninety days prior to the annual Convention session.