

SOUTH CAROLINA BAPTIST CONVENTION

ARTICLES OF INCORPORATION

Pursuant to the provisions of the South Carolina Nonprofit Corporation Act, the undersigned corporation, presently named General Board of South Carolina Baptist Convention, hereby submits its Amended and Restated Charter, amending its present charter by deleting it in its entirety. This Amended and Restated Charter supersedes the corporation's original charter and all prior amendments thereto.

ARTICLE I

The name of the corporation is South Carolina Baptist Convention.

ARTICLE II

The corporation is a religious corporation.

ARTICLE III

The corporation has no members.

ARTICLE IV

The corporation will have messengers (delegates) who shall constitute the Convention in session. The characteristics, qualifications, rights, limitations and obligations of messengers, together with provisions for calling, noticing, holding and conducting meetings of messengers, and the carrying on of corporate activities during and between meetings, shall be provided for in these Articles and in the corporation's bylaws.

ARTICLE V

A. The Convention reserves the right to determine the identity of those persons who constitute the Convention. The Convention shall consist of messengers who are members of Baptist churches in the state which are in friendly cooperation with the Convention and evidence their concern by financial support. Only members of the electing church may be seated by the Convention as messengers from that church.

B. Churches shall qualify for the seating of messengers as determined by the Bylaws.

ARTICLE VI

The address of the principal office for the corporation is 190 Stoneridge Drive, Columbia, South Carolina 29210-8239.

ARTICLE VII

South Carolina Baptist Convention has the sole right to govern itself under the Lordship of Christ and recognizes the autonomy of churches and other Baptist bodies.

ARTICLE VIII

The comprehensive purpose of South Carolina Baptist Convention shall be to serve churches

throughout the state in efforts to advance the Kingdom of Christ in the world through evangelism, missions, education, benevolence, social ministries, public morals, and any other interests in the Kingdom of our Lord which the Convention shall undertake.

ARTICLE IX

South Carolina Baptist Convention approves the Cooperative Program as the basic channel of support for our total world mission outreach. The Convention appeals to the churches to contribute through the Cooperative Program and to recognize the right and responsibility of the Convention to divide equitably Cooperative Program Receipts.

ARTICLE X

The corporation shall be governed by a board of directors which shall be the Executive Board as elected by the Convention. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Executive Board, except to the extent the Articles of Incorporation or bylaws vest in the messengers, constituting the Convention in session, powers which would otherwise be exercised by a board.

ARTICLE XI

The corporation is not for profit. The purposes for which the corporation is organized are to operate exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private individuals or persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE XII

Upon dissolution, after all creditors of the corporation have been paid, the assets of the corporation shall be distributed to one or more organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE XIII

A. After first reading to the Convention, amendments offered to this amended and restated Articles of Incorporation shall automatically be referred to the Bylaws Committee for study and report at the next annual meeting of the Convention. Study by the committee shall not prevent consideration of the proposed amendment by the Convention.

B. Amendments may be made in these Articles by a vote of two-thirds (2/3) of the messengers present and voting at any meeting of the Convention, and provided that:

1. no amendment may be considered after the morning meeting of the second day of the Convention, and

2. the amendment shall have been presented at a previous meeting of the Convention before action is taken on it.

C. The requirements of A and B above may be waived if the messengers evidence their belief that an emergency exists by a vote of three-fourths (3/4) of the messengers present and voting and if the substance of the amendment has been presented at least thirty days in advance of the first day of the Convention to the Bylaws Committee, the Executive Board, and to the *Baptist Courier* for publication.

D. Upon approval by the Convention, the amendment to the Articles of Incorporation shall be filed according to state law.

SOUTH CAROLINA BAPTIST CONVENTION BYLAWS PART 1

ARTICLE I

Name

The name of this body is South Carolina Baptist Convention. The Bylaws, as that term is understood by the law, of South Carolina Baptist Convention shall consist of Bylaws as determined by the messengers. The Executive Board Standing Rules and Business and Financial Plan are determined by the Executive Board. No portion of the Bylaws may be inconsistent with the Articles of Incorporation. The Business and Financial Plan and the Executive Board Standing Rules shall not be inconsistent with the Bylaws.

ARTICLE II

Churches shall qualify for the seating of messengers as follows:

A. One messenger from each church which is in friendly cooperation with this Convention and sympathetic with its purposes and work and has, during the fiscal year preceding, been a bona fide contributor to the Convention's work, which must include having made a monetary contribution to the Cooperative Program.

B. One additional messenger for each one thousand dollars (\$1,000.00) contributed to the work of the Convention through the Cooperative Program, during the fiscal year preceding the annual meeting.

C. Newly organized and constituted churches will be eligible for messengers to the state convention meeting in the first year the church becomes a bona fide contributor to the work of the state convention. Contributions to the state convention must be received by October 31 of the first year.

D. The maximum number of messengers allowed to any church shall be twenty-five (25).

E. Messengers to the Convention shall be registered upon presentation of proper credentials. Credentials shall be presented by each messenger, in person, at the Convention Registration Desk. Messengers registered in compliance with these provisions shall constitute the Convention.

ARTICLE III

Church Membership of Officers, Boards, Appointees, Committees

Except as provided in Bylaws Part 1, Article VII (D)(3) for out of state trustees of institutions, all officers of the Convention, all appointees, and all persons elected to membership on the Executive Board, to the boards of trustees of the institutions, and to committees shall be members of Baptist churches in friendly cooperation with this Convention and sympathetic with its purposes and work and have during the fiscal year preceding been bona fide contributors to the Convention's work, which must include having made a monetary contribution to the

Cooperative Program.

ARTICLE IV **Officers**

A. The seven officers of the Convention shall be President, President-Elect, First Vice President, Second Vice President, Recording Secretary, Registration Secretary, and Treasurer. The Executive Director-Treasurer of the Convention shall serve as Treasurer of the Convention.

B. In case of the President's death, incapacity, resignation, or move from the state, the First Vice-President shall automatically succeed to the office of President, and the Second Vice-President shall automatically succeed to the office of First Vice-President. In case of the President-Elect's death, incapacity, resignation, or move from the state, the office of the President-Elect shall remain vacant until the next annual session of the Convention, at which time both a President and a President-Elect will be elected pursuant to Part 2, Article I, Section E. Except as specified above, the Executive Board may fill any vacancies which may occur between annual sessions of the Convention. Removal of an officer prior to the expiration of the term of office may occur only by a vote of two-thirds (2/3) of the messengers voting and after the officer has been advised of an intent to remove and after the officer has been afforded an opportunity to be heard.

C. These officers shall perform the duties described by the Bylaws and by the parliamentary authority adopted by this Convention and as directed by the Convention.

D. Officers, other than the President and the Treasurer, shall hold office for one year or until their successors are elected and shall not be eligible to succeed themselves until one year has elapsed. Any officer filling an unexpired term shall be eligible for election for one full term. The President shall hold office for one year and shall be succeeded by the President-Elect as provided in Part 2, Article I, Section E. The President may not serve as both President and President-Elect simultaneously.

E. Officers shall begin their terms of service upon adjournment of the annual meeting at which they are elected, except the Recording Secretary whose term shall begin the first day of January following election.

F. The Recording Secretary shall work with the office of the Executive Director-Treasurer in taking and preparing the minutes of the Convention proceedings.

G. Except as provided in these By-laws, the President-Elect shall have no duties, powers, or responsibilities, but shall be included on all correspondence and notices provided to the officers of the Convention, and shall have the opportunity to attend and observe, without voting power or authority, all meetings that may be attended by the President, whether in person or through some other mode of communication.

ARTICLE V
Meetings

A. Annual Meetings

The Convention shall hold its meetings annually at such time and place as it may choose.

B. Special Meetings

In cases of important concern(s), the Executive Board shall instruct the Convention President to call a special meeting of the Convention provided two (2) weeks written notice is given through the religious and secular news media.

ARTICLE VI
Executive Board

A. Authority and Function

1. The Executive Board shall constitute the board of directors of South Carolina Baptist Convention. The work of the Convention, except as otherwise specified, shall be committed to the Executive Board of South Carolina Baptist Convention. The Executive Board shall not have authority to control the other boards of corporations sponsored by the Convention, but shall maintain general care and responsibility for the work of these boards in the following manner: study annually their reports, interpret and apply the rules of the Bylaws of the Convention and the Business and Financial Plan of the Executive Board, make recommendations directly to these boards, and also make whatever recommendations to the Convention concerning them it may deem advisable.

2. While the messengers and the members of the Executive Board shall mutually respect the rights which the Articles of Incorporation and the Bylaws vest in the Convention in session and in the Executive Board, the Convention's directives to the Executive Board, not contrary to the Articles of Incorporation and Bylaws of the Convention and not invasive upon the rights of boards of trustees of the sponsored institutions, shall be carried out by the Executive Board.

3. All actions of the corporation and all decisions concerning the investment, management, and utilization of the Executive Board contingent reserve, shall be made by the Executive Board or by persons pursuant to the authority vested in them by the Executive Board.

4. a. It shall also be the responsibility and prerogative of the Executive Board to determine when a member of the Executive Board or a trustee of an institution should be removed from office prior to the expiration of the member's or trustee's term.

b. If the Executive Board finds that a member or trustee has been absent for three consecutive meetings of the board, the member or trustee shall be deemed to have resigned, and the position shall be declared vacant.

c. If the Executive Board determines by a vote of at least two-thirds (2/3) of the members of the Executive Board in office that one or more of the recited causes for removal of a member of the Executive Board or of a trustee of an institution exist, the member's or trustee's position shall be declared vacant.

d. Upon the occurrence of either of the two above events, the Executive Board shall advise the member or trustee and, in the case of a trustee the secretary of the board on which the trustee serves, of the Executive Board's action. This notice shall occur not less than sixty (60) days prior to the annual session of the Convention. Unless a written appeal is filed in the office of the Executive Director-Treasurer within ten (10) days of the effective date of the notice, the position held by the member or trustee shall be deemed vacant and the Nominations Committee

so advised. If a timely appeal occurs, the matter shall be reconsidered. The member or trustee shall be afforded a hearing before the Executive Board if such a request is contained in the appeal.

e. If the Executive Board determines by an affirmative vote of two-thirds (2/3) of the members of the Executive Board in office that the absences should not be excused or reaffirms its conclusion that the cause for removal does exist, the Executive Board shall recommend to the Convention removal of the member or trustee and shall so advise the Nominations Committee. The Executive Board's decision on appeal shall be communicated to the member or trustee and the secretary of the affected board.

f. A member or trustee who is removed from office prior to the expiration of the term to which he or she has been elected shall not be eligible for election to any board whose members are chosen by the Convention for a period of time represented by the unexpired term to which the member or trustee had been elected.

g. Notice under this section may be oral unless specifically required to be in writing. Notice may be communicated in person, by telephone, telegraph, facsimile transmission, or other form of wire or wireless communication; or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (1) when received; (2) if mailed, (a) five [5] days after its deposit in the United States Mail, if mailed correctly addressed to the last known address and with first class postage affixed; (b) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

B. Membership

1. The membership of the Executive Board shall include one member from the area of each association where the membership of the churches, according to the latest South Carolina Baptist Convention Annual, numbers up to 15,000, and one member for each additional 10,000 members or fraction thereof. Membership of the Executive Board shall also include, ex officio, Convention officers; the state president of Woman's Missionary Union, and the state president of Baptist Collegiate Ministry (who must be a member of a Baptist church in cooperation with South Carolina Baptist Convention). No member of the Executive Board, except ex officio members, shall serve simultaneously on a board of trustees of an institution.

2. The Executive Director-Treasurer of the Executive Board, who also serves as Treasurer of the Convention, shall serve as an ex officio, non-voting, member of the Executive Board and aid by furnishing information, printed materials, and needed guidance for the work of the Executive Board.

3. The elected membership of the Executive Board shall be divided into two groupings: one group comprised of church employees, and one group comprised of others. No more than sixty (60) percent of the members of the Board shall be drawn from either grouping. The Board will include, within the two groupings, persons with business expertise, women, and trans-cultural groups for the purpose of providing a capable and inclusive membership. Only one person from an affiliated church may serve as an elected member of the Board at a given time. At the time of the member's election, the member shall have been a member for at least one year of a church in the area of the association from which the person is elected.

4. The term of office of elected members of the Executive Board shall be five (5) years. Terms commence January 1 following election by the Convention. Members of the Board shall not succeed themselves, except in the case of a member who has first been elected to fill less

than one-half (1/2) of an unexpired term. The terms of approximately one-fifth (1/5) of the membership of the Board shall expire annually. One year shall elapse before a member may be returned to the Executive Board or be elected to any other board of the Convention.

5. No member of the Board, except ex officio members, shall have any official connection with any of the institutions of the Convention, nor shall the member be an employee of the Convention, an institution of the Convention, or an association.

6. Any member of the Board from the area of an association who moves church membership to a church in the area of another association in the state, shall remain on the Board until the Convention fills that vacancy. Any member of the Board who becomes a member of a church in another state shall thereby terminate membership on the Board. Any vacancy occurring on the Board shall be filled for the remainder of the term by the Convention's nominating and election process. The Board may temporarily fill the vacancy pending the Convention's election.

7. The Convention may remove an elected member of the Executive Board prior to the expiration of the term for which the member has been elected, upon the recommendation of the Executive Board, by vote of two-thirds (2/3) of the messengers voting. Removal may occur only upon the Convention's finding that removal of the member is in the best interest of the Convention and one or more of the following causes for removal are deemed in the judgment of the Convention to exist: breach of trust, neglect of duty, physical or mental incapacity of the member; conduct by the member which is deemed by the Convention to be immoral, fraudulent or dishonest; the member's engaging in a conflict of interest transaction.

C. Organization Documents, Officers, and Committees

The Executive Board shall govern itself by the election of such officers and committees, and by the adoption of Executive Board Standing Rules and such other rules, and procedures the Executive Board deems desirable. The Executive Board shall adopt a Business and Financial Plan.

D. Convention Employees

1. Executive Director-Treasurer

a. The Executive Director-Treasurer shall be nominated by the Board and elected by the Convention for an indefinite term. When a vacancy occurs, nominations from the floor shall be allowed. The Executive Board is empowered to manage and terminate the Executive Director-Treasurer.

b. The Executive Director-Treasurer shall be the chief administrative officer supervising and coordinating the work of all the employees of the Convention through the administrative staff. The Executive Director-Treasurer shall, as Treasurer of the Convention, authenticate records of the corporation.

2. Other Employees

The Executive Director-Treasurer shall be solely authorized to employ, manage and terminate all Convention staff.

ARTICLE VII

Institutions

A. Purposes

The Convention shall sponsor institutions for the accomplishment of the purposes of the

Convention and shall elect the members of the boards of trustees (directors) to which the governance of these institutions shall be committed in accordance with their charters.

B. Identification of Sponsored Institutions

The following are the institutions sponsored pursuant to the Convention's Bylaws. Anderson University, Baptist Courier, Baptist Foundation of South Carolina, Charleston Southern University, Connie Maxwell Children's Home, North Greenville University, South Carolina Baptist Ministries for the Aging Inc.

C. Changes Regarding Sponsored Institutions

1. A motion made to the Convention to dissolve or substantially alter the relationship between the Convention and a sponsored institution, or to add a sponsored institution, may be made by the Executive Board. Any such motion not originating in the Executive Board shall be referred to the Executive Board for study and a recommendation to the following Convention. If the motion is in the nature of or contains an amendment to the Bylaws, the motion shall be considered in keeping with the amendment provisions of these Bylaws.

2. A request by the board of trustees of an institution to dissolve or substantially alter the relationship between the Convention and that institution shall be conveyed in writing to the Executive Board. The Executive Board shall submit that request to the Convention and shall advise the Convention of the Executive Board's recommendation for a response by the Convention to the request.

D. Terms of Trustees' Service

1. Trustees shall be elected to a term of five (5) years, except trustees being elected to complete an unexpired term. One-fifth (1/5) of the trustees shall retire from each board each year. Board members shall not be eligible to succeed themselves or be elected to any other board until one year has elapsed, except in the case of a board member who has first been elected to fill less than one-half (1/2) of an unexpired term. Terms commence January 1 following election by the convention.

2. No person shall serve on more than one board of trustees at the same time. A person who is an employee of or who has an official connection with an institution of South Carolina Baptist Convention or the Executive Board, except officers of the Convention, may not serve as a member of a board of trustees of an institution sponsored by the Convention.

3. At least four-fifths (4/5) of the trustees of each institution must be South Carolina residents who are members of a South Carolina church in friendly cooperation with the Convention and the trustee affirms the Baptist Faith and Message 2000 as provided in bylaws Part 2 Article III (C)(4)(D)(ii). Up to one-fifth (1/5) of the trustees of each institution may be nonresidents of South Carolina provided they are members of churches in friendly cooperation with the Southern Baptist Convention and the trustee affirms the Baptist Faith and Message 2000 as provided in bylaws Part 2 Article III (C)(4)(D)(ii). The date for determining whether a trustee is an in-state or out-of-state trustee shall be the date of his or her election by the Convention. However, if an in-state trustee ceases to be a South Carolina resident during his or her term of office, and thereby causes more than one-fifth (1/5) of the trustees of the affected institution to be out-of-state trustees, then the Convention may, by a two-thirds (2/3) vote, terminate the trustee's membership on the institution's board.

E. Trustee Attendance

The Secretary of each institution shall report to the Executive Director-Treasurer those trustees who are absent for three consecutive meetings of the board.

F. Articles of Incorporation

All proposed Articles of Incorporation, or changes or amendments to Articles of Incorporation of institutions sponsored by the Convention under these Bylaws, and of any subsidiary corporation created by a sponsored institution, shall be submitted by the institution to the Convention or to the Executive Board, according to the criteria set forth below in G 6, for approval before they become effective.

G. Contents of Articles of Incorporation

The Articles of Incorporation of an institution sponsored by the Convention under these Bylaws shall contain the following provisions:

1. The board of directors (trustees), consisting of ____ persons, a number sanctioned by South Carolina Baptist Convention, shall be appointed by South Carolina Baptist Convention in session.

2. Trustees shall be appointed for terms of five (5) years. Trustees' terms shall be staggered.

3. South Carolina Baptist Convention may remove trustees prior to the expiration of the term of the trustees' election upon the recommendation of the Convention's Executive Board, by vote of two-thirds (2/3) of the messengers voting. Removal may occur only upon the Convention's finding that removal of the trustee is in the best interest of the corporation and one or more of the following causes for removal are deemed in the judgment of the Convention to exist: breach of trust, neglect of duty, physical or mental incapacity of the trustee; conduct by the trustee which is deemed by the Convention to be immoral, fraudulent or dishonest; the trustee's engaging in a conflict of interest transaction.

4. Vacancies in the board of trustees may be filled temporarily by the Board pending the filling of the vacancy for the unexpired term by South Carolina Baptist Convention.

5. The trustees may adopt bylaws not inconsistent with the Articles of Incorporation.

6. Any proposed amendment to the Articles of Incorporation must be approved in writing by the Executive Board of South Carolina Baptist Convention or by South Carolina Baptist Convention. Any amendment to the Articles of Incorporation that would change the relationship of the institution with South Carolina Baptist Convention must be approved by South Carolina Baptist Convention.

7. Any merger shall require the consent of South Carolina Baptist Convention.

8. Before the corporation may sell, lease, exchange or otherwise dispose of all or substantially all of its property other than in the usual and regular course of its activities, the permission of South Carolina Baptist Convention must be secured.

9. Dissolution of the corporation may occur only with the permission of South Carolina Baptist Convention, and upon dissolution the assets of the corporation shall pass to South Carolina Baptist Convention if at that time the Convention is a tax exempt corporation within the meaning of 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. If the Convention is not a tax exempt corporation, then the assets of the corporation shall be distributed to one or more tax exempt organizations selected by the Convention.

10. The corporation is (either) a religious nonprofit corporation (or a public benefit nonprofit corporation).

11. (The Articles shall contain language appropriate for a corporation exempt from federal taxation under 501(c)(3) or a successor section of the Internal Revenue Code.)

ARTICLE VIII

Gifts and Legacies

The Convention shall receive contributions, legacies, and bequests for the several objects which it fosters. All designated gifts for South Carolina Baptist Convention and Southern Baptist Convention causes shall be applied to the objects specified by the donor. When any contribution or bequest is made without designation, the same shall be applied to the Cooperative Program. The Baptist Foundation of South Carolina is the institution designated for the management of trust funds.

ARTICLE IX

Supreme Authority

The Holy Bible shall be the supreme and final authority for all of the activities of the Convention and for all decisions that are made by or on behalf of the Convention.

ARTICLE X

Statement of Faith

While the Holy Bible shall be the supreme and final authority, the Baptist Faith and Message 2000 shall be the convention's statement of faith.

ARTICLE XI

Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall govern the Convention in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these Bylaws and/or any special rules of order the Convention may adopt.

ARTICLE XII

Amendments

A. Referral

After first reading to the Convention, amendments offered to Part 1 of the Bylaws shall automatically be referred to the Bylaws Committee for study and report at the next annual or special meeting of the Convention. Study by the committee shall not prevent consideration of the proposed amendment by the Convention.

B. Voting

1. Amendments may be made to these Bylaws, Part 1, by a vote of two-thirds (2/3) of the messengers present and voting at any meeting of the Convention, provided that:

a. amendments must be presented before the final session, and

b. the amendment shall have been presented at the previous annual or special meeting of the Convention before action is taken on it.

2. The requirements of A and of B above may be waived if the messengers evidence

their belief that an emergency exists by a vote of three-fourths (3/4) of the messengers present and voting, and if the substance of the amendment has been presented at least thirty (30) days in advance of the Convention to the Bylaws Committee, the Executive Board, and to the Baptist Courier for publication in one (1) of the following three (3) ways: (i) in a print edition; (ii) in an electronic edition; or (iii) on its web site.

(Bylaws Part 1 last amended November 2017)

SOUTH CAROLINA BAPTIST CONVENTION BYLAWS PART 2

ARTICLE I Convention Procedure

A. Order of Business

1. Time shall be provided throughout the Convention for devotional exercises.
2. As the first order of business the Convention shall organize itself by enrolling messengers upon recommendation of the Enrollment and Credentials Committee.
3. New associations shall be recognized upon recommendation of the Executive Board.
4. Periods of time during the first day of the Convention shall be provided for the introduction of all matters requiring a vote not scheduled on the agenda. Such matters shall have time for consideration scheduled by the Order of Business Committee. The time set for consideration shall be announced from the floor of the Convention and action taken thereon at a subsequent meeting during that session of the Convention unless the Convention gives its consent by a vote of two-thirds (2/3) of the messengers present and voting for immediate consideration.
5. Adequate time for reports from trustees of institutions of the Convention shall be provided.

B. Minutes

1. Minutes of Convention proceedings shall be kept by the Recording Secretary and made available at the request of the Convention.
2. The *South Carolina Baptist Convention Annual* shall include the minutes of the Convention proceedings.
3. Any requests made regarding the dedication of the *South Carolina Baptist Convention Annual* in memory or in honor of someone shall be brought to the Executive Board of the South Carolina Baptist Convention no later than October 1. The Executive Board shall have the responsibility of presenting to the convention any requests for dedication of the *Annual* as it may deem wise. Exceptions may be made in the case of an emergency or by a two-thirds vote of the convention messengers present and voting.

C. Convention Bulletin

A Convention bulletin shall be provided at least daily for messengers during each session of the Convention.

D. Parliamentarian

The President shall appoint two Convention Parliamentarians, whose duties shall be those described in the latest edition of *Robert's Rules of Order, Newly Revised*.

E. Elections

1. The President-Elect, First Vice President, Second Vice President, Recording Secretary, and Registration Secretary shall be elected at the second session of the annual Convention.

Election of officers shall proceed in order without waiting for report of tellers from one office before making nomination for the next office. The President each year shall be the President-Elect who was in office immediately before the election of officers; provided, however, that in the event the office of the President-Elect has been vacated prior to the election of officers, a President shall be elected at the time provided in this paragraph and prior to the election of the other officers.

2. Election shall be by ballot following nomination from the floor. A written ballot may be waived in the event of only one nominee. In the event no one receives a majority of votes cast, a second ballot shall be taken on the two (2) nominees receiving the highest number of votes. A second ballot shall become the next order of business. The person receiving the second highest number of votes in one election may not be elected to another office without regular nomination and ballot for that office.

F. Voting Procedures

In order to cast a ballot, a messenger must be present in the meeting room(s) at the time a ballot is taken. Voting by proxy is not permitted.

G. Resolutions

1. The parliamentary authority adopted by this Convention shall be used to differentiate between a motion and a resolution.

2. All resolutions to be offered to the Convention shall be submitted to the Committee on Resolutions in writing at least thirty (30) days prior to the Convention. Individuals desiring to speak to a resolution shall have the right to appear before the Committee.

3. Exceptions may be made in the case of emergency resolutions dealing with developments such as national disasters or public tragedies. The rules may be suspended and a resolution considered if the Convention directs by a two-thirds (2/3) vote of the messengers present and voting. Exceptions must be introduced on the first day of the Convention and made available to messengers in print prior to voting on the resolution.

4. The Committee on Resolutions shall report the title, name of presenter, and disposition of every resolution received. The report of the Committee on Resolutions shall be printed in the "Convention Bulletin" prior to the time of its first report.

H. Nominations

Whenever nominations are made by committees, other individuals may be nominated from the floor, with the exception of nominations for institutional trusteeships, which shall be made solely by the Nominations Committee according to the procedures set forth in Article III (C)(4)(d) below.

I. Quorum

Twenty-five (25) percent of the registered messengers shall constitute a quorum.

ARTICLE II

Committee on Committees

A. The President, in consultation with the Vice Presidents and Secretaries, shall appoint at each Convention fifteen (15) persons, each from different associations, to act as a Committee on Committees to function from the close of the annual session in which they are appointed

through the next annual session. The fifteen (15) persons shall be made up of no less than one (1) from churches with 500 in worship or more, no less than three (3) persons from churches with 200 – 499 in worship, no less than three (3) from churches with less than 200 in worship, and no less than three (3) from churches that are new works (church plants), which have been in existence one (1) to five (5) years. Worship attendance shall be based on the latest published Annual Church Profile Report. The President is strongly encouraged to seek people who accurately reflect the ethnic diversity of the South Carolina Baptist Convention.

B. The duty of the Committee on Committees shall be to nominate at the next Convention the Standing Committees and, unless otherwise provided for, any special committees authorized by the Convention. At least four (4) weeks prior to the annual session of the Convention, the names of those nominated shall be released to the *Baptist Courier* for publication. The Committee shall meet at least twice a year, with the first meeting for orientation purposes. The Committee shall organize its work and seek suggestions from Baptist individuals and churches in such ways, including the use of the *Baptist Courier*, as to provide the various committees with membership which is best suited to represent the Convention in providing the type of leadership required and meeting the special needs of each standing committee.

ARTICLE III Standing Committees

Unless otherwise specified, all terms on Standing Committees shall be for one (1) year, and no person shall serve two (2) consecutive terms on the same committee. However, for committees with specified terms of more than one (1) year, a person first elected to fill less than one-half (1/2) of an unexpired term may be re-elected to a full term without waiting a year. No person shall serve on more than one standing committee at the same time by election or appointment. Terms commence January 1 following election by the Convention. If a member of a standing committee has been absent for three consecutive meetings of the committee, the member shall be deemed to have resigned, and the position to be declared vacant. The chairman of the standing committee shall notify the committee member that the position is declared vacant, and notify the Committee on Committees for a new member to be nominated to the Convention to serve on the standing committee.

A person must serve at least one year on a standing committee before being elected as its chairperson with the exception of one-year committees.

There shall be the following Standing Committees:

A. Order of Business

1. This committee shall be composed of seven (7) members, one (1) of whom shall be the President of the Convention and six (6) other members, two (2) of whom shall be elected each year for a term of three (3) years.

2. It shall be the responsibility of this committee to formulate the agenda for the annual Convention and submit it to the Convention for approval at the opening meeting. It shall also schedule the time for consideration of all matters of business not scheduled on the agenda unless the Convention directs immediate consideration as outlined above in Article I.

3. This committee shall also recommend the time and place for convention sessions three (3) years in advance. It shall also recommend the Convention preacher and alternate preacher for the next Convention.

B. Enrollment and Credentials

1. This committee shall be composed of seven (7) members, one (1) of whom shall be the Registration Secretary of the Convention.

2. This committee shall be available at all times at the Convention to address any problems that arise concerning the seating of messengers. The decision of this committee may be appealed to the Convention by any person whose eligibility to be seated as a messenger is questioned.

C. Nominations

1. This committee shall be composed of one (1) member from the area of each association. The committee shall be divided into two groupings: one group comprised of church employees, and one group comprised of others. No more than sixty (60) percent of the committee shall be drawn from either grouping. A member shall serve a term of three (3) years. The terms of approximately one-third (1/3) of the members shall expire annually. A member who moves church membership from the area of one association to the area of another association within the state shall remain on the committee until the next annual session of the Convention. A member who moves church membership from the state shall, thereby, terminate membership on the committee. Vacancies occurring on this committee shall be filled by action of the Convention at its next annual session. No member of this committee may serve or be nominated as a member of the Executive Board or a board of trustees of any institution of the Convention while serving on the Committee on Nominations.

2. It shall be the responsibility of this committee to nominate members of the Executive Board and boards of trustees of institutions of the Convention. The committee shall organize its work and seek suggestions from Baptist individuals, churches, and chief executive officers, and trustee chairpersons of institutions in such ways, including the use of the *Baptist Courier*, as to provide the various boards with membership which is best suited to represent the Convention in providing the type of leadership required and meeting the special needs of institutions. The committee shall endeavor to provide that representation from every segment of Baptist constituency is afforded participation in Convention life. The committee should seek people who accurately reflect the ethnic diversity of the South Carolina Baptist Convention.

3. At least three (3) weeks prior to the annual session of the Convention the names of those nominated and of those the Executive Board will recommend for removal shall be released to the *Baptist Courier* for publication.

4. a. Nominations Committee Process. The first annual meeting of the Nominations Committee shall be given to a thorough orientation process. The Executive Director-Treasurer shall be responsible for developing, implementing, and monitoring the orientation efforts.

A member shall have served at least one year in the current term to be eligible to serve as chair of the committee.

The Nominations Committee shall strive to consider nominees from as many different churches in various parts of the state as possible. Deliberations by the committee on prospective nominees to serve on boards shall be substantive in nature. Records of the Nominations Committee meetings shall be kept in the office of the Executive Director-Treasurer.

b. Qualifications of Prospective Trustees. The Nominations Committee shall consider the criteria developed by the respective institutions of the Convention in making nominations for trustees to serve those institutions. The criteria shall not be inconsistent with existing requirements in the Convention Bylaws and the Expectations of Prospective Trustees and Executive Board Members.

c. Expectations of Prospective Trustees and Executive Board Members. Written expectations for the respective positions of service shall be submitted to prospective candidates considered by the Nominations Committee. All prospective candidates must commit to these expectations before they are approved by the Nominations Committee for presentation to the Convention for election. These expectations shall be approved by the Convention.

d. Special Procedures for Institutional Trustee Nominations. The following procedures shall be followed in electing institutional trustees.

- (i) The Nominations Committee shall be subdivided into seven subcommittees – one for each institution. A committee member may serve on no more than two subcommittees.
- (ii) Each subcommittee shall, together with the CEO of its designated institution, select the nominees for the offices of trustee of the designated institution, which nominees shall have affirmed the Baptist Faith and Message 2000. The agreement of both the subcommittee and the CEO of the designated institution shall be required to advance a nomination to the full Nominations Committee no less than two (2) weeks prior to the full Nominations Committee meeting. Only one nomination shall be advanced for each trusteeship.
- (iii) The full Nominations Committee shall separately consider each nomination advanced by the subcommittees. The committee shall vote whether to advance each nomination to the Convention, which shall require a majority vote. If a nomination does not receive the required votes for advancement to the Convention, such nominee shall not be eligible for renomination to the trusteeship then under consideration, and the process described in subpart (ii) above shall be repeated until the Nominations Committee has voted to advance a nominee to the Convention for each trusteeship to be filled.
- (iv) The full Convention, in session, shall separately consider each nomination advanced by the Nominations Committee. The Convention shall vote whether to confirm each nomination, which shall require a majority vote. If a nomination does not receive the required votes for confirmation, the process shall proceed in accordance with subpart (vi) below.
- (v) No person shall be eligible for nomination or appointment to an institutional trusteeship whose previous nomination to any institutional trusteeship failed to receive the votes necessary for confirmation by the Convention in session during its current or most recent annual meeting.

- (vi) If a nominee for an institutional trusteeship is not confirmed by the Convention in session and the Executive Board, by a two-thirds (2/3) vote, certifies that there is a critical need to fill the vacant trusteeship before the next annual meeting of the full Convention, the Executive Board shall require subparts (ii) and (iii) to be repeated, and shall, subject to subpart (v) above, have the full authority of the Convention to confirm, by majority vote, the nominee advanced by the Nominations Committee.

D. Resolutions

- 1. This committee shall be composed of seven (7) members.
- 2. It shall be the responsibility of this committee to receive written resolutions and review, comment on, draft, and recommend to the Convention any memorials or resolutions it may deem wise. The procedure for receiving/reporting resolutions is given in Bylaws Part II, Article I, G. Resolutions.

E. Christian Life and Public Affairs

- 1. This committee shall be composed of ten (10) members, two (2) to be elected each year to serve for five (5) years.
- 2. It shall be the responsibility of this committee to study moral, social and cultural conditions of society and bring reports and recommendations to the Convention as it may deem advisable. It shall report actions of the Convention in the realm of Christian life and public affairs to the public, and seek to assist churches and associations in educational programs to inform Baptists on moral issues and Christian citizenship responsibilities.

F. Bylaws

- 1. This committee shall be composed of nine (9) members, three (3) to be elected each year to serve for three (3) years.
- 2. It shall be the responsibility of this committee to review periodically the Convention's procedures, to study matters concerning the corporation's Articles of Incorporation (charter) and these Bylaws, Part 1 and Part 2, and to report its findings and/or recommendations to the Convention.

G. History

- 1. This committee shall be composed of six (6) members, two (2) to be elected each year to serve for three (3) years.
- 2. It shall be the responsibility of this committee to:
 - a. provide general oversight for the S.C. Baptist Convention Historical Room and archives room located in the S.C. Baptist Convention Building;
 - b. maintain contact with the curator of the S.C. Baptist Historical Collection housed at Furman University;
 - c. inform S.C. Baptists of their Southern Baptist heritage in various ways including an annual report to the Convention;
 - d. encourage churches to maintain their church histories;
 - e. develop appropriate recognition of the Convention's anniversaries in 25 year increments; and
 - f. relate to the S.C. Baptist Historical Society on behalf of the S.C. Baptist Convention

as needed.

ARTICLE IV

Amendments

Part 2 of these Bylaws may be amended by a vote of two-thirds (2/3) of the messengers present and voting at any meeting of the Convention, provided that:

A. an amendment shall have been submitted in writing on the first day of the session, and

B. no amendment may be considered after the morning meeting of the second day of the Convention, and

C. an amendment shall have been printed in the "Convention Bulletin" or made available to the messengers in print prior to voting, and

D. an amendment shall have been submitted to the *Baptist Courier* for publication and to the Bylaws Committee and to the Executive Board not less than thirty (30) days prior to the first day of the session.

(Bylaws Part 2 last amended November 2014)

STANDING RULES OF THE EXECUTIVE BOARD

The purpose of these standing rules is to provide policies for the guidance and direction of the Executive Board. The Executive Board shall constitute the Board of Directors of the South Carolina Baptist Convention. These Standing Rules shall be published annually in the Convention Annual.

Article I Officers

- A. The officers of the Executive Board shall consist of a Chairman, Vice Chairman, and a Secretary elected annually by the Board. The Executive Director-Treasurer, elected by the South Carolina Baptist Convention, shall be an ex officio, non-voting member of the Board. No officer of the Convention shall be elected an officer of the Executive Board. If an officer of the Executive Board is elected as an officer of the Convention while serving as an officer of the Board, he or she may continue to serve as an officer of the Board for a period of not more than one (1) year.
- B. Officers of the Executive Board will be elected at its December meeting. Officers shall have served at least one year on the Executive Board.
- C. Officers will begin their service January 1 following their election. Officers shall not serve in the same office for more than two consecutive terms.
- D. Vacancies in the offices of Chairman, Vice Chairman, and Secretary of the Executive Board shall be filled by the Board for the unexpired term.

Article II Meetings

- A. Meetings of the Board shall be held annually in April, October, and December. Two-day sessions of the Executive Board shall be held in April and October. The first day of the two-day sessions in April and October will be given to meetings of the standing committees, with their committee meeting times being on a rotation basis. The second day will be given to a report by the Executive Director-Treasurer and the Convention staff as needed, reports and/or recommendations from standing committees (if any), reports and/or recommendations from special committees of the Executive Board or the Convention (if any), and reports from half of the institutions of the Convention by the chairperson of the Board of Trustees with the assistance of the chief executive officer. The institutions shall report to the Board annually. The December meeting will be a one day meeting with the morning dedicated to standing committee meetings as needed and the afternoon for a meeting of the full Board.
- B. Other meetings shall be called by the Chairman of the Board or the Executive Director-Treasurer whenever the interest of the Board or the Convention demands it.
- C. Every meeting shall be preceded by oral or written notice to each member of the Board at least seven (7) days prior to the meeting.

D. Whenever possible and feasible, written notice of essential information shall be given to members of the Executive Board at least seven (7) days prior to the meeting in which action is taken.

E. The meetings of the Executive Board shall ordinarily be open permitting non-voting guests to be present without the right to vote, but executive sessions may be held by the Board on a majority vote.

F. A majority of the members of the Board shall constitute a quorum for the transaction of business.

G. Expenses of members in attendance at meetings of the Executive Board and other necessary committee meetings shall be paid by the Board through the Executive Director-Treasurer's office. Expenses to the state convention for lay members and retired pastors or pastors whose churches do not pay expenses shall be paid as follows: (1) mileage as established by the Administrative Committee, (2) two days' meals, and (3) one night's lodging. Spouses are welcomed to accompany Board members, but the Board will not pay their expenses.

H. The office of the Executive Director-Treasurer shall work with the Secretary of the Executive Board in recording the minutes of all proceedings, and will perform other duties as may be assigned by the Board.

I. The latest edition of *Robert's Rules of Order, Newly Revised* will serve as the parliamentary guide for all Board meetings.

Article III Standing Committees

A. Guidelines: The Executive Board shall organize its work into the following standing committees: Administrative; Budget, Finance, and Audit; Planning and Ministries; Properties; and Scholarships. These standing committees are authorized to appoint subcommittees from among their members. Such subcommittees shall report to the standing committee which elects them. Membership on the standing committees shall run concurrently with membership on the Board.

Election of a member to a standing committee shall be by vote of a majority of all the Board members in office when the action is taken.

1. At the December meeting of the Board, the Board's Nominating Committee shall nominate members to serve on the standing committees. The Executive Board shall elect each member to a standing committee.

2. The Nominating Committee shall nominate and the Board shall elect members to fill vacancies on standing committees.

3. The Executive Director-Treasurer of the Convention shall be an ex officio, non-voting member of all Executive Board standing committees, subcommittees, and special committees.

4. In addition to their April and October meetings, all standing committees and their subcommittees shall meet on an as-needed basis.

5. The Executive Director-Treasurer will assist all standing and special committees in the following ways: (1) develop meeting agendas in consultation with committee chairpersons; (2)

notify members of committee meetings; (3) provide pertinent information for decision-making purposes.

6. Each standing committee may function to the extent specified by the Standing Rules of the Executive Board or in the Articles of Incorporation and Bylaws of the South Carolina Baptist Convention.

7. Minutes of committee meetings will be recorded and maintained by the office of the Executive Director-Treasurer.

B. Committee Chairpersons: Guidelines for committee chairpersons are as follows:

1. The Board's Nominating Committee will nominate at the December meeting persons to serve as chairperson and vice chairperson/secretary of each standing committee.

2. In the event a chairperson cannot continue the tenure of service, the vice chairperson/secretary shall assume the responsibility of chairperson until the end of the year. The Nominating Committee of the Executive Board will nominate a replacement for the new year.

3. The chairperson of a standing committee will serve as an ex officio member on any subcommittees appointed by his or her standing committee.

4. A chairperson must have served at least one year on a standing committee before being elected as its chairperson.

5. The Chairman of the Executive Board cannot serve as chairperson of a standing committee.

6. The chairperson of each standing committee should have thorough knowledge of the assignments and responsibilities of the committee.

7. The chairperson of each standing committee shall report to the Executive Board on behalf of the committee and will present committee recommendations for consideration by the Board.

C. Administrative: Composed of at least 20 percent of the total number of Executive Board members plus the Chairman of the Executive Board, the President of the Convention and Convention Registration Secretary. The Associate Executive Director Church Strengthening & Support Team and the associate executive directors of the Convention staff teams shall provide staff assistance as requested by the Executive Director-Treasurer. Duties of this committee include:

1. Works through the Executive Director-Treasurer regarding Convention staff organizational structure and updating and/or approving staff performance expectations.

2. Shall approve all employee sabbaticals for all administrative staff and field services staff upon recommendation of the Executive Director-Treasurer.

3. Shall approve changes in the *Convention Employee Handbook* and any other staff-related matters brought to the committee by the Executive Director-Treasurer.

4. Shall work with the Executive Director-Treasurer in establishing policies which govern the work of the Convention staff.

5. Shall recommend annual compensation for Convention staff to the Budget, Finance, and Audit Committee. The Executive Director-Treasurer will make minor adjustments in salary. Other adjustments in compensation or housing allowance will be approved by the Committee upon recommendation of the Executive Director-Treasurer.

6. Shall work with the Executive Director-Treasurer in employing directors of

offices/groups of field services staff. The Executive Director-Treasurer shall report to the committee the employment of the following Convention staff: associates of field services staff; manager, technical and other; and support staff.

7. Shall engage competent legal counsel for the Executive Board and Convention.

8. Shall work with the chief executive officers of the Convention institutions on behalf of the Executive Board regarding special requests or other items as defined by the Convention Bylaws.

9. Shall be responsible for monitoring and initiating any requests regarding changes in the Executive Board Standing Rules and any institution's Articles of Incorporation.

10. Shall study any proposal for the creation of new institutions or other organized work and make recommendations to the Executive Board.

11. Shall assign miscellaneous matters to the appropriate standing committee for disposition.

12. Shall conduct an annual review of the overall effectiveness of the Executive Director-Treasurer.

D. Budget, Finance, and Audit: Composed of at least 20 percent of the total number of Executive Board members plus the Chairman of the Executive Board, the President of the Convention and the Convention's First Vice President. The Chief Financial Officer along with the Associate Executive Director of Church Strengthening and Support Team and other associate executive directors shall provide staff assistance to the Budget, Finance, and Audit budget subcommittee. Duties of this committee include:

1. Shall employ a responsible accounting firm of certified public accountants to audit the books of the Convention and the institutions the Convention sponsors.

2. Shall appoint a subcommittee of no fewer than five to review the audit and management letter of each institution of the Convention and make a report to the full committee and Executive Board as needed. Any audit concerns will be addressed in a meeting of the chairman of the Budget, Finance, and Audit Committee, the Executive Director-Treasurer, the chairman of the respective Board of Trustees, and its chief executive officer.

3. Shall approve all loans of the Convention as outlined in the Board's Business and Financial Plan.

4. Shall appoint a subcommittee to prepare the South Carolina Baptist Convention budget recommendation for the subsequent year. This subcommittee will receive necessary budgeting information and requests from the chief executive officers of the Convention's institutions. This committee will also receive requests for compensation for Convention staff from the Administrative Committee.

5. Shall present a budget proposal for the subsequent year at the October meeting of the Executive Board. The Executive Board will, in turn, present the South Carolina Baptist Convention summary budget proposal for consideration of the Convention.

6. Shall work with the Executive Director-Treasurer and the Associate Executive Director of Church Strengthening and Support Team along with the Chief Financial Officer in developing general directives and other policies regarding appropriate accounting procedures, investments, and reserves.

7. Shall recommend to the Executive Board utilization of the contingent reserve in the event of crises either due to decreased receipts or unusual emergencies.

8. Shall monitor the Board's Business and Financial Plan.

E. Planning and Ministries: Composed of at least 20 percent of the total number of Executive Board members plus the Chairman of the Executive Board, Woman's Missionary Union President and the South Carolina Baptist Collegiate Ministry President. The associate executive directors of the Convention will serve as resource persons for this committee. Duties of this committee include:

1. Works with the associate executive directors in developing objectives and goals of the Convention staff.

2. Shall be alert to the needs of the churches and associations.

3. Shall work with the associate executive directors in developing a strategic plan for the South Carolina Baptist Convention which will be presented to the Executive Board for approval.

4. Shall work with the Associate Executive Director of Evangelism and Multiplication Team in receiving the annual report of the disbursement of new work and associational assistance in accordance with the approved budget and guidelines of the South Carolina Baptist Convention.

5. Shall work with the Executive Director-Treasurer in securing search committees to nominate associate executive directors. The Planning and Ministries Committee will bring their recommendations for these positions to the Executive Board for approval.

6. Shall work with the Executive Director-Treasurer should an individual make a request to dedicate the *South Carolina Baptist Convention Annual* in honor of, or in memory of, a South Carolina Baptist. A recommendation by the committee shall be presented to the Executive Board for approval before being recommended to the convention. Recommendations shall be brought to the Executive Board no later than October 1.

F. Properties: Composed of at least 15 percent of the total number of Executive Board members plus the Chairman of the Executive Board and the Second Vice President of the Convention. The Chief Financial Officer, Associate Executive Director of the Communications and Mission Development Team along with other associate executive directors will provide staff assistance on an as-needed basis. Duties of this committee include:

1. Shall work with the Camp McCall Manager/Director concerning the work of Camp McCall Will approve policies and fees.

2. Shall work with the Director of White Oak Conference Center concerning the work of White Oak Conference Center. Will approve policies and fees on recommendation of the director of White Oak Conference Center.

3. Shall work with the Director of Collegiate Ministry Group regarding the maintenance of the Convention-owned Baptist Collegiate Ministry centers.

4. Shall work with the Associate Executive Director of the Church Strengthening and Support Team along with the Chief Financial Officer and the Associate Executive Director of the Communications & Mission Development Team regarding the maintenance of the South Carolina Baptist Convention staff office building.

5. Shall develop recommendations to the Executive Board for disposal of any real property given to the Convention.

6. Shall develop recommendations to the Executive Board for acquisition of new property or expansion and development of existing Convention-owned facilities.

G. Scholarships: Composed of at least 15 percent of the total number of Executive Board members plus the Chairman of the Executive Board and the Recording Secretary of the Convention. The Associate Executive Director of the Evangelism and Multiplication Team and the Director of the Collegiate Ministry Group will provide staff assistance. This committee shall conduct interviews, establish guidelines, and grant South Carolina Baptist Convention budget scholarships and other scholarships to students called to vocational Christian service.

Article IV Special Committees

A. Nominating Committee: The Nominating Committee shall be an ongoing special committee. The committee will be appointed by the Executive Board's officers by the April Executive Board meeting each year. The committee shall be composed of five persons, one representative from each of the five standing committees, who shall serve three-year terms. The Executive Board's officers shall develop the committee's rotation system. A member of the Nominating Committee shall have served one year on the Executive Board before being appointed to the committee. Vacancies on the Nominating Committee shall be filled by the Executive Board's officers. Guidelines for this committee include:

1. Shall nominate members to serve on the five standing committees. The Nominating Committee shall present its report of recommendations to the Executive Board at the Board's December meeting.
2. Shall nominate persons to serve as chairperson and vice chairperson/secretary on each standing committee.

B. Any other special committees of the Executive Board shall be appointed by the Executive Board Chairman, who will confer with the officers of the Executive Board before making such appointments.

If the special committee has the power to exercise the authority of the Board, a majority of all the Board members in office shall approve the creation of the committee and the appointment of members to it.

Article V Notice

Without limiting the Convention's options regarding notice to members of the Board, or other notice called for but not defined, notice may be oral or written, communicated in person, by telephone, telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is permissible if reasonable under the circumstances and is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five [5] days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Article VI

Convention Staff

The Convention staff shall consist of the following: Executive Director-Treasurer; administrative staff consisting of associate executive directors; field services staff consisting of directors of offices/groups and associates; manager, technical and others; and support staff. All employees except the Executive Director-Treasurer serve at the will of the Executive Board. The Executive Director-Treasurer will have the authority to terminate employment of Convention employees. Personnel policies and current retirement guidelines are listed in the *Convention Employee Handbook*.

A. Executive Director-Treasurer:

1. The Executive Director-Treasurer of the Executive Board, who also serves as Treasurer of the Convention, shall serve as an ex officio, non-voting, member of the Executive Board and assist by furnishing information, materials, and needed guidance for the work of the Executive Board.

2. The Executive Director-Treasurer shall be nominated to the Executive Board by a search committee of the Board appointed by the Board Chairman, and the Board's choice shall then be nominated to the Convention.

3. The Executive Director-Treasurer shall be the chief administrative officer of the Executive Board and shall have general oversight of all Convention staff and business activities. The Executive Director-Treasurer shall be responsible and accountable at all times for carrying out the policies and instructions of the Board and the Convention.

4. In the event the Executive Director-Treasurer becomes unable to serve for any reason, an associate executive director of the Executive Board's choosing will serve as the Acting Executive Director-Treasurer until the Executive Board can elect an Interim Executive Director-Treasurer or a permanent Executive Director-Treasurer. In the event of the Executive Director-Treasurer's inability to make this choice, the Chairman of the Executive Board shall designate the person to serve as Acting Executive Director-Treasurer.

5. The Executive Director-Treasurer shall work with the Planning and Ministries Committee in securing search committees to nominate associate executive directors. The Executive Director-Treasurer shall work with the Administrative Committee in employing directors of offices/groups of field services staff and regarding overall Convention staff structure.

6. The Executive Director-Treasurer shall employ the following Convention staff: associates of field services staff; manager, technical and other; and support staff. The Executive Director-Treasurer shall report employment in these areas to the Administrative Committee of the Executive Board.

7. The Executive Director-Treasurer shall receive, account for, and distribute all funds as directed by the Convention or the Board. The Executive Director-Treasurer shall maintain historical accounting records.

8. The Executive Director-Treasurer shall keep and maintain complete and permanent records, and shall be the custodian of all properties, books, papers, records, insurance policies, bonds, and other documents belonging to the Convention or the Executive Board.

9. The Executive Director-Treasurer shall be responsible for working with the Chairman of the Executive Board in organizing all Board meetings, sending out notices and pertinent materials to Board members, and for maintaining a permanent record of all Board meetings.

B. Other Convention Staff:

1. The associate executive directors of the administrative teams shall be elected by the Executive Board upon recommendation of the Executive Director-Treasurer and a search committee of the Planning and Ministries Committee.
2. Directors of field services staff shall be employed by the Administrative Committee upon recommendation of the Executive Director-Treasurer.
3. Associates of field services staff; manager, technical and other staff and support staff shall be employed by the Executive Director-Treasurer, and their employment shall be reported to the Administrative Committee of the Executive Board.

**Article VII
Business and Financial Plan**

The Executive Board shall be responsible for updating and amending the Business and Financial Plan upon recommendation of the Budget, Finance, and Audit Committee. The Budget, Finance, and Audit Committee of the Board shall monitor the Business and Financial Plan.

**Article VIII
Amendments**

- A. Amendments to these Standing Rules may be made at any regular or special Board meeting, provided that a copy of the proposed amendment shall have been forwarded to each Board member at least ten (10) days before the meeting is to be held.
- B. Any amendments shall require a two-thirds (2/3) affirmative vote for passage. Such a change should not conflict with the Articles of Incorporation or Bylaws of the South Carolina Baptist Convention or the Business and Financial Plan of the Executive Board.

Note: Shaded areas cannot be amended because of the Nonprofit Act.

(Standing Rules last amended December 12, 2013)

BUSINESS AND FINANCIAL PLAN OF THE EXECUTIVE BOARD

I. The Convention

A. General

1. The purpose of this Business and Financial Plan is to provide policies and procedures for the financial operations of the South Carolina Baptist Convention (SCBC), Institutions of the SCBC, and Executive Board of the SCBC.

2. The plan is to be administered by the Executive Board of the South Carolina Baptist Convention.

3. The Budget, Finance, and Audit Committee shall monitor compliance with the plan and will review the plan at least every three years or more often as necessary and recommend changes to the Executive Board.

B. Cooperative Program

The South Carolina Baptist Convention approves the Cooperative Program as the primary channel of support for our total world mission outreach. The Convention appeals to the churches to contribute through the Cooperative Program and recognizes the right and responsibility of the Convention to divide equitably Cooperative Program receipts.

C. Budgeting

1. The Budget, Finance, and Audit Committee of the Executive Board shall serve as the Budget Committee.

2. Each entity supported by the South Carolina Baptist Convention budget shall submit to the Budget, Finance, and Audit Committee for its consideration the following items: a request for Convention budget support for the subsequent year; and any other financial information requested by the committee.

3. The Budget, Finance, and Audit Committee of the Executive Board shall prepare and present to the October meeting of the Executive Board a comprehensive South Carolina Baptist Convention Budget recommendation for the subsequent year. Compensation and travel for the Convention staff shall be included in the comprehensive budget recommendations to the Executive Board. The summary budget shall be recommended to the annual session of the Convention by the Executive Board.

D. Fiscal Year

The financial affairs of the Convention shall be operated on the fiscal year to coincide with the calendar year, January 1 through December 31. The books of the convention will be closed as of January 7, after the end of the fiscal year. All mailed contributions post marked on or before December 31 and received by January 7 will be counted in the prior year. All electronic contributions must have a transaction date on or before December 31.

E. The Receiving and Disbursing Agency

1. The Executive Director-Treasurer shall be authorized to receive and disburse gifts for all causes supported in the South Carolina Baptist Convention budget. All gifts shall be deposited into the Convention Trust Account.

2. The Executive Director-Treasurer will act as the disbursing officer for all funds of the Convention.

3. The Executive Director-Treasurer shall invest available funds pending distribution. Such investments will seek a reasonable rate of return with a minimum of investment risk. Interest earnings on the Convention Trust account shall be transferred to the Executive Board Operations Account and allocated to the budget adopted by the Executive Board and the Convention.

F. Distribution of Mission Gifts

1. Cooperative Program gifts shall be divided between Southern Baptist Convention and South Carolina Baptist Convention causes by the percentage in the South Carolina Baptist Convention budget approved annually by the Convention. Funds for all causes will be distributed on a monthly basis or more often as necessary as directed by the Budget, Finance, and Audit Committee.

2. Cooperative Gifts shall be distributed according to the intent of the donor without any reduction for administrative costs. All Cooperative Gifts will be distributed on a monthly basis or more often as directed by the Budget, Finance, and Audit Committee of the Executive Board.

3. Designated gifts for South Carolina Baptist Convention and Southern Baptist Convention causes shall be distributed according to the intent of the donors without any reduction for administrative costs. All designated gifts will be distributed on a monthly basis or more often as necessary as directed by the Budget, Finance, and Audit Committee.

G. Reporting

1. In keeping with good accounting principles of internal control, quarterly reports of church gifts shall be mailed to each treasurer, and cumulative quarterly reports of church receipts shall be mailed annually to the pastor.

2. A record of each church's giving to the South Carolina Baptist Convention Budget shall be published quarterly on the convention's Web site (www.scbaptist.org/givingreports), and a News Release will be submitted in January of each year to *The Baptist Courier* announcing the yearend reports are on the convention's website – providing the URL.

3. A record of gifts for designated causes and the Weeks of Prayer Offerings shall be published annually on the convention's Web site (www.scbaptist.org/givingreports). The *Baptist Courier* will be sent a News Release at the beginning of the year announcing the yearend reports for designated causes and the Weeks of Prayer Offerings are on the convention's website. The URL will be provided in the News Release.

4. Annual condensed audit reports of the Executive Board and of the institutions of the Convention shall be published in the *Convention Annual*.

H. Loan Guarantees

The Convention shall not directly or indirectly lend money to or guarantee the obligation of an officer of the Convention or a member of the Executive Board.

I. New Enterprises

No new enterprise involving the expenditure of funds shall be authorized by the Convention except upon favorable action by the Convention in two successive annual sessions, provided that this restriction shall not apply to a recommendation of an institution of the Convention

concerning the expansion of its own work as defined by its charter or the Bylaws of the Convention.

J. Publication

The Business and Financial Plan shall be published annually in the *Convention Annual* following the Standing Rules of the Executive Board.

II. Institutions

A. Audit

1. The Budget, Finance, and Audit Committee of the Executive Board of the South Carolina Baptist Convention shall elect annually a responsible firm of certified public accountants to examine the books and records of each institution of the Convention.

2. Upon completion of the audit, a copy of the audit and management letter will be provided to the appropriate committee(s) of the institution's Board of Trustees. A representative of the auditing firm shall personally appear before the appropriate committee of the Board of Trustees to make a summary presentation of the audit report and answer any questions of Trustees.

3. A copy of the audit report and management letter of each institution shall be filed in a timely manner with the Executive Director-Treasurer. A subcommittee of the Budget, Finance and Audit Committee of the Executive Board will review the audit and management letter of each institution of the Convention and make a report to the full committee and Executive Board as needed.

4. Summary audit information for each institution shall be published in the *Convention Annual*.

B. Trust Funds

Each institution of the Convention shall maintain all funds, such as trust funds, endowment funds, and current and capital funds, separate and inviolate as to the cause for which the funds were received. Such funds are not to be used for any other purpose, even temporarily, except as specified by the Convention or the donors.

C. Reserves

Institutions of the Convention are encouraged to provide their own Contingent Reserve to be utilized for any crisis that may occur in their operation.

D. Indebtedness

Indebtedness by any institution of the Convention must be approved in advance by the respective board of trustees. Any indebtedness or liability, except as can be repaid out of anticipated revenue from the Convention (and other sources) within a period of two (2) years must be reported to the Budget, Finance, and Audit Committee of the Executive Board within 30 days after the approval of the board of trustees.

E. Conflict of Interest

All institutions and any other entities of the Convention shall comply with the South Carolina

nonprofit corporation act regarding conflict of interest.

F. Expansion

Any institution or any other entity of the Convention anticipating expansion beyond the commitments already approved by the Convention shall submit its plan of projected expansion through the Executive Director-Treasurer and the Administrative Committee to the Executive Board for approval before such further commitments or contracts are made.

G. Special Solicitations

No financial appeals may be made to the churches by any institution of the Convention for any purpose, either current or capital, without the prior approval of the Convention.

III. Executive Board

A. Audit

1. The Budget, Finance, and Audit Committee of the Executive Board shall elect a responsible firm of certified public accountants each year. The auditors are to examine the books and records of the Convention and each institution of the Convention.
2. A copy of the audit report and the management letter for the Executive Board will be provided to the Budget, Finance, and Audit Committee.
3. Summary audit information for the Executive Board and each institution shall appear in the *Convention Annual*, and complete audits and management letters shall be placed in the permanent file of the Executive Board in Columbia, South Carolina and are available for inspection during regular business hours.

B. Reserves

1. The Executive Board shall maintain the only standing reserve of the Convention, the Executive Board Contingent Reserve. The reserve is limited to one quarter (1/4) of the South Carolina portion of the annual South Carolina Baptist Convention budget.
2. The Executive Board Contingent Reserve is to be utilized only to provide emergency funds for operations of the Convention's overall program during a period of drastically decreased church gifts which may occur during a general economic recession or depression, or through other unusual emergencies.
3. The Executive Board must approve the utilization of the Executive Board Contingent Reserve based on a recommendation from the Budget, Finance, and Audit committee.
4. The Executive Board Contingent Reserve will be invested to provide a reasonable rate of return in accordance with the Convention's Investment Policy Statement. Earnings on this account will be transferred to the Executive Board Contingent-Excess Reserve.
5. Earnings (interest and dividends less management fees) on the Executive Board Contingent Reserve will be transferred monthly to an account entitled, Executive Board Contingent-Excess Reserve. The Executive Board Contingent-Excess Reserve shall be invested to provide a reasonable rate of return with a minimum of investment risk. Earnings on this account will remain with the account during the year.

During the year the Budget, Finance, and Audit Committee may utilize funds in the Executive Board Contingent-Excess Reserve for unexpected expenses or unbudgeted items of the

Executive Board. Any funds remaining at the close of the fiscal year will be either 1) transferred to the Executive Board Contingent Reserve account to fully fund the next year's maximum limit, or 2) transferred to Fund Balance.

6. At the close of the year, if the market value of the Executive Board Contingent Reserve is over the one quarter (1/4) limit of the South Carolina portion of the next year's budget, the overage will be transferred to the Executive Board Fund Balance.

7. The Budget, Finance, and Audit Committee may authorize temporary reserves as needed for specific needs or future projected needs.

C. Expense Reimbursement

1. Officers of the Convention, members of official Convention committees, and the members of the Executive Board shall be reimbursed for their official travel on a basis established by the Budget, Finance, and Audit Committee of the Executive Board.

2. If the President of the Convention elects to attend the annual session of the Southern Baptist Convention and the expenses are not otherwise provided, reimbursement may be made from the appropriate area of the Executive Board budget.

D. Conflicts of Interest

Members of the Executive Board and the employees of the Convention (hereinafter referred to as representative) shall not engage in conduct which constitutes a conflict of interest.

1. A conflict of interest transaction is a transaction with the Convention in which a representative has a direct or indirect interest

2. A transaction in which a representative has a conflict of interest may be:

a. authorized, approved, or ratified by the vote of the Executive Board or the Budget, Finance, and Audit Committee of the Board if:

(1) the material facts of the transaction and the representative's interest are disclosed or known to the Board or Budget, Finance, and Audit Committee of the Board; and

(2) the Board members approving the transaction in good faith reasonably believe that the transaction is fair to the corporation.

3. A representative has an indirect interest in a transaction if:

a. another entity in which the representative has a material interest or in which the representative is a general partner or is a party to the transaction; or

b. another entity of which the representative is a director, officer, or trustee is a party to the transaction.

4. A conflict of interest transaction is authorized by the Executive Board or Budget, Finance, and Audit Committee of the Board if it receives the affirmative vote of a majority of the members on the Board or on the committee who have no direct or indirect interest in the transaction.

E. Fiscal Year

The financial affairs of the Executive Board shall be operated on the fiscal year to coincide with the calendar year, January 1 through December 31. The books of the convention will be closed as of January 7 after the end the fiscal year. All mailed contributions post marked on or before December 31 and received by January 7 will be counted in the prior year. All electronic contributions must have a transaction date on or before December 31.

F. Authorized Agents

The Executive Director-Treasurer and the Associate Executive Director/Chief Financial Officer are named as the authorized agents of the Executive Board to transact the business of the Board.

G. Financial Policies and Operational Procedures

1. The Executive Board shall maintain an Executive Board Operations Account for the business of the Executive Board. This account will always be separate and apart from the Convention Trust account. All Executive Board transactions will be processed through the Executive Board Operations account.

2. The Executive Director-Treasurer shall invest available funds pending distribution. Such investments will seek a reasonable rate of return with a minimum of investment risk. Unbudgeted interest earnings on the Executive Board Operations Account shall be transferred to the Executive Board Fund Balance.

3. All disbursements from the Executive Board Operations account shall be supported by proper documentation and adhere to the following approval process:

a. All disbursement checks will be signed by the Executive Director-Treasurer and countersigned by the Chief Financial Officer.

b. Disbursements less than \$750 must be approved by the appropriate Group/Office/Director/Manager, and either the Director of Accounting or the Chief Financial Officer.

c. Disbursements greater than or equal to \$750 must be approved by the appropriate Associate Executive Director, and Group/Office/Director/Manager, and either the Director of Accounting or the Chief Financial Officer.

d. All capital purchases must be approved by the appropriate Associate Executive Director and the Chief Financial Officer.

4. Honoraria paid by teams and groups/offices of the Executive Board shall be within the honoraria policy established by the Executive Director-Treasurer.

5. The Executive Director Treasurer shall secure fidelity bond coverage for all Convention employees.

6. Before the close of each fiscal year, the Budget, Finance, and Audit Committee will consider any requests for carryover of funds in the Executive Board budget. Carryovers will be considered for such unusual needs as unforeseen emergencies or where a program or other assignments received for which there is no budgetary provision.

7. At the close of each fiscal year any undesignated, unexpended funds in the Executive Board budget shall be transferred to the Executive Board's Fund Balance. Expenditure of the Executive Board's Fund Balance in excess of \$20,000 must be approved by the Budget, Finance, and Audit Committee upon recommendation of the Executive Director-Treasurer. Expenditure of the Executive Board's Fund Balance less than \$20,000 may be approved by the Executive Director-Treasurer and the Associate Executive Director/Chief Financial Officer.

H. Investments

The Executive Director-Treasurer and the Associate Executive Director/Chief Financial Officer shall have the responsibility and authority to invest funds of the Convention and the Executive Board to provide a reasonable rate of return with a minimum of investment risk. The Budget, Finance, and Audit Committee shall establish and maintain an investment policy for the Executive Board.

I. Indebtedness

All loans of the Executive Board must be approved by the Budget, Finance, and Audit Committee and the full Executive Board. All notes and other instruments required to execute such loans shall be signed by the Executive Director-Treasurer and the Associate Executive Director/Chief Financial Officer.

J. Real Property Transactions

In order to sell, dispose of, mortgage, or encumber any of the real property of the South Carolina Baptist Convention it shall be necessary first to obtain a resolution to be passed at a meeting of the Executive Board with a quorum present. Deeds of title, bills of sale, contracts, bonds, and mortgages or other instruments executed pursuant to the authority thus granted by the Executive Board shall be signed by the Executive Director-Treasurer and the Associate Executive Director/Chief Financial Officer. The Executive Director-Treasurer shall affix the corporate seal thereto and when so executed shall fully bind the South Carolina Baptist Convention for the purpose expressed in said instrument.

Amendments

Alterations may be made in the Business and Financial Plan by a two-thirds (2/3) vote of the Executive Board at any meeting of the Executive Board, provided that:

- A. the change has been recommended by the Budget, Finance, and Audit Committee, and written notice has been sent to Executive Board members one week prior to the meeting, or
- B. a member of the Executive Board has sent written notice of a proposed change to all Executive Board members at least 30 days prior to the meeting of the Executive Board.

Note: Shaded areas cannot be amended because of the Nonprofit Act.

(Business & Financial Plan last amended December 11, 2014)