

**BYLAWS
OF
BAPTIST STATE CONVENTION OF NORTH CAROLINA, INC.
A Nonprofit Corporation**

Subject to its Articles of Incorporation (the “Articles”), the affairs of the Baptist State Convention of North Carolina, Inc. (the “Convention”) shall be governed by the following Bylaws (“Bylaws”):

I. Convention Meetings, Officers and Committees

A. Meetings of the Convention

1. Time and Place. The Convention shall hold its annual meeting with the first session commencing on the Monday after the second Sunday in November. In case of emergency or unusual circumstances, the Board of Directors (the “Board”) is empowered to change the time or place of meeting or cancel the sessions of the Convention. A special meeting of the Convention may be called either (a) by a vote of two-thirds (2/3) of the registered messengers present when the vote is taken at an annual meeting, or (b) by vote of a majority of the members of the Board present when the vote is taken.

2. Notice. Notices of the meetings of the Convention shall appear (a) in the *Biblical Recorder* in at least one (1) issue with a publication date more than thirty (30) days in advance of the meeting of the Convention; and (b) on the Convention’s website beginning at least thirty-five (35) days in advance of the meeting of the Convention and to remain on such website through the commencement of such meeting of the Convention.

3. Quorum. The quorum of the Convention shall be the majority of registered messengers present at any session of the annual meeting or any special meeting.

4. Voting. Except as otherwise provided by law, the Articles or in these Bylaws, an act of the majority of the registered messengers voting at a session at which a quorum is present shall be the act of the members of the Convention.

B. Officers of the Convention

The officers of the Convention shall be a President, a First Vice-President, a Second Vice-President, an Executive Director-Treasurer, and Parliamentarian(s).

1. President and Vice-Presidents

- a. Term. The terms of the President and the Vice-Presidents shall commence at the conclusion of the annual meeting at which they are elected and continue until the close of the next annual meeting of the Convention. The President and Vice-Presidents shall not be elected for more than two (2) consecutive terms in the same office.
- b. Vacancies. A vacancy in the office of the President shall be filled by the First Vice-President, and a vacancy in the office of the First Vice-President shall be filled by the Second Vice-President. A vacancy in the office of the Second Vice-President shall be filled by the Board.

- c. Duties. The President shall preside over the deliberations of the Convention and discharge such other duties as are imposed upon the President by the Convention or as are incumbent on the presiding officer of a deliberative body. The President may appoint committees when so directed by the Convention. The President and the Vice-Presidents shall serve as a nominating committee, chaired by the President, to nominate members of the Committee on Nominations to the Board for their election at its January meeting and shall serve as ex-officio voting members of all Convention committees, the Board and its Executive Committee. Unless otherwise stated in the Articles or these Bylaws, the President and Vice-Presidents of the Convention shall serve as ex-officio non-voting members of all subcommittees of Convention committees and of all committees and subcommittees of the Board.

2. Executive Director-Treasurer

- a. Term. At its annual meeting or a special meeting, the Convention shall elect a person to the office of Executive Director-Treasurer. The Board shall nominate a person to the Convention for consideration. Opportunity shall be given to receive additional nominations from the floor of the Convention. The person receiving the majority of votes cast shall be declared elected. Upon election, the Executive Director-Treasurer shall hold office for an indefinite period. The Executive Director-Treasurer shall serve at the pleasure of the Board, and shall serve until the earlier of his death, his retirement or his resignation. The term of the Executive Director-Treasurer may also be terminated by a majority vote of the Board at any meeting of the Board, where the individual director requesting the termination of the Executive Director-Treasurer has given at least twenty (20) days prior written notice to the Board Secretary; upon receipt of such notice, the Board Secretary then shall give at least fifteen (15) days prior written notice of the individual member's intent to bring such motion at the meeting of the Board.
- b. Vacancies. In the event that the position of Executive Director-Treasurer becomes vacant, the Board shall elect, at a regular or special meeting of the Board, an interim Executive Director-Treasurer. The Board of Directors shall consider recommendations from the Executive Committee, with the opportunity for additional nominations to be made at the regular or special meeting. The interim Executive Director-Treasurer shall be elected by a majority vote of the Board, and shall serve until the permanent Executive Director-Treasurer is elected.
- c. Duties. The Executive Director-Treasurer shall be the chief executive officer of the Convention, the chief professional adviser of the Convention, the Board and its committees, and one of the denomination's spiritual leaders, providing statewide guidance and inspiration. The Executive Director-Treasurer shall serve as an ex-officio non-voting member on all Convention committees and subcommittees and the Board and all committees and subcommittees of the Board. The Executive Director-Treasurer shall be the principal operating officer of the Convention, shall oversee the day-to-day operation of the Convention and shall perform such other duties as may be assigned from time to time by the Board. The Executive Director-Treasurer shall plan, coordinate, supervise and evaluate the Convention's ministries and programs, budget and

staff and work on a cooperating basis with other Baptist bodies, including churches, auxiliaries, associations, organizations and conventions, and with other religious groups. The Executive Director-Treasurer shall also have custody of all funds and securities belonging to the Convention, shall receive, deposit and disperse same under the direction of the Board, and shall keep full and accurate accounts of the finances of the Convention in books for such purpose. The Executive Director-Treasurer shall forward, at least once a month, all contributions to their destinations.

3. Parliamentarians

- a. Term and Qualifications. The President shall appoint no fewer than one Parliamentarian and no more than three Parliamentarians, who will serve at the pleasure of the President. The term for each Parliamentarian shall end, unless terminated earlier by the President, at the conclusion of the meeting of the Convention. The Parliamentarians shall be persons of sufficient knowledge and experience to enable them to fulfill their duties for the Convention.
- b. Vacancies. In the case of a vacancy in the office of Parliamentarian, the President may, but is not required to, name a successor so long as there remains at least one Parliamentarian.
- c. Duties. The Parliamentarians shall advise and assist the President (or presiding officer) of the Convention with respect to all matters involving proper parliamentary procedure. The Rules of Order for the Convention shall be those set forth in the most recent edition of Robert's Rules of Order, but in cases where the meaning may not be clear the President shall exercise discretion, subject to override by a vote of the majority of the registered messengers voting at a session at which a quorum is present.

C. Convention Committees

1. List of Standing Committees:

- a. Committee on Nominations;
- b. Committee on Convention Meetings;
- c. Committee on Resolutions and Memorials; and
- d. Historical Committee.

2. Membership

- a. The members and the chair of the Committee on Nominations shall be nominated by the President and Vice Presidents and shall be elected by the Board at its January meeting. All other Convention committees and their respective chairs shall be nominated by the Committee on Nominations and elected by the Convention. All members of Convention committees shall be active members of cooperating churches as defined in Article VI.A.3. of the Articles.

- b. The terms of office of all standing Convention committees, except the Committee on Nominations, shall begin at the adjournment of the annual meeting of the Convention at which they are elected and shall terminate upon the adjournment of the annual meeting of the Convention at which their successors are elected. The terms of office of the Committee on Nominations shall begin at the adjournment of the January meeting of the Board at which they are elected and shall terminate upon the adjournment of the January meeting of the Board at which their successors are elected.
- c. No person shall be eligible to succeed himself/herself on the committee on which he/she is serving until one full term has elapsed after his/her service on such committee has ended whether through expiration of the term, resignation or otherwise; in addition, no person shall be eligible to serve on any other standing Convention committee until one (1) year has elapsed.
- d. No individual who is employed by the Convention or any institution or agency of the Convention, whether the salary is total or supplemented, shall serve on the Committee on Nominations.
- e. The membership of members of Convention committees moving from this state shall be terminated upon the date of the move from this state. In addition, the membership of a member of a Convention committee shall immediately terminate in the event that either (1) the member fails to attend at least one (1) meeting of the Convention committee in each full calendar year of the member's term; or (2) after the first full calendar year of the member's term, the member fails to attend at least fifty percent (50%) of the meetings of the Convention committee measured from the beginning of the member's term.

3. Vacancies. Any vacancy for a member of a Convention committee except the Committee on Nominations occurring between annual meetings of the Convention may be filled by the Executive Committee upon recommendation of the Committee on Nominations. Those elected shall serve through the adjournment of the next annual meeting of the Convention. The Convention shall at its next annual meeting fill the vacancy for the unexpired term. Any vacancy for a member of the Committee on Nominations occurring between the January meetings of the Board may be filled by the Executive Committee upon recommendation of the President and Vice Presidents. Those elected shall serve through the adjournment of the next January meeting of the Board. The Board shall at the next January meeting fill the vacancy for the unexpired term.

4. Reports. All Convention committees shall report either by oral report or written report at the annual meeting of the Convention. Nothing contained in Convention committees' reports to the Convention shall be construed as an action of the Convention except the recommendations, which are listed in such reports and specifically adopted by the Convention.

5. 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. The *ex officio* committee members described in Article I.B.1.c. of these Bylaws shall not be counted in determining a quorum.

6. Duties and Membership of Standing Committees

- a. The Committee on Nominations shall consist of eighteen (18) members serving three (3) year terms, six (6) of which shall rotate off each year. Its duties shall be to nominate persons for election by the Convention to the committees listed in Article I.C.1 (b) – (d) of these Bylaws, such other committees as may be assigned to it, the chair of such Convention committees, the Board, the members of the boards of trustees and directors to be elected by the Convention of the Related Entities (as defined below), and such other nominations as may be delegated to the committee by the Convention, in accordance with the following procedures:
 - (i) The committee shall begin to function upon election. It shall meet as often as needed to prepare recommendations for vacancies and shall begin not later than March 1 to prepare recommendations for the annual meeting of the Convention.
 - (ii) The Related Entities (and individually, a “Related Entity”) are Baptist Children’s Homes of North Carolina, Inc. (“Children’s Homes”), North Carolina Baptist Hospital (“Hospital”), Biblical Recorder, Inc. (“Recorder”) and North Carolina Baptist Foundation, Inc. (“Foundation”). This committee shall invite in writing each Related Entity to submit recommendations for vacancies for its respective board occurring annually or between annual meetings of the Convention. The committee shall invite individuals through the *Biblical Recorder* and the Convention’s website to submit recommendations for trustees and directors of Related Entities and for terms on the Board; this invitation shall include a current list of how many persons are to be elected to the Board in that year from each region. All recommendations shall be accompanied by biographical material, including general assessments by personal and church references. Recommendations and supporting material shall be submitted early enough for the committee to acknowledge and carefully evaluate each recommendation and make an informed decision based upon character, churchmanship, and special skills required by the particular Related Entity. All such materials shall be kept by the chair of the committee during the period of active work up to and until the time of the Convention, and all such materials received from churches and individuals shall be shared upon receipt with the particular Related Entity involved. After this Convention has taken action on nominations, the chair will forward all biographical materials to the new chair of the committee.
 - (iii) When the committee meets to do its work, it shall give careful consideration to those who have been recommended from the various sources indicated above and to the fact that the trustees or directors of each Related Entity are close to that Related Entity have expert knowledge of its needs and possibilities, possess an interest and concern for the Related Entity, and know the men and women who can best serve the Related Entity.

- (iv) When considering nominations, the committee shall:
 - (a) Consult with the representatives of the boards of trustees and directors of the Related Entities for the purpose of determining the specific trustee or director skills needed;
 - (b) Consult as needed with persons making recommendations with respect to their recommendations for membership on the Board and the boards of trustees and directors of Related Entities;
 - (c) Share with the Related Entities its proposed nominations prior to notification of these nominees. This is for the purpose of further consultation, if further consultation is deemed necessary by either the Committee or the boards of trustees or directors of Related Entities;
 - (d) Follow its own best judgment in making nominations to this Convention or the Board. The committee should strive to select and nominate the best representatives of the Convention from the resources available to the Baptists of North Carolina;
 - (e) In conducting its nomination process, the committee should give special emphasis to the following:
 - (1) Stability of effective leadership, thus assuring the continuous work of Baptists;
 - (2) Demonstrated active churchmanship, thus assuring effective Convention representation; and
 - (3) A cross-section of membership, thus assuring representation of churches of various sizes and types, a variety of professional and educational backgrounds, geographical areas, different age groups, and both lay persons and ministers. It is desirable to avoid the concentration of leadership in too few places.
- (v) Consent of the nominee to serve shall be secured by the committee prior to the recommendations to this Convention or the Board.
- (vi) No person shall be nominated to serve on more than one (1) Convention committee, Board of the Convention, special committee of the Board of the Convention (as hereinafter named in Article II.F.), or board of its Related Entities at the same time.
- (vii) It is desirable that at least twenty-five percent (25%) of members nominated to all committees of the Convention, the Board, and the boards of trustees and directors of the Related Entities shall come from churches with a membership under four hundred (400). It is desirable that no church shall have more than six (6) members serving at one (1) time on Convention committees, the Board, and the boards of directors

or trustees of the Related Entities. Any addition beyond six (6) must be individually justified by the Committee on Nominations to the Convention. The Committee on Nominations shall include in its report at a minimum the name, church, home town, association, occupation, and sex of each nominee, the name of the committee or board on which the nominee is to serve together with such summary information as will make clear to this Convention the diversity and breadth of representation provided by the slates of nominees.

- (viii) The full report of the committee shall appear (a) in the Biblical Recorder in at least one (1) issue with a publication date more than four (4) weeks prior to the annual meeting of the Convention; and (b) on the Convention's website beginning at least thirty-five (35) days in advance of the meeting of the Convention and to remain on such website through the commencement of such meeting of the Convention. If necessary, the committee, after prior consultation with and approval from the respective board of trustees or directors of any applicable Related Entity, shall be allowed to amend its report to the Convention in session to replace any previously reported nominee who has been determined to be unable to serve following the publication of the report of the committee to the Convention.
 - (ix) The name of any person to be nominated from the floor of the Convention and the name of the nominee intended to be displaced shall appear on the Convention's website and may also be available on the Biblical Recorder website, beginning at least fourteen (14) days in advance of the meeting of the Convention and to remain on such website(s) through the commencement of such meeting of the Convention. In addition, biographical material relating to any person proposed to be nominated from the floor of the Convention shall be given to the Related Entity involved and to the Committee on Nominations at least one (1) week prior to such meeting.
- b. The Committee on Convention Meetings shall consist of eighteen (18) members serving three (3) year terms, six (6) of which shall rotate off each year. The committee's duties shall include:
- (i) Working with Convention staff and the local auditorium in arranging for display booths, sound system and other arrangements necessary for all meetings of the Convention;
 - (ii) Recommending to the Convention the preacher for the next annual meetings of the Convention (if one has not been previously approved). In addition, the committee may recommend the preacher, if desired, for the annual meeting of Convention scheduled two years in the future;
 - (iii) Recommending to the Convention a place of meeting, when necessary;
 - (iv) Recommending the program of the current year and preliminary plans for the next two annual meetings;

- (v) Providing time prior to the last session for the introduction of any matters of business requiring a vote not scheduled on the program and will designate times when such matters will be considered. No new items of business directing the Convention or committing funds that require a vote may be introduced following the designated time prior to the last session;
- (vi) Providing for the registration of messengers and visitors prior to and during the Convention; the chair of the committee or the chair's designee shall report to the messengers upon the call of the President; and the committee shall serve as a committee on credentials for any messenger whose qualification is in question; and
- (vii) Dealing with all other matters in connection with the annual meeting not provided for in the Articles and Bylaws.

The chair of this committee shall appoint three (3) members to serve as the Teller Subcommittee. The subcommittee shall receive and count all ballots on votes taken during the Convention's meetings. The Teller Subcommittee chair will report results on all votes to the Convention President or presiding officer.

- c. The Committee on Resolutions and Memorials shall consist of nine (9) members, serving three (3) year terms, three (3) of which shall rotate off each year. The committee's duties shall include:
 - (i) Reviewing all properly submitted resolutions;
 - (ii) Presenting to the Convention for its consideration all appropriate resolutions;
 - (iii) Recommending to the appropriate committee or group, or to the Convention the formation of a special committee, for study, those concerns which arise out of a resolution that seems to call for action;
 - (iv) Preparing a report memorializing ministers and lay leaders who have died from July 31 of the previous year to July 31 of the current year; and
 - (v) Recommending names of those to whom the Annual of the Convention is to be dedicated.

When considering properly submitted resolutions, the committee and messengers shall observe the following procedures:

- (i) All resolutions proposed by individuals shall be submitted to the committee in writing no later than September 10 prior to the annual meeting of the Convention at which the proposed resolution is to be considered. The committee shall consider all resolutions submitted. Those resolutions to be presented to the Convention by the committee shall appear on the Convention's website and may also be available on the *Biblical Recorder's* website, beginning at least fourteen (14) days in advance of the meeting of the Convention and to remain on such

website(s) through the commencement of such meeting of the Convention. The committee shall provide notice in the *Biblical Recorder* in at least one (1) issue with a publication date more than fourteen (14) days in advance of the meeting of the Convention of when and where the resolution(s) to be presented to the Convention will be available on the Convention's website and may also be available on the *Biblical Recorder's* website. Exceptions to prior publication by the committee may be made in the case of emergency resolutions dealing with matters such as national disasters, public tragedies, or late developments.

- (ii) The committee may:
 - a. reword resolutions for clarity,
 - b. combine like issues into one resolution, or
 - c. reject resolutions which have been previously addressed or are inappropriate.
- (iii) The committee shall notify those submitting resolutions of the disposition thereof no later than September 30.
- (iv) In the event that the committee rejects in whole a resolution proposed by an individual who is a member of a cooperating church, then such individual who had submitted the resolution to the committee may seek to present the resolution for consideration by the messengers at the meeting of the Convention provided the following requirements are met:
 - a. Such individual shall deliver to the Board Secretary the text of such resolution twenty-one (21) days in advance of the meeting of the Convention so that it will be available on the Convention's website beginning at least fourteen (14) days in advance of the meeting of the Convention and to remain on the website through the commencement of such meeting of the Convention. In addition, the text of the resolution may also be available on the *Biblical Recorder's* website.
 - b. Such individual, at their own expense, provides notice in the *Biblical Recorder* in at least one issue with a publication date more than fourteen (14) days in advance of the meeting of the Convention that such resolution's text will be available on the Convention's website and may also be available on the *Biblical Recorder's* website.
 - c. Such individual is registered as a messenger and is recognized during Miscellaneous Business to move that such resolution be considered by the messengers.
 - d. By a vote of two-thirds of the messengers present and voting at the meeting, the messengers determine that such resolution

should be taken up immediately contrary to the decision of the committee.

- (v) If a resolution was not properly submitted to the committee, a messenger shall not be allowed to present it from the floor of the Convention at the meeting.
- d. The Historical Committee shall consist of twelve (12) members, serving three (3) year terms, four (4) of which shall rotate off each year. This committee shall be responsible for:
 - (i) Recommending appropriate measures for the preservation of Baptist history;
 - (ii) Encouraging the preservation of minutes and records of all Baptist bodies, churches, associations, and conventions; historical manuscripts; printed materials, including correspondence; and museum objects;
 - (iii) Encouraging the writing and publication of high-standard histories of individuals, churches, associations, and conventions;
 - (iv) Recommending which historic sites, including buildings, should be properly marked and preserved when these are related to Baptist history; and
 - (v) Working in close collaboration with the historical researchers of Wake Forest University, who work directly with the Baptist Collection in the Wake Forest University Library.

II. Board of Directors, Board Committees, Special Committees and Board Ministries

The Board of Directors (also referred to, from time to time, as “Board”) has the powers and duties and responsibilities as charged by the Articles and Bylaws of the Convention.

A. Composition of the Board of Directors

1. At-Large Members.

- a. For the purpose of achieving equitable geographical distribution, one (1) at-large member shall be elected from each region; one (1) additional at-large member shall be elected from each region for every ten thousand (10,000) members or additional fraction thereof, based on the most recent tabulation of annual church profiles as recorded by the Convention. At-large members shall be nominated by the Committee on Nominations with a limit of one (1) member from any church, and with careful attention to equitable geographical distribution within each region. The regions shall be those that have appeared on a map of North Carolina that has been printed in the Convention Annual each year since 1938. Each at-large member shall be considered as being from the region in which his or her church’s principal place of worship is located.

- b. In the event at-large members of the Board move from the region from which they were elected, their membership shall continue through the remainder of the calendar year. The membership of those moving from the state shall be terminated upon the date of the move from the state. In addition, the membership of an at-large member shall immediately terminate in the event that either (1) the member fails to attend at least one (1) meeting of the Board in each full calendar year of the member's term; or (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.

2. Ex-officio Voting Member. The following shall be ex-officio voting members of the Board and its Executive Committee:

- a. President of the Convention;
- b. First Vice-President of the Convention;
- c. Second Vice-President of the Convention;
- d. The North Carolina Baptist Men's President; and
- e. The North Carolina Baptist Associational Missions Conference's President.

3. Ex-officio Non-voting Member. The following shall be ex-officio non-voting members of the Board:

- a. Executive Director-Treasurer;
- b. The members of the Executive Committee of the Southern Baptist Convention, from the Baptist State Convention of North Carolina, Inc. who are not then serving as elected members of the Board; and
- c. The Woman's Missionary Union of North Carolina's President.

4. All ex-officio members shall not be used in determining the number of at-large members from a region or a church.

B. Election of At-Large Members of the Board of Directors

1. Qualifications. All at-large members of the Board shall be active members of cooperating churches as defined in Article VI.A.3. of the Articles. No one who is employed by the Convention, or any institution or agency of the Convention as described in Article III.A.(1) below, whether the salary be total or supplemented, shall be eligible for at-large membership on the Board or as an at-large member (other than an ex-officio member) of any special Committee of the Board.

2. Nominations. In accordance with Article I.C.6.a. of these Bylaws, the Committee on Nominations shall present to the annual meeting a slate of nominees for election, and after opportunity for further nominations from the floor is given, the at-large members of the Board shall be elected by a majority vote of the messengers of the Convention in annual meeting.

Text of Paragraph 3. effective from January 1, 2018 through December 31, 2019:

3. Election; Terms.
 - (a) During calendar year 2018, each at-large member of the Board shall be elected for a term of one (1) year, two (2) years, or four (4) years as determined by the Committee on Nominations in order that the rotation for Board members be returned with, as nearly as may be possible, one-fourth (1/4) of membership being elected at each annual meeting. During calendar year 2019, each at-large member of the Board shall be elected for a term of four (4) years with, as nearly as may be possible, one fourth (1/4) of the membership being elected at each annual meeting. Any member who is elected to serve a one-year term in 2018 shall be eligible to be re-elected at the expiration of that term for a full four-year term. Any member who is elected to serve two or more years in 2018 shall not be eligible to serve another term until one full term has elapsed. Except as set forth above, no person shall be eligible to succeed himself/herself on the Board after serving on the Board whether such service has ended through expiration of the term, resignation or otherwise until one (1) full term has elapsed; provided, however, that any such at-large Board member who shall have been elected to fill a vacancy of less than two (2) years, shall be eligible to be re-elected to a full term. The term shall begin on January 1, following the annual meeting of the Convention at which at-large members were elected; and shall end on December 31 following the Convention at which their successors were elected, unless sooner terminated; provided, however, the term of office of an at-large member who has not resigned, died, become disqualified, or been removed shall not expire until a successor shall have been duly elected and qualified.
 - (b) Beginning January 1, 2019, each at-large member of the Board shall be elected for a term of four (4) years with, as nearly as may be possible, one-fourth (1/4) of the membership being elected at each annual meeting. Except as provided in subsection (a) above, no person shall be eligible to succeed himself/herself on the Board after serving on the Board whether such service has ended through expiration of the term, resignation or otherwise until one (1) full term has elapsed; provided, however, that any such at-large Board member who shall have been elected to fill a vacancy of less than two (2) years, shall be eligible to be re-elected to a full term. The term shall begin on January 1, following the annual meeting of the Convention at which at-large members were elected; and shall end on December 31 following the Convention at which their successors were elected, unless sooner terminated; provided, however, the term of office of an at-large member who has not resigned, died, become disqualified, or been removed shall not expire until a successor shall have been duly elected and qualified.
 - (c) The amendments to Article II.B.3. of the Bylaws shall become effective as of January 1, 2018. These amendments to Article II.B.3. of the Bylaws shall cease to have any force and effect as of December 31, 2019, and the version of paragraph 3 in effect prior to the 2017 annual meeting of the Convention shall be in force and effect as of January 1, 2020, without any further action by the messengers at an annual meeting to amend Article II.B.3. of the Bylaws.

Text of Paragraph 3. effective after December 31, 2019:

3. Election; Terms. Each at-large member of the Board shall be elected for a term of four (4) years with, as nearly as may be possible, one-fourth (1/4) of the membership being elected at each annual meeting. No person shall be eligible to succeed himself/herself on the Board after serving on the Board whether such service has ended through expiration of the term, resignation or otherwise until one (1) full term has elapsed; provided, however, that any such at-large Board member who shall have been elected to fill a vacancy of less than two (2) years, shall be eligible to be re-elected to a full term. The term shall begin on January 1, following the annual meeting of the Convention at which at-large members were elected; and shall end on December 31 following the Convention at which their successors were elected, unless sooner terminated; provided, however, the term of office of an at-large member who has not resigned, died, become disqualified, or been removed shall not expire until a successor shall have been duly elected and qualified.

4. Vacancies. Any vacancy for an at-large member of the Board occurring between annual meetings of the Convention may be filled by the Executive Committee upon recommendation of the Committee on Nominations. Those elected shall serve through the remainder of the calendar year. The Convention shall at its next annual meeting fill the vacancy for the unexpired term.

C. Powers and Duties of the Board of Directors

Except as specifically limited by the Articles and these Bylaws, the Board of Directors shall have the power to act for the Convention in the interim between meetings, and shall have general supervision of all ministries and programs supported by the Convention. Any action taken by the Board during the interim shall be binding on this Convention and be reported fully to this Convention at its next meeting. The Board shall:

1. Implement the budget as adopted by this Convention;
2. Review, study and make recommendations to the Convention regarding the programs and ministries of the Convention;
3. Make a report of its activities during the year to the Convention during its annual meeting;
4. Recommend to the Convention the budget allocations of the Convention;
5. Employ a certified public accountant each year to make a complete audit of the books and accounts of the Convention; and
6. Receive and consider at its January meeting, from a nominating committee consisting of the Convention President and First and Second Vice-Presidents, a list of proposed nominees to serve on the Committee on Nominations.

D. Organization of the Board

1. Qualifications of the Officers. The President and Vice President shall be members of the Board; the Board Secretary shall be either a member of the Board or an employee of the Convention.

2. Election of the Officers. At the September meeting of the Board, the following officers shall be elected by a majority vote of the Board: a President, a Vice-President, and a Board Secretary. Their terms shall begin on January 1st following the September meeting of the Board at which the officers were elected and shall end on the later of December 31st of that calendar year or the election of their successors.

3. Power and Duties of the Officers.

- a. The President shall serve as the chair of the Board and shall, when present, preside at all the meetings of the Board, and shall take any actions as directed by the Board, from time to time. The President shall have responsibilities of selecting committee members and serving on committees as set forth in Article II.F. of these Bylaws.
- b. In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice-President shall exercise all powers and discharge all duties of the President, and shall take any actions as directed by the Board of Directors, from time to time. The Vice-President shall have responsibilities of selecting committee members and serving on committees as set forth in Article II.F. of these Bylaws.
- c. The Board Secretary shall keep as permanent records (1) minutes of all meetings of the Board of Directors, (2) a record of all actions taken by the directors without a meeting, and (3) a record of all actions taken by board committees and special committees of the Board. In addition, the Board Secretary shall prepare the minutes of the meetings of the Convention and shall serve as Convention Secretary for executing such documents as directed by officers of the Convention or Board. The Board Secretary shall also perform any duties as may be assigned from time to time by the President of the Board.

E. Meetings of the Board

1. Regular and Special Meetings. The Board shall have three (3) regular meetings scheduled in January, May and September. In the event that any regular meeting of the Board is postponed due to inclement weather, the threat of inclement weather or other emergency circumstances, that would prevent a quorum from assembling due to the travel conditions, then the Executive Director-Treasurer and the President of the Board may call a substitute regular meeting of the Board. Special meetings of the Board may be called by the Executive Director-Treasurer and the President of the Board or by request from a majority of the Board members.

2. Notice of Meetings. At each January meeting of the Board, the newly-elected President of the Board shall provide notice of the dates for the next three (3) regular meetings of the Board (May, September and the following January). The Board Secretary shall provide written notice of these dates to all Board members within fourteen (14) days of the conclusion of the January Board meeting. In the event that the Executive Director-Treasurer and the President of the Board call a substitute regular meeting due to the postponement of a regular meeting as set forth above, then the Board Secretary shall, at least seven (7) days before the meeting, give notice thereof to the Board by any usual means of communication which is capable of being confirmed by the Board Secretary. The person or persons calling a special meeting of the Board shall, at least fourteen (14) days before the meeting, give notice thereof, specifying the purpose for which the meeting is called, by any usual means of communication which is capable of being confirmed by the Board Secretary. Any member of the Board

may waive notice of any meeting held without proper call or notice, either before or after the meeting is held. Attendance by a member of the Board at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the purpose of objection to the transaction of any business because the meeting is not lawfully called. Failure of a member of the Board who did not attend a meeting held without proper call or notice to file with the Board Secretary his or her written objection to the holding of the meeting or to any specific action taken promptly after having knowledge of the action taken and of the insufficiency of notice shall constitute ratification of the action taken at the meeting.

3. Quorum; Voting. A majority of the Board in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise provided by law, the Articles or in these Bylaws, an act of the majority of the Board members voting at a meeting at which a quorum is present shall be the act of the Board. A Board member who is present at a meeting of the Board when action is taken shall be deemed to have assented to the action unless he or she objects at the beginning of the meeting (or promptly upon the Board member's arrival) to holding it or transacting business at the meeting, unless the Board member's dissent or abstention from the action shall be entered in the minutes of the meeting or unless he or she files a written notice of dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or with the Board immediately after adjournment of the meeting. Such right of dissent or abstention shall not apply to a director who voted in favor of the action taken.

4. Conduct of Meeting. A Board member may only participate in a Board meeting in person.

F. Board Committees and Special Committees

The Board shall organize into board committees and special committees to assist in the planning and implementing of the work of the Convention as charged to the Board. Board committees are committees consisting only of members of the Board; special committees may have members who are not Board members. Except for those subcommittees specifically authorized herein for the Business Services Special Committee, 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.

1. Selection of Committee Members. After their election at the September meeting of the Board, the President-elect and Vice-President-elect of the Board shall be responsible for assigning all newly elected Board members to one of the Board committees or the special committees. The assignment process and notification of assignments will be finished at least two (2) weeks prior to the January meeting of the Board. Also, the President-elect and Vice-President-elect will review and take into consideration any recommendations furnished by the Executive Leader associated with the work of a specific committee. Any member of a special committee of the Board who is not a member of the Board shall not be serving at the same time on any Convention committee, any other special committee of the Board of the Convention, or any board of the Convention's Related Entities.

2. Committee Meetings. The Business Services Special Committee, Christian Life and Public Affairs Special Committee, Church Planting and Missions Partnerships Committee, Communications Committee, Convention Relations Special Committee, and Evangelism and Discipleship Committee shall elect a Chairperson at the September meeting of the Board. Their terms shall begin on January 1st following the September meetings of the Committees at which the chairs were elected and shall end on the later of December 31st of that calendar year or the election of their successor. All committees will meet at other times as specified or as called by the committee Chairperson, the Executive Director-Treasurer or the Executive Leader, except that the Executive Committee shall meet at least once

per quarter or at such other times as may be called by the Executive Director-Treasurer or the President of the Board, or both. The person or persons calling a committee meeting (other than the September meeting for election purposes) 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 Board Secretary.

3. 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. The ex-officio committee members described in Article II.F.5 of these Bylaws shall not be counted in determining a quorum.

4. Conduct of Meeting. Upon approval of the Chairperson of the committee after consultation with the Board Secretary concerning the feasibility, availability, cost and other relevant factors, 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.

5. Ex-officio Committee Members. The President and Vice President shall serve as ex-officio voting members of all committees and subcommittees of the Board. The Executive Director-Treasurer and Board Secretary shall serve as ex-officio non-voting members of all committees and subcommittees.

6. Executive Committee.

- a. Composition. The membership of the Executive Committee is comprised of four (4) persons of the Board, elected at-large plus the following individuals serving on an ex-officio basis:
 - (i) President of the Board;
 - (ii) Vice-President of the Board;
 - (iii) Chairperson, Articles and Bylaws Special Committee;
 - (iv) Chairperson, Budget Special Committee;
 - (v) Chairperson, Business Services Special Committee;
 - (vi) Chairperson, Christian Life and Public Affairs Special Committee;
 - (vii) Chairperson, Church Planting and Missions Partnerships Committee;
 - (viii) Chairperson, Communications Committee;
 - (ix) Chairperson, Convention Relations Special Committee;
 - (x) Chairperson, Evangelism and Discipleship Committee;
 - (xi) President of the Convention;

- (xii) First Vice-President of the Convention;
- (xiii) Second Vice-President of the Convention;
- (xiv) President, Baptist Associational Missions Conference; and
- (xv) President, North Carolina Baptist Men.

The three Convention officers shall serve during their terms of office. The Board shall elect the four (4) at large members to the Executive Committee at its January meeting; their terms shall end on December 31st of the calendar year in which they were elected. The term for all other members of the Executive Committee shall begin on January 1st and end on December 31st.

- b. Chair. The President of the Board shall serve as Chairperson. The Vice-President of the Board shall serve as Vice-Chairperson.
- c. Powers and Duties. The Executive Committee shall have the power to transact all regular business of the Board during the interim between the meetings of the Board, and any action taken shall not conflict with the policies of the Board. The Executive Committee shall also review and make recommendations to the Board. In addition, the Executive Committee shall have the following duties:
 - (i) Shall initiate and recommend matters concerning business management and finance.
 - (ii) Shall review and recommend policies of the Convention to the Board.
 - (iii) Shall receive and act on all recommendations concerning the employment, compensation, supervision, termination and retirement of personnel.
 - (iv) Shall review, amend, if necessary, and approve the budget prepared by the Budget Special Committee to be presented at the September meeting of the Board.

7. Articles and Bylaws Special Committee.

- a. Composition. The membership shall consist of eight (8) who shall be appointed for a four (4) year term, with two (2) rotating off each year. Four (4) members of the committee shall also be members of the Board when appointed. The remaining four (4) shall not be members of the Board when appointed. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint the two (2) new members to this committee: one (1) member from the Board and the other a non-member of the Board; their terms shall begin January 1st. Any vacancy occurring during the President of the Board's term may be filled by the President's appointment. The committee members who are not members of the Board should have expertise in legal, organizational structure and procedures, and Baptist life.

- b. Chair. The Chairperson of the committee will be selected by the President-elect of the Board and shall be one of the eight members of the committee. The person selected shall be a member of the Board, but not currently a member of the Executive Committee and shall serve a one (1) year term as Chairperson. The chair shall become a member of the Executive Committee.
 - c. Powers and Duties. The Articles and Bylaws Committee shall be responsible for studying the Convention's Articles and Bylaws and making recommendations for amendment.
8. Budget Special Committee.
- a. Composition. The membership shall consist of eight (8) who shall be appointed for a four (4) year term, with two (2) rotating off each year. Four (4) members of the committee will also be members of the Board when appointed. The remaining four (4) will not be members of the Board when appointed. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint two (2) new members to this committee: one (1) member from the Board and the other a non-board member; their terms shall begin January 1st. Any vacancy occurring during the President of the Board's term may be filled by the President's appointment. The President-elect of the Board should strive to have diversity on the Budget Special Committee taking into account representation from churches of various sizes, types, and geographical areas, and representation by individuals who are lay persons and ministers and have expertise in budget, finance and Baptist life.
 - b. Chair. The Chairperson of the committee will be selected by the President-elect of the Board and shall be one of the eight members of the committee. The person selected shall be a member of the Board, but not currently a member of the Executive Committee and shall serve a one (1) year term as Chairperson. The Chairperson shall become a member of the Executive Committee. The Chairperson may not be appointed for more than two (2) consecutive terms as Chairperson of the Budget Special Committee.
 - c. Powers and Duties. The Budget Committee shall be responsible for studying and recommending the budget for the support of all programs funded by the Convention as well as presenting its proposed budget to the Executive Committee for approval, and then to the September meeting of the Board for approval by the Board.
9. Business Services Special Committee.
- a. Composition. The membership shall consist of twenty (20) members, twelve (12) of whom shall be members of the Board, and eight (8) of whom shall not be members of the Board; all members shall serve four (4) year terms. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint two (2) new non-Board members of the Committee. Any vacancy of non-Board members occurring during the President of the Board's term may be filled by the President's appointment. The members shall include people with expertise in law, accounting, finance, insurance, management, and the ministry. The Executive Leader of the Business Services Group shall serve

as an ex-officio non-voting member of the Business Services Special Committee.

- b. Chair. The Chairperson shall be selected by the committee from its Board members at its September meeting.
- c. Powers and Duties. The Business Services Special Committee shall be responsible for counseling the Executive Leader of the Business Services Group regarding business matters, and including without limitation, procedures of bookkeeping and accounting; financial reporting; the annual audit; the Convention equipment maintenance and replacement; the purchasing procedure by staff; the insurance coverage on Convention's property; acquiring or disposing of Convention real and personal property; establishing guidelines for the use of monies from the unrestricted General Reserve of the Convention; and establishing the criteria for borrowing and repaying available unrestricted General Reserve monies. The Business Services Special Committee shall make such recommendations to the Executive Committee and the Board as shall be necessary.
- d. Subcommittees.
 - (i) General. The Chairperson of the Business Services Committee, in consultation with the Executive Leader of the Business Services Group, shall appoint all subcommittees and their Chairpersons. The Chairperson of the Business Services Committee shall serve as an ex-officio voting member of all subcommittees. The Executive Leader shall serve as an ex-officio non-voting member of all subcommittees.
 - (ii) Audit/Investment Subcommittee. This subcommittee shall have duties to the Business Services Special Committee for matters pertaining to contingency funding, the annual audit, and the Convention's investments, including without limitation the following:
 - (1) Shall report, following the audit, to the Business Services Committee for its recommendation of transfer to the Contingency Fund of no less than ten percent (10%) and not more than seventy-five percent (75%) of the income received in excess of expenditures during the previous year;
 - (2) Shall continue approved appropriations until the fund reaches twenty percent (20%) of the Cooperative Program budget;
 - (3) Shall make recommendations to the Business Services Committee regarding the use of Contingency Funds including, but not limited to the following purposes: to meet reserve requirements for future retiree benefits; to assist any institution or agency where a real emergency exists; to cover any unfunded programs due to shortfall in Cooperative Program funds where the need is urgent and cannot be met within other budget adjustments; and to fund any new programs that are deemed to

be of primary importance by the Executive Committee, the Board and Executive Director-Treasurer;

- (4) Shall work with the Executive Leader of the Business Services Group concerning investment, financial and business related policies and procedures and make recommendations to the Business Services Special Committee, Executive Committee and the Board; and
 - (5) Shall oversee implementation of the policies and guidelines for the investment of available funds as well as monitoring the risk factor and return of all investments with security as the prominent guideline.
- (iii) Assemblies Subcommittee. This subcommittee shall have duties to the Business Services Special Committee for matters pertaining to the administrative functions and property management of the conference centers, camps, and assemblies owned and operated by the Convention or with which the Convention has some type of working relationship. This shall include reviewing all requests for the construction and financing of facilities on said properties and making recommendations to the Business Services Special Committee.
 - (iv) Property Management Subcommittee. This subcommittee shall have duties to the Business Services Special Committee for matters pertaining to all properties owned by the Convention which are not managed by the Assemblies Subcommittee. This property management function shall include reviewing all requests for the construction and financing of facilities on said properties, decisions regarding the disposition of such properties, and making recommendations to the Business Services Special Committee regarding such actions.

10. Christian Life and Public Affairs Special Committee

- a. Composition. The committee shall consist of not more than sixteen (16) members, not more than twelve (12) of whom shall be members of the Board. Also, the committee shall consist of four (4) members who are not serving on the Board and who shall serve four (4) year terms. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint one (1) new non-Board members of the Committee. Any vacancy of non-Board members occurring during the President of the Board's term may be filled by the President's appointment.
- b. Chair. The Chairperson shall be elected from one (1) of the members of the Board at its September meeting.
- c. Purpose, Duties and Responsibilities. The Christian Life and Public Affairs Special Committee shall work to provide an effective program to help North Carolina Baptists become more aware of the ethical implications of the Christian gospel with regard to all aspects of daily living, including family life,

human life, moral issues, economic life, citizenship, and public affairs. The committee:

- (i) Shall seek to develop a comprehensive program addressing Christian social ethics in the life of the Convention, its institutions and its agencies which may include leading seminars, developing literature, distributing information, conducting studies and research, and other means appropriate to accomplish this purpose;
- (ii) Shall work with all ministries of the Convention, its institutions, and its agencies and with Southern Baptist organizations and other non-Baptist organizations to promote the Christian social ethics in the life of North Carolina Baptists;
- (iii) Shall designate three of its members for nomination as trustees of the Christian Action League and shall cooperate with the Christian Action League in its efforts to combat addictive substances and other social evils; and
- (iv) Shall work, in cooperation with the Convention staff person assigned to the Committee, to promote the Convention's position on Christian social ethics with the applicable legislative and executive branches, including the General Assembly of North Carolina, for the benefit of North Carolina Baptists.

11. Church Planting and Missions Partnerships Committee

- a. **Composition.** The membership shall consist of at least sixteen (16) members of the Board. The Executive Leader of the Church Planting and Missions Partnerships Group shall serve as an ex officio non-voting member.
- b. **Chair.** The Chairperson shall be selected by the Committee from its members at its September meeting.
- c. **Powers and Duties.** The Church Planting and Missions Partnerships Committee shall be responsible for working with the Executive Leader to challenge, encourage and resource churches and associations of the Convention and networks partnering with the Convention related to church planting, associational ministry, collegiate ministry and Great Commission focused partnerships. The Committee shall give special attention to resourcing churches and associations of the Convention and networks partnering with the Convention with regards to engaging unreached and unengaged people groups with the Gospel and planting new multiplication churches.

12. Communications Committee

- a. **Composition.** The membership shall consist of at least twelve (12) members of the Board. The Team Leaders of the Communications Team and the Information Technology/Information Services Team shall serve as an ex-officio non-voting members of the Communications Committee.

- b. Chair. The Chairperson shall be selected by the committee from its committee members at its September meeting.
- c. Powers and Duties. The Communications Committee shall be responsible for working with the Team Leaders of the Communications Team and the Information Technology/Information Services Team to provide input related to the overall ministry and work of these Teams; advising the Board to utilize multiple methods in communicating information from the Convention and promoting the ministries of the Convention; promoting the Convention's effective use of technology; and seeking to help churches and associations fulfill their mission through effective use of technology and communications.

13. Convention Relations Special Committee

- a. Composition. The committee shall consist of not more than twenty (20) members of the Board. Also, the committee shall consist of the following five (5) ex-officio members: President of the Children's Homes; Chief Executive Officer of the Hospital; the Hospital employee designated by its Chief Executive Officer responsible for overseeing its pastoral care ministries and its relationship with churches; Editor/President of the Recorder; and Executive Director of the Foundation.
- b. Chair. The Chairperson shall be elected from one (1) of the Board members at its September meeting.
- c. Voting. No ex-officio member of the committee shall have a vote on appropriations or allocation of funds that may be made to the Related Entities.
- d. Purpose, Duties and Responsibilities. The Convention Relations Special Committee shall work to provide effective ways for the Related Entities to assist the Convention in its support of the missions and ministries of its cooperating churches without in any way hindering the operation by the trustees and/or directors of any one of the Related Entities. The committee:
 - (i) Shall consider all issues to insure that the mission and ministries of the Convention and each of the Related Entities complement each other in existing efforts and in any new missions and ministries and such efforts support the missions of the cooperating churches;
 - (ii) Shall strive to identify and eliminate, where possible, duplication of missions and ministries among the Convention and the Related Entities;
 - (iii) Shall consider problems common to all of the Related Entities, and keep the needs of the Related Entities before the Board and North Carolina Baptists;
 - (iv) Shall cooperate with all ministries of the Convention in order to create a better understanding of all the problems involved in the missions and ministries of the Related Entities; and
 - (v) Shall report to the Board about the Related Entities.

14. Evangelism and Discipleship Committee

- a. Composition. The membership shall consist of at least sixteen (16) members of the Board. The Executive Leader of the Evangelism and Discipleship Group shall serve as an ex-officio non-voting member.
- b. Chair. The chairperson shall be selected by the committee from its committee members at its September meeting.
- c. Powers and Duties. The Evangelism and Discipleship Committee shall be responsible for working with the Executive Leader to strengthen churches, by creating a disciple-making culture within churches. The goal of the disciple-making culture shall be seeing churches accomplish their divinely-appointed mission to fulfill the Great Commission by creating disciples who become mature disciples and, in turn, share their faith with others and lead them to become mature disciples.

G. Fruitland Baptist Bible College

1. Purpose. Fruitland Baptist Bible College (“Fruitland”) is a ministry of the Convention and shall be responsible to the Board. In Fruitland’s associate degree and certificate programs, it seeks to glorify God, serve the local church, and fulfill the Great Commission, by developing Christian leaders who think biblically, communicate the Gospel effectively, and serve in Christ’s kingdom with godly character, competence and commitment. Fruitland accepts students with various academic preparation, including those for whom study in a college or seminary is not presently appropriate, and encourages further education in college and/or seminary.

2. Board of Directors (hereinafter referred to as “Fruitland Directors”). The operations of Fruitland shall be the responsibility of the Fruitland Directors, who are elected by the Board.

- a. The Fruitland Directors shall consist of twelve (12) members, each serving a four-year (4) term. One-fourth (1/4) of the members shall be elected each year at the September meeting of the Board. The term of service shall begin January 1. During the May meeting of the Executive Committee of the Board, the Chairperson shall appoint three (3) members of the Executive Committee to serve as a nominating committee for the purpose of recommending nominees for the Fruitland Directors to the Board. The Fruitland Directors shall comply with the following:
 - (i) One-third (1/3) of the membership shall be chosen from the alumni of the Fruitland who may or may not be presently serving as members of the Board;
 - (ii) One-third (1/3) of the members shall be chosen from those presently serving on the Board when the member is elected;
 - (iii) One-third (1/3) of the members shall be chosen at large from among members of cooperating North Carolina Baptist churches not presently serving on the Board when the member is elected. The at large members should have expertise in budget, finance, and Baptist life;

- (iv) At least four (4) of the members shall be laypersons;
 - (v) If for any reason a member of the Fruitland Directors shall cease to be a member of a church cooperating with this Convention, or shall remove residence from the state, membership on the Fruitland Directors will be thereby terminated. Vacancies on the Fruitland Directors shall be filled by the Executive Committee between sessions of the Board;
 - (vi) No person shall be eligible to succeed himself/herself as a member of the Fruitland Directors whether such service has ended through expiration of the term, resignation or otherwise until one (1) full term has elapsed; provided, however, that any member of the Fruitland Directors who shall have been elected to fill a vacancy of less than two (2) years shall be eligible to be re-elected to a full term; and
 - (vii) No person shall serve as a Fruitland Director, who at the same time is employed, either partially or fully, by the Convention, or any institution or agency of the Convention.
- b. Responsibilities of the Fruitland Directors
- (i) The Fruitland Directors shall be responsible to the Board and ultimately to the Convention for the operation of Fruitland and for all administrative and policy decisions of Fruitland in the regular and proper performance of the task of Fruitland.
 - (ii) The Fruitland Directors shall report annually to the September meeting of the Board, and a synopsis of the report shall be given to the annual meeting of the Convention.
 - (iii) The Fruitland Directors shall be responsible for submitting a budget to the Budget Special Committee of the Board to be included with the budget of the Board for approval by the Convention in annual meeting.
 - (iv) The Fruitland Directors have the responsibility for administering the budget consistent with the financial policies of the Convention. The Fruitland Directors shall be responsible to the Board for the fiscal operation of Fruitland and shall make periodic financial reports to the Board, including independent annual audits.
 - (v) The Fruitland Directors shall have the authority to secure endowment for Fruitland in accordance with policies of the Convention and its institutions and agencies.
 - (vi) Except for the selection or dismissal of the President of Fruitland, the Fruitland Directors shall have the responsibility for all personnel matters of Fruitland consistent with the personnel policies of the Convention.
 - (vii) The Convention's financial and personnel policies shall be Fruitland's financial and personnel policies.

3. President of Fruitland. The President of Fruitland shall manage the affairs of Fruitland under the direction of the Fruitland Directors. For the employment or dismissal of a President, the Fruitland Directors shall recommend action to the Board. The President shall recommend all other personnel matters to the Fruitland Directors.

4. Change of Status. Any change of status regarding the purpose of Fruitland shall be approved by the Convention in annual meeting, upon recommendation of the Board.

III. Relationships With Other Entities

A. Other Entities

This Article III of the Bylaws shall apply to the following unless otherwise stated: (1) Baptist Children's Home of North Carolina, Inc.; Biblical Recorder, Inc.; and The North Carolina Baptist Foundation, Inc. (collectively referred to as "institution" or "agency" or the plural thereof, and the governing board members shall be referred to as "trustees" or "directors"); (2) the North Carolina Baptist Hospital (the "Hospital"); (3) Campbell University, Chowan University, Gardner-Webb University, Mars Hill University and Wingate University (collectively referred to as "affiliated educational institution" or the plural thereof); (4) Wake Forest University and Meredith University (collectively referred to as "historical educational institution" or the plural thereof); (5) The North Carolina Baptist Men (referred to as "the auxiliary"); (6) The North Carolina Baptist Associational Missions Conference; (7) The Woman's Missionary Union of North Carolina (a historical co-laborer with the Convention); and (8) Baptist Retirement Homes of North Carolina, Inc. (referred to as the "historical social services institution").

B. Institutions and Agencies

1. Each institution or agency of the Convention shall act in a manner consistent with the overall purposes of the Convention, and shall:

- a. Be responsible to the Convention for its operation in accordance with the Baptist principles, by which the Convention operates;
- b. Submit an annual written report on work done and undertaken to this Convention at its annual meeting;
- c. Obtain the prior written approval of the Convention for any change in the charter of the institution or agency which would affect, alter or change the purpose of the institution or agency or the relationship of the institution or agency or its board of trustees or directors to the Convention;
- d. Obtain the prior written approval of the Convention for any program which might involve the Convention directly or indirectly in any debt, as provided in Article IV of the Bylaws.

Each trustee and director shall affirm the governing documents and policies of the institutions and agencies and embrace the values of the Convention. Satisfaction of this requirement must be reported to the Executive Committee by each institution and agency no later than the March meeting of the Executive Committee.

2. Qualifications of Trustees and Directors.

- a. Members of the Board of Trustees and Directors of any institution or agency of the Convention shall be members of churches cooperating with the Convention as defined in Article VI.A.3. of the Articles, except as otherwise specified in subsection d. below.
- b. An individual who is a member of a church which by formal action of the Convention, its Board of Directors, or its Executive Committee has been determined to be not in friendly cooperation with the Convention in accordance with Article VI of the Articles, or is a member of a church which affirms, approves, endorses, promotes, supports, or blesses homosexual behavior, shall not be eligible to serve as a trustee or director of any institution or agency, with the exception that an individual who is currently serving as a trustee or director of an institution or agency at the time such formal action is taken shall be allowed to serve the remainder of his or her term as a trustee or director.
- c. No individual who is employed, either on a full-time or part-time basis, by the Convention or any institution or agency of the Convention shall be eligible to serve on the board of directors or trustees of any institution or agency.
- d. At least three fourths (3/4) of the members of the board of trustees or directors of such institution or agency shall be residents of North Carolina and active members of churches in friendly cooperation with the Convention. Up to one fourth (1/4) of the members of the board of trustees or directors may be Baptists from outside of North Carolina who are active members of churches cooperating with a Baptist State Convention affiliated with the Southern Baptist Convention. For trustees or directors from outside North Carolina, each institution or agency will be required to furnish to the Committee on Nominations a letter of endorsement from the nominee's church.

3. Election of Trustees and Directors; Term; Term Limits.

- a. Such trustees or directors shall be elected by the Convention for four (4) year terms with one-fourth (1/4) of the board of trustees or directors being elected at each annual meeting of the Convention, after receiving nominations from the Convention's Committee on Nominations. These nominees shall be presented to the Convention for election following the procedures detailed in Article I.C.6.a. of the Bylaws.
- b. The term of office shall begin on January 1, following the annual meeting of the Convention at which members were elected; and shall end on December 31 following the Convention at which their successors were elected, unless sooner terminated; provided, however, the term of office of a trustee who has not resigned, died, become disqualified, or been removed shall not expire until a successor shall have been duly elected and qualified.
- c. No trustee or director shall be eligible to succeed himself/herself on a board after serving on such board, whether such service has ended through expiration of the term, resignation or otherwise until the lapse of one (1) year; provided, however, that any board member who shall have been elected to fill a vacancy

of less than two (2) years shall be eligible to be re-elected to a full term. In addition, any trustee or director having completed his/her service on one board shall be eligible for immediate election to membership on the board of any other institution or agency.

4. Optional Election Method. Each such institution or agency may choose to nominate up to fifty percent (50%) of its trustees or directors with the assurance that in the event the Convention does not elect one of these nominees, the institution or agency alone shall have the right to nominate another person for the vacancy. Whenever such institution or agency exercises this option in regard to a certain percentage of its total number of trustees or directors, never more than fifty percent (50%), the Board, upon the recommendation of its Budget Special Committee, shall reduce the Cooperative Program funds allocated to such institution or agency by the same percentage and shall make recommendations to the Convention, through the proposed annual budget, as to how such funds may be used to accomplish other significant tasks of the Convention and other entities described in this Article III. Any reversal of this process involving restoration of any Cooperative Program funds will be subject to budgetary limitations and must have the approval of the Budget Special Committee of the Board, of the Board, and of this Convention. The trustees or directors of such institution or agency of this Convention shall make an annual report, no later than February 1 of each year, notifying the Committee on Nominations of the Convention and the Budget Special Committee of the Board concerning the exercising of such an option and of all vacancies to be filled. Each such nominee must be a member of a church cooperating with this Convention or a church cooperating with a Baptist State Convention, which is affiliated with the Southern Baptist Convention, and such institution or agency will be required to furnish to the Committee on Nominations a letter of endorsement from the nominee's church. In no case shall more than twenty five percent (25%) of the trustees or directors of such institution or agency be from outside North Carolina.

5. Termination and Removal of Trustees and Directors.

- a. If for any reason a member of a board shall cease to qualify as a trustee or director of an institution or agency, membership on any board shall be thereby terminated, effective immediately upon the date of the disqualifying event. Any vacancy on a board may be filled by recommendation of the Committee on Nominations, after prior consultation with and approval from the respective institution or agency, to the Executive Committee until the next annual meeting of the Convention, and the Convention shall at its next annual meeting fill the vacancy for the unexpired term.
- b. The board of trustees or directors of an institution or agency by affirmative vote of three fourths (3/4) of the entire membership given in regular annual meeting or in a special meeting called for the purpose, shall have the power to remove from office any trustee or director for cause considered sufficient by such board, but only after fifteen (15) days written notice to such trustee or director, and an opportunity to be heard by the board.
- c. The Convention shall have the right to remove any trustee or director of an institution or agency for cause considered sufficient by the Convention. In the event that it should become necessary for the Convention to consider removal of any trustee or director, it shall be done in the following manner:
 - (i) The Convention will automatically refer the matter to the Executive Committee of the Board for consideration and action.

- (ii) The Executive Committee will first seek to solve the problem through the regularly elected Board of Trustees or Directors of such institution or agency.
- (iii) If it becomes necessary for the Executive Committee to act in behalf of the Convention, the trustee or director in question shall have charges presented in writing, be given at least fifteen (15) days to reply to such charges, be allowed counsel, and have an opportunity to be heard by the Executive Committee.
- (iv) The Executive Committee will report its action in full to the Board subject to the approval of this Convention in its next annual meeting.

C. North Carolina Baptist Hospital

1. The Hospital will have a voluntary relationship as an institution of the Convention, as provided exclusively in this Article III.C. of the Bylaws, any other provisions of the Bylaws to the contrary notwithstanding. The Convention shall not have any liability, directly or indirectly, for any debt incurred by the Hospital.

2. The Convention and the Hospital shall each elect one-half (1/2) of the elected members of the Hospital's board of trustees.

3. The trustees of the Hospital elected by the Convention shall be residents of the State of North Carolina and members of churches cooperating with the Convention.

4. If for any reason a Hospital trustee elected by the Convention shall cease to be a member of a church cooperating with the Convention or shall remove residence from the State, membership on the Hospital board shall be thereby terminated. Any vacancy on the Hospital board resulting from the departure of a Hospital trustee elected by the Convention, may be filled by a recommendation of the Committee on Nominations to the Executive Committee until the next annual meeting of the Convention, and the Convention shall at its next annual meeting fill the vacancy for the unexpired term.

5. The term of office of a Hospital trustee elected by the Convention who has not resigned, died, become disqualified or been removed, shall not expire until a successor shall have been duly elected and qualified.

6. The committee of the Hospital's board of trustees that oversees the Hospital's Division of Faith and Health Ministries shall have as its members only trustees who have been elected by the Convention.

7. No individual elected by the Convention shall serve on the Hospital board who at the same time is holding membership on the Board of the Convention or of any other institution or agency of the Convention.

8. No individual who is employed, either on a full-time or part-time basis, by the Convention or any institution or agency of the Convention shall be eligible to be elected by the Convention to serve on the board of trustees of the Hospital.

D. Affiliated Educational Institutions

The Convention will have a voluntary, cooperative relationship with the affiliated educational institutions based on the long and important relationship between the affiliated educational institutions and the Convention, together with the Baptist churches of North Carolina. Each affiliated educational institution is autonomous in its governance, and its Board of Trustees shall be elected in accordance with such procedure as set forth in the governing documents of such affiliated educational institution. The affiliated educational institution shall not share in the distribution of Cooperative Program funds, except that the Convention may award scholarship funds to North Carolina Baptist students who attend affiliated educational institutions. The Convention shall not have any liability, directly or indirectly, for any debt incurred by an affiliated educational institution.

E. Historical Educational Institutions

The Convention recognizes its historical relationship with the historical educational institutions, based on the Convention's founding of Wake Forest University in 1834 and Meredith University in 1898. Each historical educational institution is autonomous in its governance and its board of trustees shall be elected by such board of trustees in accordance with such procedures as set forth in its governing documents. The historical educational institutions shall not share in the distribution of Cooperative Program funds except scholarship funding for North Carolina Baptist Students which shall not exceed the amount each individual historical educational institution was receiving from the Convention at the time the historical educational institution became autonomous in its governance.

F. Auxiliary

The Convention and the North Carolina Baptist Men shall have a fraternal, voluntary relationship and under which the auxiliary is autonomous in governance.

G. Baptist Associational Missions Conference

The Convention and the North Carolina Baptist Associational Missions Conference will have a fraternal, voluntary relationship under which each is autonomous in governance. The relationship between the staff of the Convention and the Conference, comprised of Directors of Missions/Associational Missionaries of the associations, is a covenant relationship, which recognizes their interdependent roles, purposes and missions, and their mutual goal to assist churches in fulfilling the great commission.

H. The Woman's Missionary Union of North Carolina

The Woman's Missionary Union of North Carolina is recognized as a co-laborer with this Convention.

I. Historical Social Services Institution

The Convention recognizes its historical relationship with the Baptist Retirement Homes of North Carolina, Inc. ("Homes") from 1951 to 2006 as part of the Convention's ministry to senior adults. As a historical social services institution, Homes is autonomous in its governance and its board of trustees shall be elected by its board of trustees in accordance with such procedures as set forth in its governing documents.

IV. Miscellaneous

A. Concerning Debts: Borrowings by Convention

All borrowings by this Convention for its own use shall only be authorized on the following terms and conditions:

1. The Executive Committee of the Board may authorize the Convention to borrow money in anticipation of current revenue, provided that (a) the entire balance of such borrowing shall be repaid by the end of the current fiscal year; and (b) such borrowing does not require this Convention to encumber any of its property.

2. The Board may authorize the Convention to borrow money in anticipation of current revenue, provided that (a) any unpaid balance of such borrowing at the end of the current fiscal year shall be provided for in and made a part of the budget for the subsequent fiscal year; and (b) such borrowing does not require this Convention to encumber any of its property.

3. The Convention shall approve by a majority vote at its annual meeting or a special meeting any borrowing by the Convention not specifically authorized under Paragraphs 1 and 2 above or that requires the Convention to encumber any of its property.

B. Convention's Guaranty of Borrowing by a Third Party

1. The Executive Committee may authorize the Convention to guaranty the borrowing of a third party, provided that (a) such borrowing shall be repaid in full by the end of the current fiscal year of the Convention; (b) the total amount of such borrowing guaranteed by the Convention shall be less than Five Hundred Thousand Dollars (\$500,000); and (c) such guaranty shall not require this Convention to encumber any of its property.

2. The Board may authorize the Convention to guaranty the borrowing of a third party, provided that (a) such borrowing shall be repaid in full at the end of the subsequent fiscal year of the Convention, any unpaid balance of such borrowing at the end of the current fiscal year of the Convention shall be provided for in and made a part of the budget of such third party for the Convention's subsequent fiscal year; (b) the total amount of such borrowing guaranteed by the Convention shall be less than Two Million Dollars (\$2,000,000); and (c) such guaranty shall not require this Convention to encumber any of its property.

3. The Convention shall approve by a majority vote at its annual meeting or a special meeting any guaranty by the Convention of any borrowing by any third party not specifically authorized under Paragraphs 1 or 2 above or that require the Convention to encumber any of its property.

C. Convention Approval of Borrowings or Guaranties

1. Any motion which proposes the borrowing of money, the guaranty of borrowing by a third party, or the encumbrance of Convention property which requires Convention approval shall set forth all pertinent facts and a definite schedule for repayment of the borrowing or other obligations. Such motions shall be sent to the Executive Committee and the Board for recommendation to this Convention not less than forty-five (45) days in advance of the meeting of the Convention during which it is proposed that action be taken on such motion. These recommendations shall be included in the Board's report and shall be subject to the rules concerning the adoption of that report.

2. Notice of any motion involving proposed borrowing of money, guaranty of borrowing by a third party, or the encumbrance of Convention property requiring Convention approval shall appear in the *Biblical Recorder* in two (2) separate issues in advance of the meeting of this Convention during which it is proposed that action be taken on such motion and on the Convention's website at least thirty (30) days in advance of the meeting of the Convention during which it is proposed that action be taken on such motion.

D. Borrowings by Institutions and Agencies of the Convention

Upon approval of its trustees or directors in accordance with its articles and by-laws, any institution or agency listed in Article III.A.(1) of the Bylaws shall have the authority to borrow money without approval of the Convention, Board or Executive Committee; provided that the Convention will not directly or indirectly be involved in or liable for such borrowing.

E. Fiscal Year

The Convention's fiscal year shall end on December 31 of the year; provided further that the Board may adopt a policy that deems that gifts to be received by the Friday after the last Sunday in December are included in that fiscal year.

F. Adoption or Termination of Activities or Work of the Convention

1. Proposals concerning the adoption of a new work or activity not already being carried on by the Convention or termination of any current work or activity (hereinafter "Ministry Change") shall be presented to the Board. The Board may authorize the Ministry Change without obtaining the prior consent of the Convention.

2. In the event that a messenger at an annual meeting desires the Convention to consider the adoption of a Ministry Change, then the Convention, by a majority vote of the messengers in an annual meeting, may approve further consideration of the Ministry Change. Upon such vote, the Convention's President shall refer the proposal to the Board for a detailed study.

3. Upon receiving the Convention's recommendation to consider a Ministry Change, the Board shall conduct a detailed study and may authorize the Ministry Change without the prior consent of the Convention. In the event that the Board does not authorize the Ministry Change pursuant to the proposal, then the Board shall report the results of its detailed study to the Convention at its next annual meeting. At such meeting, the Convention can direct such Ministry Change in a resolution adopted by a majority vote.

G. Establishment, Termination or Severance of an Institution or Agency

1. Any proposal concerning the establishment of a new institution or agency or of a relationship with any institution or agency or the termination of or severance of the relationship with any institution or agency (hereinafter "Relationship Proposal") shall be subject to a minimum six (6) month detailed study by the Board.

2. Any Relationship Proposal shall be presented either: (1) to the messengers of the Convention in annual meeting, or (2) to the Board at a regularly scheduled meeting. If the Convention by a majority vote at annual meeting agrees that the Relationship Proposal should be considered in more detail, then the Convention's President shall refer the Relationship Proposal to the Board for a detailed study. If the Relationship Proposal is presented to the Board, then the members of the Board by a

majority vote may undertake further study of the Relationship Proposal. In each instance, the Board shall conduct a detailed study of the Relationship Proposal for a minimum of six (6) months.

3. The Board shall make a recommendation to the Convention concerning the Relationship Proposal for the establishment of a new institution or agency or of a relationship with any institution or agency or the termination of or severance of the relationship of any institution or agency. Upon receiving the recommendation from the Board, the Convention by majority vote in an annual meeting shall act on the Relationship Proposal and the Board's recommendation.

H. Amendments To Bylaws

These Bylaws may be changed or amended by a majority vote of the registered messengers present and voting at any session during the annual meeting (other than the first session or the last session) or during a special meeting of the Convention, provided that notice of the amendment to the Bylaws (a) shall either appear in the *Biblical Recorder* in at least one (1) issue with a publication date of more than ten (10) days in advance of the meeting of the Convention in which the proposed action is to be taken or be mailed to every cooperating church, as defined in the Articles, at least twenty-one (21) days in advance of the meeting of the Convention in which the proposed action is to be taken; and (b) shall appear on the Convention's website beginning at least twenty-one (21) days in advance of the meeting of the Convention in which the proposed action is to be taken and remain on such website through the conclusion of the meeting of the Convention in which the proposed action is to be taken. In the event the required notice has not been given, these bylaws may be changed or amended by a two-thirds (2/3) vote of the registered messengers present and voting at such session of the annual meeting.