

**BYLAWS
OF
BIBLICAL RECORDER, INCORPORATED**

Subject to its Articles of Incorporation (the “Articles”), the affairs of the BIBLICAL RECORDER, INCORPORATED (hereinafter the “Biblical Recorder”) shall be governed by the following Bylaws (“Bylaws”).

ARTICLE I

Principal Office

The principal office of the BIBLICAL RECORDER, INCORPORATED (hereinafter the “Biblical Recorder”) shall be located at the place as determined by the Board of Directors.

ARTICLE II

Purposes

The objects and purposes for which the Biblical Recorder is formed are set forth in its Articles.

ARTICLE III

Members

The Biblical Recorder shall have no members.

ARTICLE IV

Directors

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Biblical Recorder shall be managed under the direction of the Board of Directors of the Biblical Recorder as set forth in the Articles. Unless indicated otherwise, “Board of Directors” or “Board” shall mean the Board of Directors of the Biblical Recorder. Specific powers of the Board include but are not limited to:

(a) The definition of long-run and short-run goals and performance objectives of the Biblical Recorder.

(b) The review and approval of the Biblical Recorder’s budget (which shall be prepared in conjunction with the Director of Operations of Baptist State Convention North Carolina (the “BSCNC”) and the Managing Editor) to ensure that it is consistent with a sound financial plan to achieve the purposes and objectives of the Biblical Recorder.

(c) The oversight of all financial expenditures, investments and reserve accounts, the review of all the financial statements and policies, and the approval of annual financial audits. The Board will also furnish financial reports to the BSCNC Board of Directors at its regular meetings.

(d) The selection and tenure of all officers of the Biblical Recorder.

2. Number and Qualification; Election; Terms; Removal and Vacancies. The Articles and Bylaws of the ~~Baptist State Convention North Carolina (the "BSCNC")~~ BSCNC shall determine the qualifications of the Board of Directors, as well as the procedures for electing the directors, establishing the terms, removing the directors and filling any vacancies. The number of directors of the Biblical Recorder shall be set by a resolution of the Board of Directors, but shall not be less than ~~twelve (12)~~ three (3) members and not more than ~~twenty (20)~~ eight (8) members. In addition to procedures for removal of directors by the BSCNC Board of Directors, the Board ~~of Directors of the Biblical Recorder,~~ by an affirmative vote of three fourths (3/4) of the Board ~~of Directors~~ given at a regular meeting or in a special meeting called for the purpose, shall have the power to remove from office any director for cause considered sufficient by the Board ~~of Directors of the Biblical Recorder,~~ but only after fifteen (15) ~~days~~ days' written notice to such director, and an opportunity to be heard ~~by the Board of Directors of the Biblical Recorder.~~

3. Compensation. Directors shall not be compensated for their services as such, but ~~the Board of Directors may provide~~ may be reimbursed for the ~~payment of~~ expenses which are incurred ~~by directors~~ in connection with the performance of their duties.

~~4. Executive Committee. The members of the Executive Committee shall consist of the Editor President (who shall serve as an *ex officio* nonvoting member), the Chair, Vice Chair and Board Secretary of the Board of Directors and the chairs of the standing committees set forth in these Bylaws. Subject to such restrictions and limitations as may be imposed from time to time by the Board of Directors, the Executive Committee shall have and may exercise the full authority of the Board of Directors in the management of the Biblical Recorder, except that it shall have no authority as to the following matters: (a) distributions, as defined in the North Carolina Nonprofit Corporation Act; (b) the dissolution, merger or consolidation of the Biblical Recorder, the amendment of the Articles of the Biblical Recorder, or the sale, lease or exchange of all or substantially all of the property of the Biblical Recorder; (c) the designation of any committee of the Board of Directors or the filling of vacancies in the Board of Directors or in any such committee; (d) the amendment or repeal of the Bylaws or the adoption of new Bylaws; or (e) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable. The Executive Committee shall report to the Board of Directors from time to time with respect to significant actions taken by it.~~

~~5. Standing Committees. The Board of Directors shall organize into board committees to assist in the planning and implementing of the work of the Biblical Recorder. The standing committees shall consist of the Finance Committee, the Circulation Committee and the Personnel Committee. Board committees are committees consisting only of members of the Board of Directors. Each committee shall have the authority to establish and dissolve~~

~~subcommittees on an as needed basis, for any purpose consistent with its particular purpose as set forth in these bylaws. Each committee member shall be selected by the Chair of the Board of Directors before its first meeting of the year.~~

~~a. *Committee Meetings:* Each committee will meet at times as specified or as called by the committee Chairperson, Chair of the Board of Directors or the Executive Committee. The person(s) calling a committee meeting shall, at least seven (7) days before the meeting, give notice thereof, specifying the purpose for which the meeting is called, by any usual means of communication of which is capable of being confirmed by the Chair of the Board of Directors.~~

~~b. *Quorum; Voting:* A majority of any committee in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of such committee. Except as otherwise provided by law, the Articles or in these Bylaws, an act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee.~~

~~c. *Conduct of Meeting:* Upon approval of the Chairperson of the committee, any one or more committee members may participate in a committee meeting through the use of any means of communication by which all committee members may simultaneously hear each other during the meeting.~~

~~d. *Duties:* The Finance Committee shall be responsible for preparing the annual budget and presenting it to the Board of Directors for approval, providing oversight on all financial expenditures, investments and reserve accounts, reviewing the financial statements and policies and provide any necessary assistance for any independent audits. The Circulation Committee shall be responsible for planning and promoting all of the methods of delivering the BIBLICAL RECORDER, including without limitation, the print edition and the website edition and for promoting the e-news and other related forms of delivery. The Personnel Committee shall be responsible for the Biblical Recorder employment policies and procedures. In addition, the Board of Directors may delegate additional duties to each standing committee as evidenced by a written resolution adopted at a duly noticed meeting of the Board of Directors.~~

~~6. *Other Committees.* By action of a majority of the number of directors then in office, the Board of Directors may from time to time designate such other committees as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Biblical Recorder and may determine the duties and tenure of each such committee.~~

~~7. *Board Officers.* The officers of the Board of Directors of the Biblical Recorder shall consist of a Chair, Vice Chair and Board Secretary, and other officers as the Board of Directors may from time to time elect.~~

4. Board Officers. The officers of the Board of Directors shall consist of a Chair, Vice-Chair and Board Secretary, and other officers as the Board may from time to time elect. Such officers shall be elected at the last meeting of each calendar year. Each officer shall hold office until death, resignation, retirement, removal, or disqualification or until his or her successor is elected and qualified. Any officer of the Board of Directors of the Biblical Recorder

may be removed by the Board of Directors with or without cause. The Chair, when present, presides at all meetings of the Board of Directors and, in general, shall perform all duties as may be assigned by the Board of Directors from time to time. In the Chair's absence, the Vice-Chair shall perform the duties of the Chair. The Board Secretary shall keep accurate records of the acts and proceedings of all meetings of directors, shall give all notices required by law and by these bylaws, shall have general charge of the corporate records and books and of the corporate seal, and shall affix the corporate seal to any lawfully executed instruments requiring it. The Board Secretary shall, in general, perform all duties incident to the office of Board Secretary and such other duties as may be assigned from time to time by the Chair or by the Board of Directors.

ARTICLE V

Meetings of Directors

1. Regular Meetings. The Board of Directors ~~may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of its regularly scheduled meetings. The Board of Directors shall will~~ meet at least ~~twice~~two (2) times each calendar year~~-, and such regular meetings shall be held in conjunction with the regular meetings of the BSCNC Board of Directors.~~

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Managing Editor~~President~~ or any two directors. Such meetings may be held within or without the State of North Carolina.

3. Notice of Meetings. Regular meetings of the Board of Directors may be held with ten (10) days prior notice. The person or persons calling a special meeting of the Board of Directors shall give prior three (3) days notice of the special meeting. Notice under this provision may be given by any usual means of communication, including without limitation, personal notice, written notice and electronically communicated notices. Such notice need not specify the purpose for which the meeting is called.

4. Waiver of Notice. Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. ~~One-half~~A majority of the directors in office shall constitute a quorum for the transaction of business at a board meeting of the Board of Directors.~~One half of the members of a committee of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the committee.~~

6. Manner of Acting. Except as otherwise provided by law, the Articles or Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7. Conflict of Interest Transactions.

a. *Definition:* “Conflict of interest transaction” means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director’s immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (i) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction, or (ii) another entity of which the director is also a director or is an officer or trustee is a party to the transaction and the transaction is of sufficient importance that it should be considered by the Board of Directors.

b. *Special Requirements:* A conflict of interest transaction is not voidable by the Biblical Recorder solely because of a director’s interest in the transaction if (1) the material facts of the transaction and the director’s interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and such board or committee authorized, approved or ratified the transaction, or (2) the transaction was fair to the Biblical Recorder.

c. *Disclosure:* A director who has a direct or indirect interest in any transaction presented to the Board of Directors or any committee of the Board of Directors shall disclose his or her interest.

d. *Approval:* A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the directors (not less than two) on the Board of Directors (or the appropriate committee) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any director’s interest in the transaction were disclosed or known. If a majority of the directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken in accordance with this paragraph.

8. Presumption of Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the director’s dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Managing Editor ~~President~~ immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

9. Attendance by Telephone or Video Conference. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating

may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10. Informal Action by Directors. Action taken without a meeting is nevertheless board action if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board of Directors or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent can be delivered by regular mail, fax or email.

11. Termination of Director. This policy is intended to support and encourage full participation, engagement and contribution of all board members. Membership on the board of directors shall immediately terminate if a board member moves their church membership to a church that is not in friendly cooperation with the Baptist State Convention of North Carolina. In addition, membership may be terminated in the event that (1) the member fails to attend at least one (1) meeting of the board in each full calendar year of the member's term; (2) after the first full calendar year of the member's term, the member fails to attend at least fifty percent (50%) of the regular meetings of the board measured from the beginning of the member's term; (3) the member has two absences in a row without providing reasonable notice in advance or reasons for the absence afterward. If a board attendance issue arises, the board chair and editor will make a determination about the member's continued service on the board after discussing the issue together and with the board member.

ARTICLE VI

Managing Editor-President

2.1. Selection. The Subject to the approval of the Board of Directors shall select, the BSCNC Executive Director-Treasurer shall recommend an individual to serve as the Managing Editor-President of the Biblical Recorder. The Managing Editor-President shall be an employee of the BSCNC. The Managing Editor shall be the chief executive officer and have the day-to-day duties of managing the Biblical Recorder. The Editor President shall serve for an indefinite period and at the pleasure of the Board of Directors of the Biblical Recorder.

3.2. Staff. The Editor President, in consultation with the Chair of the Personnel Committee, shall be authorized to hire and terminate support staff employed by the Biblical Recorder. The Board of Directors, in consultation with the Managing Editor-President, shall approve the hiring or termination of ~~other~~ employees of the Biblical Recorder. The Managing Editor-President shall be responsible for the general supervision of all employees of the Biblical Recorder.

4.3. Publications. The Managing Editor-President is responsible for the content and management of the publications of the Biblical Recorder, subject to Board approval. In the event of a dispute related to the content contained in such a publication, the Managing Editor-President and the Board of Directors shall cooperate to resolve the dispute within the principles of a free

press under the First Amendment, acknowledging the best interests of a free and responsible press for the benefit of the Baptists and the Kingdom's work.

5.4. Reporting. The Managing Editor ~~President~~ shall make complete reports on the ~~work of the staff, the~~ operations of the newspapers ~~magazine~~ and other publications, and provide financial statements on a regular basis to, or upon request by, the Board of Directors.

ARTICLE VII

Indemnification

1. Extent. In addition to the indemnification otherwise provided by law, the Biblical Recorder shall indemnify and hold harmless its directors and officers in accordance with its Articles.

2. Insurance. The Board may cause the Biblical Recorder ~~may to~~ purchase and maintain ~~insurance on behalf of its directors, officers, employees~~ Directors and Officers Liability Insurance for the benefit of any person who is or was serving as a director, officer, employee or agent ~~and those persons who were~~ of this Corporation or for the benefit of any person who is or was serving at the request of ~~the Biblical Recorder~~ this Corporation as a director, officer, ~~partner, trustee,~~ employee, or agent of, ~~or in some other capacity in,~~ another corporation, partnership, limited liability company, joint venture, trust, ~~employee benefit plan,~~ or other enterprise ~~against.~~ This insurance may cover any liability ~~asserted against or incurred by him or her~~ such person in any ~~such capacity, or arising out of his or her~~ such person's status as such, ~~whether or not even if the Biblical Recorder~~ Corporation would not otherwise have the power to indemnify ~~against such liability under the provisions of this Article VI or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article shall relieve the Biblical Recorder of its~~ such person against that liability ~~for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Biblical Recorder with respect to such payment.~~

ARTICLE VIII

General Provisions

1. Management of Corporate Funds. No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, testator or testatrix, unless said use is contrary to or in conflict with the purposes of the Biblical Recorder. No funds shall be used for any purpose other than to effect the purposes of the Biblical Recorder. ~~Each officer and employee or agent having custody of Biblical Recorder funds shall be covered by an appropriate fidelity bond.~~ The Biblical Recorder will designate a depository and establish policies on deposits and withdrawals of funds from such accounts by with all funds of the Biblical Recorder deposited in the name of "BIBLICAL RECORDER, INCORPORATED." Withdrawals from such accounts shall be made only by check or similar order signed by the ~~Editor President and any other individuals as designated by the Board of Directors.~~ Business Manager for the Biblical Recorder; provided, however that for draws in excess of ten thousand dollars (\$10,000) the Business Manager shall obtain the advance approval of the BSCNC Director of Operations. The Board of Directors may adopt policies dealing with the acceptance of gifts and/or the investment of funds at a duly authorized meeting.

2. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this Biblical Recorder shall take any action or carry any activity by or on behalf of the Biblical Recorder not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended.

3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Biblical Recorder shall be from January 1 to December 31.

4. Amendments. The Bylaws may be changed or amended in accordance with this Section. Amendments to the Bylaws proposed by the Board of Directors of the Biblical Recorder require a majority vote of the directors present and voting when the vote is taken at a duly authorized meeting, provided that written notice of any and all such amendments be given to (a) the Board of Directors of the Biblical Recorder no less than thirty (30) days in advance of the meeting, and (b) the ~~Editor~~ President of the Board of Directors of the BSCNC, the Executive Director-Treasurer of the BSCNC and the Managing Editor ~~President of the BSCNC~~ no less than thirty (30) days in advance of the meeting for notice purposes only. For any change in the bylaws of the Biblical Recorder which would affect, alter or change the purpose of the Biblical Recorder or the relationship of the Biblical Recorder or its board of directors to the BSCNC, after passage of any such amendment by the Board of Directors of the Biblical Recorder, then such amendment must be approved by the BSCNC (a) by its Board of Directors at a duly authorized meeting and (b) by its messengers during the annual meeting or during any special meeting of the BSCNC in accordance with the procedures established for amending the articles of incorporation of BSCNC.

~~5. No BSCNC Liability. The BSCNC shall not be liable or responsible for the debts or obligations of the Biblical Recorder.~~