

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)