

# **Bylaws of The Baptist General Convention of Texas**

## Article I – General Provisions

Section 1. For purposes of usage in the Constitution and these Bylaws, a church is deemed to be affiliated with the Convention if such church (1) identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention, and (2) is otherwise eligible to send messengers to the annual meeting of the Convention. For purposes of usage in the Constitution and the Bylaws, “supportive” and “cooperating” shall have the same meaning as “affiliated” has in these Bylaws.

Section 2. All Convention officers, members of Convention committees, all Executive Board directors, and all non-director members of any special committee, subcommittee, group, team, council or other entity created under or permitted to be created under these Bylaws shall be members of affiliated churches. An exception will be made for members of groups, teams, councils or other entities who are Baptists and live outside the state of Texas.

Section 3. If a person named in Section 2 is no longer a member of a church affiliated with the Convention, or otherwise vacates the position, the position will be deemed vacant and the vacancy will be filled according to the provisions of these Bylaws.

Determination of vacancies and the date of such vacancy will be made by the Executive Board or a committee of the Board so authorized by the Executive Board.

## Article II – Messengers

Section 1. Each messenger shall register with the Registration Secretary by presentation of proper credentials prior to being seated as a messenger to the Convention.

Section 2. The credentials of a registered messenger may be reviewed by the Credentials Committee as deemed necessary.

Section 3. Any challenges to the seating of the messengers of a church will be presented in writing to the Credentials Committee during the Annual Meeting.

Section 4. Any challenges to the ability of a church to have the opportunity to send messengers to the Annual Meeting will be presented in writing to the Executive Board.

## Article III – Meetings

Section 1. The annual meeting of the Convention shall be a gathering for the purpose of worship, fellowship, mobilizing, encouraging, informing and uniting Texas Baptists to accomplish the Great Commission, as well as to elect officers; receiving

recommendations and reports of officers, committees and boards; and for any other business that may arise or be scheduled.

Section 2. The Convention shall determine its order of business at the first session of the annual meeting.

Section 3. Special meetings may be called according to the provisions of the Constitution.

Section 4. In all questions covering the proceedings of the Convention in both annual and special meetings, Robert's Rules of Order (latest revised edition) shall be the authority used by the presiding officers and by the Convention, unless the Constitution or the Bylaws have special rules of order that apply.

#### Article IV – Duties of Convention Officers

Section 1. It shall be the duty of the president to preside over the deliberations of the Convention and to discharge such other duties as are usually incumbent on the presiding officer of a deliberative body.

If the president is no longer a member of a church cooperating with the Convention, a vice president shall succeed to the office according to provisions of the Constitution, and this fact shall be so recognized by a resolution of the Executive Board.

Section 2. The vice presidents shall discharge such duties as requested by the president. In the absence of the president from a Convention session, a vice president in the order in which he or she was elected shall preside.

Section 3. It shall be the duty of the recording secretary to keep an accurate record of the proceedings of the Convention, and to file and keep all papers in order deemed important to be preserved.

Section 4. The registration secretary shall be responsible for registration of all messengers of the Convention.

The registration secretary shall report to the chairperson of the Committee on Credentials the number of messengers registered as of the hour the Convention convenes and periodically thereafter as prescribed by the chairperson of the Committee on Credentials.

Following the Convention the registration secretary shall provide the recording secretary the number of messengers registered, arranged by associations.

Section 5. The duties of the secretary of the Corporation shall be to attest legal papers of the Convention.

#### Article V – Convention Committees

Those committees that use sector criteria for membership shall use the same sectors as used for the Executive Board membership in the Bylaws, Article VI, Section 1, A.

Section 1. The Committee on Convention Business shall be responsible for recommending the time and place of future annual meetings of the Convention, for selecting the worship leaders and for formulating the agenda for the annual meeting and submitting the agenda to the messengers for approval at the opening session.

The committee shall have eighteen members appointed for three year terms with six appointed each year by the president and the vice presidents acting jointly.

The president and vice presidents may appoint replacements to fill vacancies.

- A. This committee shall provide periods of time during the early sessions of the Convention annual meeting for the introduction of all matters requiring a vote not scheduled on the agenda and when introduced shall fix times for consideration for the same, unless the Convention gives its unanimous consent for its immediate consideration.
- B. This committee shall be responsible for formulating and recommending the Standing Rules of the Convention to the Convention for adoption. The Standing Rules of the Convention may be amended without notice by majority vote.

It also shall be responsible for recommending the disposition of motions made during consideration of miscellaneous business but not finally disposed.

Section 2. The Committee on Credentials shall be responsible for verifying credentials of prospective messengers, enrolling messengers, for investigating any contention arising out of the enrollment of messengers, and for reporting its findings to the Convention. Any challenges to the seating of messengers of church that are based upon the assertion that a church is no longer in harmonious cooperation with Texas Baptists will be referred to the Executive Board and not reported on until the next Annual Meeting. At the time scheduled by the Committee on Convention Business, the chairperson of the Committee on Credentials shall report the number of messengers registered as of the opening of the annual meeting or special meeting and periodically thereafter.

The committee when established shall have ten (10) members appointed for two years with five (5) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Section 3. The Committee on Committees shall be responsible for nominating persons for election by the Convention to serve on the Committee to Nominate Executive Board Directors and the Committee on Nominations for Boards of Affiliated Ministries, and for such special committees as the Convention shall designate. The committee shall have fifteen (15) members appointed for three-year terms with five (5) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Section 4. The Committee on Resolutions shall be responsible for receiving all resolutions proposed by messengers and for reporting its findings to the Convention.

The committee shall have ten (10) members appointed for two-year terms with five (5) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

All resolutions shall be automatically referred to the Committee on Resolutions without public reading or discussion.

This committee is directed to report back to the Convention such resolutions as it deems proper, whether submitted to or prepared by the committee.

Section 5. The Committee on Memorials shall be responsible for preparing and presenting to the Convention suitable memorial statements in remembrance of active Baptists whose death occurred during the year preceding the Convention session.

The committee shall have five (5) members appointed for one-year terms by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Section 6. The Committee to Nominate Executive Board Directors shall be responsible for nominating persons for election by the Convention to serve on the Executive Board.

- A. The committee shall have fifteen (15) members, five (5) of whom shall be elected each year to serve for three-year terms. Members of this committee shall be elected by the Convention on the nomination of the Committee on Committees.

A member may serve one three-year term and is not eligible for re-election until one year has elapsed. No two members of this committee shall be from churches in the same sector.

The committee shall publish its list of nominees at least two full days prior to the day on which directors of the Executive Board are to be elected by the Convention.

- B. All members should be persons with experience in Convention affairs. In the election of the fifteen (15) members, a minimum of six (6) shall be church/denominational employees and a minimum of six (6) non-church/denominational employees. Spouses of church/denominational employees shall be considered in that category. Retired persons and their spouses who served as church/denominational employees shall be considered in that category.

- C. If a member moves from a church in one sector to a church in another sector that is already represented on the committee, the member shall continue to serve until the succeeding Convention at which time the position will be deemed vacant and the Committee on Committees shall make a nomination to the Convention to fill the unexpired term.

If a member resigns or is no longer a member of a church affiliated with the Convention, the position will be deemed vacant and the Committee on

Committees may nominate to the Executive Board at its next meeting a person who shall be elected on a temporary basis to serve until the succeeding Convention at which time the membership shall be terminated.

Thereafter, the persons or committee charged with nominating the members of such committee shall make a nomination to the Convention to fill the unexpired term.

- D. The committee shall conduct its work in accordance with a policy adopted by the Executive Board. The policy adopted shall provide for the committee to seek information and suggestions from persons in all sectors.

Section 7. The Committee on Nominations for Boards of Affiliated Ministries shall be responsible for nominating persons for election by the Convention to serve on the boards of trustees and boards of directors of all Convention institutions, agencies, and affiliates.

- A. The committee shall have fifteen (15) members, five (5) of whom shall be elected each year to serve for three-year terms.

Members shall be elected by the Convention on the nomination of the Committee on Committees. A member may serve one three-year term and is not eligible for re-election until one year has elapsed. No two members of this committee shall be from churches in the same sector.

- B. All members should be persons with experience in Convention affairs. In the election of the fifteen (15) members, a minimum of six (6) shall be church/denominational employees and a minimum of six (6) non-church/denominational employees.

Spouses of church/denominational employees shall be considered in that category. Retired persons and their spouses who served as church/denominational employees shall be considered in that category.

- C. If a member moves from a church in one sector to a church in another sector that is already represented on the committee, the member shall continue to serve until the succeeding Convention at which time the position will be deemed vacant and the Committee on Committees shall make a nomination to the Convention to fill the unexpired term.

If a member resigns or is no longer a member of a church affiliated with the Convention, the position will be deemed vacant and the Committee on Committees may nominate to the Executive Board at its next meeting a person who shall be elected on a temporary basis to serve until the succeeding Convention, at which time the membership shall be terminated.

Thereafter, the persons or committee charged with nominating the members of such committee shall make a nomination to the Convention to fill the unexpired term.

- D. The committee shall conduct its work in accordance with a policy adopted by the Executive Board. The policy adopted shall provide for the committee to seek information and suggestions from persons in all sectors. The policy adopted also shall provide for the committee to establish one nominating subcommittee for each institutional board, agency, and affiliate to assist the committee by suggesting names of persons who shall be considered for nomination for election to boards. The committee shall determine the composition of each subcommittee and select the members of each subcommittee.
  
- E. The subcommittee shall develop the lists of suggested nominees in accordance with criteria established by the Executive Board. The committee shall develop its list of nominees on the basis of the list of suggested nominees presented by the subcommittee, screening those lists to eliminate duplications and to assure compliance with established criteria.

The committee shall publish its list of nominees at least two full days prior to the day on which members of institution boards, agencies, and affiliates are to be elected by the Convention.

## Article VI – Executive Board

### Section 1. Membership

- A. The elected membership of the Executive Board shall be ninety (90) directors from thirty (30) sectors in the Convention. At least three directors will be elected from each sector. The composition of the Executive Board shall be that as defined in the Constitution. Additionally, at least thirty percent (30%) of the membership shall be non-Anglo persons.

The sectors are based on resident church membership in counties with additional consideration given to the number of churches and Cooperative Program giving for Texas causes. The drawing of sector boundaries is based on the following weighted criteria by county: resident church membership, fifty percent (50%); number of churches, twenty-five percent (25%); and Cooperative Program giving for Texas causes, twenty-five percent (25%).

Large population counties may contain multiple sectors, and smaller population adjacent counties may be grouped into one sector. Counties containing more than one sector will not be subdivided.

Sector boundaries will be evaluated every five years by the Executive Committee of the Board and any changes recommended to the Board for approval.

- B. The Executive Board shall have ex-officio directors in addition to the ninety (90) elected directors. The ex-officio directors shall be divided into these two classes.

Class 1. The president and vice presidents of the Convention and presidents of the recognized fellowships, provided that these presidents are members of churches supportive of the Convention. These persons shall by virtue of office serve with all rights, privileges, and duties of, and shall in all matters be treated as elected directors.

Class 2. The non-voting directors named in the Constitution, Article VII, Section 2, C. These persons shall by virtue of office serve with all rights, privileges, and duties of, and shall in all matters be treated as elected directors, except these persons shall not have the right to vote in regard to actions of the Executive Board or in regard to actions of any committee of the Executive Board, and shall not be counted for purposes of ascertaining a quorum of the Executive Board or of any of its committees nor in the number needed for adoption of certain actions.

- C. If a director of the Executive Board moves from a church in one sector to a church in another sector, the director shall continue to serve until the succeeding Convention at which time the membership shall be terminated and the Committee to Nominate Executive Board Directors shall make a nomination to fill the unexpired term.

In order to achieve the purposes and structure dictated by the Constitution, as each incumbent director completes the term to which he or she was elected prior to the adoption of these Bylaws, or in the event any director, prior to the expiration of his or her term, dies, resigns, is no longer a member of a church affiliated with the Convention, is removed by the Convention, or otherwise vacates the office of director, such director's position on the Executive Board determined by the previous provisions shall be deemed eliminated and no vacancy shall be deemed to exist, except as follows: if a sector has less than three directors on the Executive Board or after the time the number of directors positions has been reduced to ninety (90) elected directors, then when a vacancy occurs for any reason outlined in the foregoing sentence, the Committee to Nominate Executive Board Directors shall nominate to the Executive Board at its next meeting a person who shall be elected on a temporary basis to serve until the succeeding Convention at which time the membership shall be terminated and the Committee to Nominate Executive Board Directors shall make a nomination to fill the unexpired term.

Should an ex-officio director resign, be unable to continue to serve, or no longer be a member of a church affiliated with the Convention, the position will be deemed vacant.

The Executive Board shall give the entity responsible for the election of such person written notice that such person's position as a director has been deemed vacant and that such director position shall remain vacant until it is filled by such entity's presentation to the Executive Board of another person qualified to serve as such entity's ex-officio director under the Constitution and these Bylaws.

- D. The Constitution and Bylaw provisions in regard to the composition of the Executive Board directors pertain to directors elected under these Bylaws and not to previously elected directors continuing during the transition period.

## Section 2. Elected Officers

The Board shall elect a chairperson and a vice chairperson annually. The treasurer/chief financial officer of the Convention shall serve as recording secretary. The officers shall have the following duties:

### A. Chairperson

1. Presides at all meetings of the Board.
2. Chairs the Executive Committee.
3. Assists the executive director as the director provides leadership in the planning and implementation of Convention operations and ministries.
4. Consults with the executive director and secretary prior to each meeting to set the agenda.
5. Appoints special committees as authorized by the Board.
6. Represents the Board in meetings of Convention agencies as invited to do so.
7. Serves the Board by carrying out responsibilities assigned to the chair.

### B. Vice Chairperson

1. Assists the chairperson throughout the term as may be requested.
2. Presides at meetings of the Board and Executive Committee in the absence of the chairperson or at the request of the chairperson

### C. Recording Secretary

The recording secretary is to keep an accurate record of the proceedings of the Executive Board and to file and keep in order all papers deemed important to be preserved.

## Section 3. Election of Officers

### A. Nominations

Nominations shall be made from the floor at the last regular meeting of the year. Nominations shall be made in this order: chairperson and vice chairperson.

### B. Voting

The election of officers shall be the first order of business on the agenda at the last regular meeting of the year.

Election shall be by show of hands unless the chairperson with the appointed parliamentarian shall agree that the vote be by ballot. A majority of votes cast shall determine the person chosen.

C. Terms

Officers of the Board shall serve one-year terms and be eligible for one additional term. Terms begin immediately following the close of the last session of the annual meeting of the Convention. Should for any reason the office of chairperson be vacated prior to completion of the term, the vice chairperson shall become chairperson for the remainder of the term.

In such case, the vacancy of the vice chairperson would be filled at the next regularly scheduled meeting of the Board.

Section 4. Meetings

A. Authority

The Board shall meet at times and on a schedule that it adopts. The meeting date of the Convention should be a strongly influencing factor in the determination of when the Board meets.

The meetings should be calendared so as to supplement and facilitate the total work of the Convention in support of all Convention-adopted programs.

The meeting schedule of the Board shall be recommended to the Board by the Executive Director.

B. Meeting Times

The Board shall determine three-to-five years in advance the three times during each calendar year it meets.

C. Annual Meeting

The annual meeting of the Board shall be the one conducted prior to but not necessarily in conjunction with the annual Convention meeting. At this meeting, the Board will elect officers, may appoint committees, and consider other business as may come before the meeting.

D. Place of Meeting

The Board may designate any place within the State of Texas as the place of meeting.

#### E. Notice of Meetings

Written notice stating the place, day, and hour of any meeting of directors shall be delivered either personally, by mail, or by electronic means to each director, not less than 10 days or more than 60 days before the date of such meeting by or at the direction of the chairperson.

#### F. Special Meetings

Special meetings may be called by the executive director and/or the chairperson with the consent of two of the following: the vice chairperson of the Board and the president and vice presidents of the Convention; or may be called by not less than twenty percent (20%) of the directors.

The call for a special meeting shall state the purpose of the meeting, and the time, date, and place for the meeting. The special meeting shall be limited to the purpose stated.

#### G. There will be no proxy voting.

### Section 5. Committees

Descriptions of the committees and duties of the Executive Board Committees will be described in the policy of the Executive Board as adopted by the Executive Board.

### Section 6. Voting by Mail or Electronic Means

Any action required by law to be taken at a meeting of directors or any action which may be taken at a meeting of directors may be taken without a meeting if consented to and signed by a requisite number of directors of the Executive Board who are entitled to vote, either in writing, by mail ballot, by electronic means, or by some combination of both, with respect to the subject matter thereof.

The requisite number is the number that would be necessary to take that action at a meeting at which the directors were present and voted. Where a specific business item may need action prior to a regular meeting, the chairperson, or the vice chairperson in his absence, may conduct the voting by mail or by electronic means, or by some combination of both.

No vote shall be taken by electronic means or by telephone unless notice of such proposed vote to be taken has been communicated by electronic means, in person, by mail, by telephone, or by any of these means, to all members of the Executive Board or to the committee or subcommittee proposing to take a vote at least three (3) business days prior to the first day on which votes will be accepted. Notice by mail shall be deemed properly given if deposited in the U.S. Mail at least five (5) business days prior to such first day.

Voting by fax, email, dedicated website, any similar technology, or any combination of such means shall constitute “electronic means” for purposes of this and the following section.

“Signing” of a ballot or other confirmation of a vote by way of electronic means shall be broadly construed to permit effective utilization of such means.

In addition, committees and subcommittees of the Executive Board, together with any group authorized under Section F. of this article, but not the Executive Board as a whole, may take votes telephonically as a part of a committee or subcommittee meeting via conference telephone call or any other electronic conferencing media (and without necessity of a signed ballot). Written memoranda or minutes shall be made of all meetings and votes undertaken by electronic means or telephonically or by mail, and shall be entered into the records of the Executive Board or the appropriate committee or subcommittee as of the next meeting in which the members assemble in person.

There will be no proxy voting and therefore voting by mail or by electronic means shall not be considered to be voting by proxy.

#### Section 7. Quorum

The directors holding one-half (50%) of the total votes which may be cast at any meeting shall constitute a quorum.

#### Section 8. Compensation

Directors shall not receive any salaries for their services but may receive reimbursement for appropriate travel expenses .

### Article VII – Convention Employees

#### Section 1. Executive Director/Chief Executive Officer Recruitment

The Executive Board is to establish a search committee composed of seven (7) members of the Executive Board appointed by the chairperson and vice chairperson of the Executive Board and eight (8) members of the Convention-at-large appointed by the president and vice presidents of the Convention.

The chairperson and vice chairperson of the Executive Board and president and vice presidents of the Convention will nominate a chairperson of the Search Committee from among the fifteen (15) members. The Executive Board is to approve the Search Committee and the chairperson.

#### Section 2. Associate Executive Director/Chief Operating Officer and Treasurer/Chief Financial Officer Recruitment

The executive director with the chairperson and vice chairperson of the Executive Board and the president of the Convention shall compose the search committee for the associate

executive director/chief operating officer and the treasurer /chief financial officer as needed.

### Section 3. Other Employees of the Convention

The executive director is authorized to employ other staff as needed in the plan of work and as provided by the financial plan of the Convention.

## Article VIII – Amendments

These Bylaws may be changed or amended at any regular session of the Convention's annual meeting, except the last session of the meeting, provided said change or amendment is offered at the first session of the annual meeting, and carries over to some subsequent session during the same meeting, and then receives a two-third's majority of messengers present and voting in the session.