

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 no later than the end of December. 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 three times annually. The institutions (Ministry Partners) shall report to the Board annually.

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 (more than half) of the members of the Board shall constitute a quorum for the

transaction of business. A majority (more than half) of the members of a Standing Committee 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 Budget, Finance, and Audit 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

Nominating and Special Committees

A. Nominating Committee: The Nominating Committee shall be an ongoing special committee. The committee will be appointed annually by the Executive Board's officers no later than the end of April each year. The committee shall be composed of five persons, one representative from each of the five standing committees. 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 no later than the end of December.

2. Shall nominate persons to serve as chairperson and vice chairperson/secretary on each standing committee. The Nominating Committee shall present its report of recommendations to the Executive Board no later than the end of December.

3. At the Board's final meeting of the year, the Executive Board shall elect each member to a 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.

B. 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.

Article IV Standing Committees

A. Guidelines: The Executive Board shall organize its work into the following standing committees: Executive Advisory; Budget, Finance, and Audit; Priority Advancement; Operations; and Kingdom Advancement. 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.

1. 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.

2. In addition to their regularly scheduled meetings, all standing committees and their subcommittees shall meet on an as-needed basis.

3. 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.

4. Each standing committee shall 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.

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

6. The chairperson of a standing committee will serve as an ex-officio, non-voting member on any subcommittees appointed by his or her standing 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.

B. Executive Advisory: Composed of the Standing Committee Chairmen and Vice-Chairmen, and Executive Board Chairman and Vice Chairman. The President of the Convention will serve as non-voting ex-officio member of the Executive Advisory Committee. The Executive Director-Treasurer or his designee shall provide assistance. Duties of this committee include:

1. The Executive Director-Treasurer will report to the Executive Advisory Committee any Convention staff organizational structure changes and updated staff performance expectations.

2. The Executive Director-Treasurer shall report all employee sabbaticals for all administrative staff and field services staff.

3. The Executive Director-Treasurer shall report to the Executive Advisory Committee changes in the *Convention Employee Handbook* and any other staff-related matters.

4. Shall engage competent legal counsel for the Executive Board and Convention at the recommendation of the Executive Director-Treasurer and/or Chief Financial Officer.

5. 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.

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

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

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

9. The Executive Board Standing Committee Chairmen and Executive Board Chairman and Vice Chairman will serve as a Committee to conduct an annual performance review of the Executive Director-Treasurer along with recommendation to the Budget, Finance, and Audit Committee of adjustment of compensation of the Executive Director-Treasurer.

10. The Executive Board Standing Committee Chairmen and Vice Chairmen and Executive Board Chairman and Vice Chairman will provide guidance and recommendation to the Executive Board regarding termination of the Executive Director-Treasurer.

C. Budget, Finance, and Audit: Composed of assigned Executive Board members. The Chairman of the Executive Board and the President of the Convention will serve as ex-officio, non-voting members of this committee. The Executive Director-Treasurer or his designee shall provide 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 Executive Director-Treasurer.

5. Shall present a budget proposal for the subsequent year at the second regularly scheduled 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 or his designee 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.

9. Shall review and approve housing allowances upon recommendation of the Executive Director-Treasurer.

D. Priority Advancement: Composed of assigned Executive Board members. The Chairman of the Executive Board and the South Carolina Baptist Collegiate Ministry President will serve as ex officio, non-voting members of this committee. The Executive Director-Treasurer or his designee shall provide assistance. Duties of this committee include:

1. Members of the Priority Advancement Team will be expected to (1) pray specifically and strategically regarding Convention initiatives and priorities; (2) engage with Convention staff and team members on ideas for best executing the vision; and (3) advocate how God is working

through Convention ministries to advance the Kingdom.

2. The Executive Director-Treasurer or his designee will report to this Committee progress of the Convention's emphasis on church strengthening, church planting, evangelism, and missions mobilization while being undergirded by prayer and leadership strategies.

E. Operations: Composed of assigned Executive Board members. The Chairman of the Executive Board will serve as ex-officio, non-voting member of this committee. The Executive Director-Treasurer or his designee will provide staff assistance. Duties of this committee include:

1. Shall work with the Executive Director-Treasurer or his designee who will report to this Committee recommended maintenance needs and property development that are outside of the approved budget of the Convention-owned properties.

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

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

4. Shall review and develop recommendations regarding communications and technologies services of the Convention.

5. Shall review and develop recommendations regarding safety and security as well as risk management for Convention owned properties.

F. Kingdom Advancement: Composed of assigned Executive Board members. The Chairman of the Executive Board, along with all the elected officers of the Convention and Woman's Missionary Union President who will serve as ex-officio, non-voting members of this committee. The Executive Director-Treasurer or his designee will provide staff assistance. Duties of this Committee include:

1. This committee shall hear reports from Convention institutions (Ministry Partners) by their Chief Executive Officer or designee.

2. This committee will serve to promote the work of the Executive Board Ministries with its churches and associations.

3. This committee will serve to promote Cooperative Program as the primary channel of support for our total world mission outreach.

4. This committee will provide feedback to the Executive Board Ministries and Convention institutions (Ministry Partners) on the needs of churches and associations within their geographical area.

5. This committee will assist in the interview and evaluation process of scholarship applicants called to vocational Christian service.

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 executive, administrative, field service, and support. The Executive Director-Treasurer will have the authority to employ, manage and terminate 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 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 executive 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 Director-Treasurer'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 be empowered by the Executive Board to employ, manage and terminate the Convention staff and shall report staff changes to the Administrative Committee

6. 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.

7. 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.

8. 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.

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 April 24, 2017