

**THE BOLD FONT CHANGES IN THIS SECTION ARE
PRESENTED FOR FIRST READING AT THE 2020 ANNUAL MEETING.**

**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~~ **who participate as messengers**. The Convention shall consist of messengers who are members of Baptist churches in the state which are in friendly cooperation with the ~~Convention~~ **South Carolina Baptist Convention** and evidence their concern by financial support

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31 **through the Cooperative Program.** Only members of the electing church may be seated ~~by the~~
32 ~~Convention~~ as messengers from that church.

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

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ARTICLE VI

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

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ARTICLE VII

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

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ARTICLE VIII

45 The comprehensive purpose of South Carolina Baptist Convention shall be to serve churches
46 throughout the state in efforts to advance the Kingdom of Christ in the world through evangelism,
47 missions, education, benevolence, social ministries, public morals, and any other interests in the
48 Kingdom of our Lord which the Convention shall undertake.

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ARTICLE IX

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

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ARTICLE X

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

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62 **All corporate powers and affairs of the corporation shall be exercised by, under the authority**
63 **of, and under the direction of the Executive Board except to the extent that the Articles of**
64 **Incorporation or Bylaws give the messengers the authority to declare the annual meeting in**
65 **session.**

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ARTICLE XI

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

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ARTICLE XII

86 Upon dissolution, after all creditors of the corporation have been paid, the assets of the
87 corporation shall be distributed to one (1) or more organizations which qualify as exempt
88 organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding
89 section of any future federal tax code.

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ARTICLE XIII

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

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

100 1. all amendments must be presented before the final session, and

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

103 C. The requirements of **Sections** A and B above may be waived if the messengers evidence their
104 belief that an emergency exists by a vote of three-fourths (3/4) of the messengers present and
105 voting and if the substance of the amendment has been presented at least thirty (30) days in
106 advance of the Convention to the Bylaws Committee, the Executive Board, and to the *Baptist*
107 *Courier* for publication in one (1) of the following three (3) ways: (i) in a print edition; (ii) in an
108 electronic edition; or (iii) on its web site.

109 D. Upon approval by the ~~Convention~~ **messengers**, the amendment to the Articles of
110 Incorporation shall be filed according to state law.

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SOUTH CAROLINA BAPTIST CONVENTION

BYLAWS

PART I

ARTICLE I

Name

The name of this ~~body~~**corporation** 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 (1) 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 (1) 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 annual 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).

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33 E. Messengers to the ~~Convention~~**annual meeting** shall be registered upon presentation of
34 proper credentials. Credentials shall be presented by each messenger, in person, at the ~~Convention~~
35 ~~Registration~~**annual meeting** Registration Desk. Messengers registered in compliance with these
36 provisions shall constitute the Convention.

37
38 **ARTICLE III**

39 **Church Membership of Officers, Boards, Appointees, Committees**

40
41 Except as provided in Bylaws Part I, Article VII, Section D, Item 3, for out-of-state trustees of
42 institutions, all officers of the Convention, all appointees, and all persons elected to membership
43 on the Executive Board, boards of trustees of the institutions, and **Convention** committees shall
44 be members of Baptist churches in friendly cooperation with ~~this Convention~~ **the South Carolina**
45 **Baptist Convention** and sympathetic with its purposes and work and have during the fiscal year
46 preceding been bona fide contributors to the Convention's work, which must include having made
47 a monetary contribution to the Cooperative Program.

48
49 **ARTICLE IV**

50 **Officers**

51 A. The ~~seven~~ officers of the Convention shall be President, President-Elect, ~~First Vice President,~~
52 ~~Second Vice President,~~ ~~Recording Secretary,~~ **Registration Secretary, and Treasurer (non-**
53 **voting)**. The Executive Director-Treasurer of the Convention shall serve as Treasurer of the
54 Convention.

55
56 B. In case of the President's ~~death, incapacity,~~ **death, resignation, or move from the state, or**
57 **removal from office pursuant to Bylaws Part I, Article VI, Section B, Item 7,** ~~the First Vice-~~
58 ~~President shall automatically succeed to the office of President, and the Second Vice President~~
59 ~~shall automatically succeed to the office of First Vice President,~~ **the Vice- President shall**
60 **automatically succeed to the office of President, and the President-Elect shall automatically**
61 **succeed to the office of Vice President while continuing to serve as the President-Elect. In**
62 ~~case of the President-Elect's death, incapacity, resignation, or move from the state,~~ **Should the**

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63 **President-Elect no longer be able to fulfill the duties of the office**, the office of the President-
64 Elect shall remain vacant until the next annual session of the Convention, at which time both a
65 President and a President-Elect will be elected pursuant to Part II, Article I, Section E. Except as
66 specified above, the Executive Board may fill any vacancies which may occur between annual
67 ~~sessions of the Convention~~ **meetings**. Removal of an officer prior to the expiration of the term of
68 office may occur only by a vote of two-thirds (2/3) of the messengers voting and after the officer
69 has been advised of an intent to remove and after the officer has been afforded an opportunity to
70 be heard.

71
72 C. These officers shall perform the duties described by the Bylaws and by the parliamentary
73 authority adopted by this Convention and as directed by the Convention.

74
75 D. Officers, other than the President and the Treasurer, shall hold office for one (1) year or until
76 their successors are elected and shall not be eligible to succeed themselves until one (1) year has
77 elapsed. Any officer filling an unexpired term shall be eligible for election for one (1) full term.
78 The President shall hold office for one (1) year and shall be succeeded by the President-Elect as
79 provided in Part II, Article I, Section E. The President may not serve as both President and
80 President-Elect simultaneously.

81
82 E. Officers shall begin their terms of service upon adjournment of the annual meeting at which
83 they are elected. ~~, except the Recording Secretary whose term shall begin the first day of January~~
84 ~~following election.~~

85
86 ~~F. The Recording Secretary shall work with the office of the Executive Director Treasurer in~~
87 ~~taking and preparing the minutes of the Convention proceedings.~~

88
89 F. Except as provided in these Bylaws, the President-Elect shall have no duties, powers, or
90 responsibilities, but shall be included on all correspondence and notices provided to the officers
91 of the Convention, and shall have the opportunity to attend and observe, without voting power or
92 authority, all meetings that may be attended by the President, whether in person or through some
93 other mode of communication.

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**ARTICLE V
Meetings**

A. Annual Meetings

The **South Carolina Baptist** 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~~ **the South Carolina Baptist Convention website and the Baptist Courier.**

**ARTICLE VI
Executive Board**

A. Authority and Function

1. The Executive Board shall constitute the board of directors of the 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~~ **vested** 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.

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

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

131 **a.** If the Executive Board finds that a member or trustee has been absent for three (3)
132 consecutive meetings of the board, the member or trustee shall be deemed to have resigned, and
133 the position shall be declared vacant.

134 **b.** If the Executive Board determines by a vote of at least two-thirds (2/3) of the members
135 of the Executive Board in office that one (1) or more of the ~~recited~~ **cited** causes for removal of a
136 member of the Executive Board or a trustee of an institution ~~exist~~ **exists (see Bylaws Part I,**
137 **Article VI, Section B, Item 7)**, the member's or trustee's position shall be declared vacant.

138 **c.** Upon the occurrence of either of the two (2) above events, the Executive Board shall
139 advise the member or trustee. ~~and, in the case of a trustee,~~ **The Executive Board shall advise** the
140 secretary of the board on which the trustee serves of the Executive Board's action. This notice
141 shall occur not less than sixty (60) days prior to the annual ~~session of the Convention~~ **meeting.**
142 Unless a written appeal is filed in the office of the Executive Director-Treasurer within ten (10)
143 days of the effective date of the notice, the position held by the member or trustee shall be deemed
144 vacant and the Nominations Committee so advised. If a timely appeal occurs, the matter shall be
145 reconsidered. The member or trustee shall be afforded a hearing before the Executive Board if
146 such a request is contained in the appeal.

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

153 **e.** A member or trustee who is removed from office prior to the expiration of the term to
154 which he or she has been elected shall not be eligible for election to any board whose members
155 are chosen by the Convention for the unexpired term to which the member or trustee had been

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156 elected.

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

165

166 B. Membership

167 1. ~~The membership of the Executive Board shall include one member from the area of each~~
168 ~~association where the membership of the churches, according to the latest South Carolina Baptist~~
169 ~~Convention Annual, numbers up to 15,000 and one member for each additional 10,000 members~~
170 ~~or fraction thereof. Membership of the Executive Board shall also include, ex officio,~~
171 ~~Convention officers; the state president of Woman's Missionary Union, and the state president~~
172 ~~of Baptist Collegiate Ministry (who must be a member of a Baptist church in cooperation with~~
173 ~~South Carolina Baptist Convention). The membership of the Executive Board shall include~~
174 **two (2) members from each of twelve (12) geographic regions as determined by the Bylaws**
175 **Committee (Bylaws Part II, Article III, Section F, Item 2) and four (4) at-large members**
176 **selected by the Nominations Committee. Only one (1) person from a church affiliated with**
177 **the Convention may serve as an elected member of the Board at a given time. No region**
178 **shall have more than three (3) members. Members may come from unassigned churches**
179 **within a given region and not participating in an association, but affiliated with the South**
180 **Carolina Baptist Convention within that region. At the time of the member's election, the**
181 **member shall have been a member for at least one (1) year of a church in the area of the**
182 **region from which the person is elected. The Convention President is a voting member of**
183 **the Executive Board completing a twenty-nine (29) member Board. Membership of the**
184 **Executive Board shall also include the following non-voting ex officio members: Convention**
185 **officers, the state president of Woman's Missionary Union, and the state president of the**
186 **Baptist Collegiate Ministries.** No member of the Executive Board, except ex officio members,

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187 shall serve simultaneously on a board of trustees of ~~an institution~~ a **South Carolina Baptist**
188 **Convention sponsored institution.**

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

193 3. The elected ~~membership~~ **members** of the Executive Board shall be divided into two (2)
194 groupings: one (1) group comprised of ordained church employees, and one (1) group comprised
195 of others. No more than ~~sixty (60)~~ eighty (80) percent of the members of the Board shall be drawn
196 from either grouping. The Board will include, within the two (2) groupings, persons with business
197 expertise, women, ~~trans-cultural groups~~ and ethnically diverse people ~~for the purpose of~~
198 **providing to provide** a capable and inclusive membership. Only one (1) person from an affiliated
199 church may serve as an elected member of the Board at a given time. At the time of the member's
200 election, the member shall have been a member for at least one (1) year of a church in the ~~area of~~
201 ~~the association~~ **region** from which the person is elected.

202 4. The term of office of elected members of the Executive Board shall be ~~five (5)~~ **four (4)**
203 **years.** Terms commence January 1 following election by the ~~Convention messengers.~~ Members
204 of the Board shall not succeed themselves, ~~except in the case of~~ **except in the case of the**
205 **Convention President serving one (1) year or** a member who has first been elected to fill less
206 than one-half (1/2) of an unexpired term. The terms of approximately ~~one-fifth (1/5)~~ **one-fourth**
207 **(1/4)** of the membership of the Board shall expire annually. One (1) year shall elapse before a
208 member may be returned to the Executive Board or be elected to any other board of the
209 Convention.

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

213 6. Any member of the **Executive** Board ~~from the area of an association~~ who moves church
214 membership to **another region** ~~church in the area of another association~~ in the state shall remain
215 on the Board until the Convention fills that vacancy. Any member of the Board who becomes a
216 member of a church in another state shall thereby terminate membership on the Board. Any
217 vacancy occurring on the Board shall be filled for the remainder of the term by the Convention's

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218 nominating and election process. The Board may temporarily fill the vacancy pending the
219 Convention's election.

220 7. The Convention may remove an elected member of the Executive Board prior to the
221 expiration of the term for which the member has been elected, upon the recommendation of the
222 Executive Board, by a vote of two-thirds (2/3) of the messengers voting. Removal may occur
223 only upon the Convention's finding that removal of the member is in the best interest of the
224 Convention and one (1) or more of the following causes for removal are deemed in the judgment
225 of the Convention to exist: breach of trust, neglect of duty, physical or mental incapacity of the
226 member; conduct by the member which is deemed by the Convention to be immoral, fraudulent
227 or dishonest; or the member's engaging in a conflict of interest transaction.

228

229 C. Organization Documents, Officers, and Committees

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

234

235 D. Convention Employees

236 1. Executive Director-Treasurer

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

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

245 2. Other Employees

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

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ARTICLE VII

Institutions

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251 A. Purposes

252 The Convention shall sponsor institutions for the accomplishment of the purposes of the
253 Convention and shall elect the members of the boards of trustees (directors) to which the
254 governance of these institutions shall be committed in accordance with their charters.

255
256 B. Identification of Sponsored Institutions

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

261
262 C. Changes Regarding Sponsored Institutions

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

269 2. A request by the board of trustees of an institution to dissolve or substantially alter the
270 relationship between the Convention and that institution shall be conveyed in writing to the
271 Executive Board. ~~The Executive Board shall submit that request to the Convention and shall~~
272 ~~advise the Convention of the Executive Board's recommendation for a response by the~~
273 ~~Convention to the request.~~ **The Executive Board shall submit the institution request, along**
274 **with the Board recommendation, and call for a vote by the messengers at the annual**
275 **meeting.**

276
277 D. Terms of Trustees' Service

278 1. Trustees shall be elected to a term of five (5) years, except trustees being elected to
279 complete an unexpired term. One-fifth (1/5) of the trustees shall retire from each board each year.

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280 Board members shall not be eligible to succeed themselves or be elected to any other board until
281 one (1) year has ~~elapsed~~ **lapsed**, except in the case of a board member who has first been elected
282 to fill less than one-half (1/2) of an unexpired term. Terms commence January 1 following
283 election by the Convention.

284 2. No person shall serve on more than one (1) board of trustees at the same time. A person
285 who is an employee of or who has an official connection with an institution of South Carolina
286 Baptist Convention or the Executive Board, except officers of the Convention, may not serve as
287 a member of a board of trustees of an institution sponsored by the Convention.

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

300 4. The elected membership of the Board of Trustees shall be divided into two (2) groupings:
301 one (1) group comprised of ordained church employees, and one (1) group comprised of others.
302 No more than eighty (80) percent of the members of the Board shall be drawn from either
303 grouping. The Board will include, within the two (2) groupings, persons with business expertise,
304 women, and ethnically diverse people for the purpose of providing a capable and inclusive
305 membership. Only one (1) person from an affiliated church may serve as an elected member of
306 the Board at a given time. At the time of the member's election, the member shall have been a
307 member for at least one (1) year of a church in the area of the association from which the person
308 is elected.

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311 E. Trustee Attendance

312 The Secretary of each institution shall report to the Executive Director-Treasurer those trustees
313 who are absent for three (3) consecutive meetings of the board.

314

315 F. Articles of Incorporation

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

321

322 G. Contents of Articles of Incorporation

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

325 1. The board of directors (trustees), consisting of (*a specific number of*) persons, a
326 number sanctioned by the South Carolina Baptist Convention, shall be ~~appointed~~ **elected** by
327 South Carolina Baptist Convention in session.

328 2. Trustees shall be ~~appointed~~ **elected** for terms of five (5) years. Trustees' terms shall
329 be staggered.

330 3. South Carolina Baptist Convention may remove trustees prior to the expiration of the
331 term of the trustees' election upon the recommendation of the Convention's Executive Board,
332 by a vote of two-thirds (2/3) of the messengers voting. Removal may occur only upon the
333 Convention's finding that removal of the trustee is in the best interest of the corporation and
334 one (1) or more of the following causes for removal are deemed in the judgment of the
335 Convention to exist: breach of trust, neglect of duty, physical or mental incapacity of the
336 trustee; conduct by the trustee which is deemed by the Convention to be immoral, fraudulent
337 or dishonest; the trustee's engaging in a conflict of interest transaction.

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

341 5. The trustees may adopt Bylaws ~~not inconsistent~~ **consistent** with the Articles of

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342 Incorporation.

343 6. Any proposed amendment to the Articles of Incorporation must be approved in writing
344 by the Executive Board of South Carolina Baptist Convention or by South Carolina Baptist
345 Convention. Any amendment to the Articles of Incorporation that would change the
346 relationship of the institution with the South Carolina Baptist Convention must be approved
347 by ~~South Carolina Baptist Convention~~ **messengers at the annual meeting.**

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

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

352 9. Dissolution of the corporation may occur only with the permission of South Carolina
353 Baptist Convention, and upon dissolution, the assets of the corporation shall pass to South
354 Carolina Baptist Convention if at that time the Convention is a ~~tax-exempt~~ **nonprofit**
355 corporation within the meaning of 501(c)(3) of the Internal Revenue Code or corresponding
356 section of any future federal tax code. If the Convention is not a ~~tax-exempt~~ **nonprofit**
357 corporation, then the assets of the corporation shall be distributed to one (1) or more ~~tax~~
358 ~~exempt~~ **nonprofit** organizations selected by the Convention.

359 10. The corporation is a religious nonprofit corporation.

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

362

363 **ARTICLE VIII**

364 **Gifts and Legacies**

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

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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 a first reading to the Convention, amendments offered to Part I 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 I, 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.

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404 2. The requirements of **Section A B, Item 1 (a and b)** ~~of B~~ above may be waived if the
405 messengers evidence their belief that an emergency exists by a vote of three-fourths (3/4) of the
406 messengers present and voting, and if the substance of the amendment has been presented at least
407 thirty (30) days in advance of the Convention to the Bylaws Committee, the Executive Board, and
408 to the *Baptist Courier* for publication in one (1) of the following three (3) ways: (i) in a print
409 edition; (ii) in an electronic edition; or (iii) on its web site.

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(Bylaws Part I last amended November 2017)

412

SOUTH CAROLINA BAPTIST CONVENTION

BYLAWS

PART II

ARTICLE I

Convention Procedure

A. Order of Business

1. Time shall be provided throughout the ~~Convention~~ **annual meeting** for devotional exercises.

2. As the first order of business, the ~~Convention~~ **annual meeting** 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 ~~Convention~~ **annual meeting** 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~~ **Convention staff in conjunction with the Elected Convention Officers and the Executive Director-Treasurer**. The time set for consideration shall be announced ~~from the floor of the Convention~~ **by the Convention President or his designee** and action taken thereon at a subsequent meeting during that session of the ~~Convention~~ **annual meeting** unless the Convention gives its consent by a vote of two-thirds (2/3) of the messengers present and voting for immediate consideration.

5. Reports from the South Carolina Baptist Convention Ministry Partners (institutions) shall be provided.

B. Minutes

1. Minutes of ~~Convention~~ **annual meeting** proceedings shall be kept by the ~~Recording Secretary and made available at the request of the Convention~~ **office of the Executive Director-Treasurer**.

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30 2. The South Carolina Baptist Convention Annual shall include the minutes of the Convention
31 proceedings.

32 3. Any requests made regarding the dedication of the South Carolina Baptist Convention
33 Annual in memory or in honor of someone shall be brought to the Executive Board of the
34 South Carolina Baptist Convention no later than October 1. The Executive Board shall have
35 the responsibility of presenting to the Convention any requests for dedication of the Annual as
36 it may deem wise. Exceptions may be made in the case of an emergency or by a two-thirds
37 (2/3) vote of the Convention messengers present and voting.

38

39 C. Convention Bulletin

40 A Convention bulletin shall be provided for messengers during each session of the ~~Convention~~
41 **annual meeting**.

42

43 D. Parliamentarian

44 The President shall appoint two (2) Convention Parliamentarians, whose duties shall be those
45 described in the latest edition of *Robert's Rules of Order, Newly Revised*.

46

47 E. Elections

48 1. ~~The President-Elect, First Vice-President, Second Vice-President, Recording Secretary,~~
49 ~~and Registration Secretary~~ **The President-Elect, Vice President, and Registration Secretary**
50 shall be elected at the second session of the annual ~~Convention~~ **meeting**. Election of officers shall
51 proceed in order without waiting for a report of tellers from one (1) office before making a
52 nomination for the next office. The President each year shall be the President-Elect who was in
53 office immediately before the election of officers; provided, however, that in the event the office
54 of the President-Elect has been vacated prior to the election of officers, a President shall be elected
55 at the time provided in this paragraph and prior to the election of the other officers.

56 2. Election shall be by ballot following nomination from the floor. A written ballot may be
57 waived in the event of only one (1) nominee. In the event no one receives a majority of votes cast,
58 a second ballot shall be taken on the two (2) nominees receiving the highest number of votes. A
59 second ballot shall become the next order of business. The person receiving the second-highest
60 number of votes in one (1) election may not be elected to another office without regular

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61 nomination and ballot for that office.

62

63 F. Voting Procedures

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

66

67 G. Resolutions

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

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

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

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

81

82 H. Nominations

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

87

88 I. Quorum

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

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91

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92 **J. Annual Meeting Cancellation**

93 **The Convention Officers, the Executive Advisory Team, the President of the Woman’s**
94 **Missionary Union, and the Presidents of the Convention Ministry Partners, acting as a**
95 **body, may cancel or change the place or time of the annual meeting in case of an emergency.**
96 **In this instance, all elected officers, committee members, Executive Board members, and**
97 **Trustees shall continue to fulfill their positions until the next annual meeting.**

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ARTICLE II

100

Committee on Committees

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A. The President, in consultation with the ~~Vice Presidents and Secretaries~~ **Executive Director-**
Treasurer, shall appoint at each ~~Convention~~ **annual meeting** 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~~ **at least** one (1) from churches with ~~500~~ **five hundred**
(500) in worship or more, ~~no less than~~ **at least** three (3) persons from churches with ~~200–499~~
two hundred to four hundred and ninety-nine (200–499) in worship, ~~no less than~~ **at least** three
(3) from churches with ~~less~~ **fewer** than ~~200~~ **two hundred** (200) in worship, and ~~no less than~~ **three**
~~(3)~~ **at least one (1)** from churches that are new works (church plants) which have been in
existence **between** one (1) ~~to~~ **and** 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 **and regional representation** of the South Carolina
Baptist Convention.

B. The duty of the Committee on Committees shall be to nominate at the next ~~Convention~~
annual meeting the Standing Committees and, unless otherwise provided for, any special
committees authorized by the Convention. At least thirty (30) days prior to the annual **meeting**
~~session of the Convention~~, the names of those nominated shall be released 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. The Committee shall meet at least twice a year, with the first
meeting for orientation purposes. The Committee, **in consultation with the Executive Director-**
Treasurer, shall organize its work and seek suggestions from Baptist individuals and churches

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123 in such ways, including the use of the **South Carolina Baptist Convention website and the**
124 *Baptist Courier*, as to provide the various committees with membership which is best suited to
125 represent the Convention in providing the type of leadership required and meeting the special
126 needs of each standing committee.

ARTICLE III

Standing Committees

132 Unless otherwise specified, all terms on Standing Committees shall be for one (1) year, and no
133 person shall serve two (2) consecutive terms on the same committee. However, for committees
134 with specified terms of more than one (1) year, a person first elected to fill less than one-half (1/2)
135 of an unexpired term may be re-elected to a full term without waiting a year. No person shall
136 serve on more than one (1) standing committee at the same time by election or appointment.
137 Terms commence January 1 following election by the Convention. If a member of a standing
138 committee has been absent for three (3) consecutive meetings of the committee, the member shall
139 be deemed to have resigned, and the position to be declared vacant. The chair of the standing
140 committee shall notify the committee member that the position is declared vacant, and notify the
141 **Executive Director-Treasurer's office and** the Committee on Committees for a new member
142 to be nominated to the Convention to serve on the standing committee.

144 A person must serve at least one (1) year on a standing committee before being elected as its
145 chairperson with the exception of one (1) year committees.

147 There shall be the following Standing Committees:

148 ~~A. Order of Business~~

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

152 ~~2. It shall be the responsibility of this committee to formulate the agenda for the annual~~
153 ~~Convention and submit it to the Convention for approval at the opening meeting. It shall~~

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154 ~~also schedule the time for consideration of all matters of business not scheduled on the~~
155 ~~agenda unless the Convention directs immediate consideration as outlined above in~~
156 ~~Article I.~~

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

160

161 ~~B.~~ **A.** Enrollment and Credentials

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

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

168

169 ~~C.~~ **B.** Nominations

170 1. This committee shall be composed of ~~one (1) member from the area of each association.~~
171 **twenty-four (24) members—two (2) members from each of twelve (12) geographic regions.**
172 **Each member shall be from churches in different associations.** The committee shall be divided
173 into two (2) groupings: one (1) group comprised of church employees, and one (1) group
174 comprised of others. No more than ~~sixty (60)~~ eighty (80) percent of the committee shall be drawn
175 from either grouping. A member shall serve a term of three (3) years. The terms of approximately
176 one-third (1/3) of the members shall expire annually. A member who moves church membership
177 from **one (1) geographic region** ~~the area of one association to the area of~~ **to** another ~~association~~
178 within the state shall remain on the committee until the next annual **meeting** ~~session of the~~
179 ~~Convention~~. A member who moves church membership from the state shall, thereby, terminate
180 membership on the committee. Vacancies occurring on this committee shall be filled by action of
181 the Convention at its next annual session. No member of this committee may serve or be nominated
182 as a member of the Executive Board or a board of trustees of any institution of the Convention
183 while serving on the Committee on Nominations.

184 2. It shall be the responsibility of this committee to nominate members of the Executive

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185 Board and boards of trustees of institutions of the Convention. The committee shall organize its
186 work and seek suggestions from Baptist individuals, churches, and chief executive officers, and
187 trustee chairpersons of institutions in such ways, including the use of the **South Carolina Baptist**
188 **Convention website and the *Baptist Courier***, as to provide the various boards with membership
189 which is best suited to represent the Convention in providing the type of leadership required and
190 meeting the special needs of institutions. The committee shall endeavor to provide that
191 representation from every segment of Baptist constituency is afforded participation in Convention
192 life. The committee should seek people who accurately reflect the ethnic diversity of the South
193 Carolina Baptist Convention.

194 3. Thirty (30) days prior to the annual session of the Convention the names of those
195 nominated and of those the Executive Board will recommend for removal shall be released to the
196 *Baptist Courier* for publication in one (1) of the following three (3) ways: (i) in a print edition;
197 (ii) in an electronic edition; or (iii) on its web site.

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

201 a. A member shall have served at least one (1) year in the current term to be eligible to
202 serve as chair of the committee.

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

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

212 ~~c-d. Expectations of Prospective Trustees and Executive Board Members.~~ Written
213 expectations for the respective positions of service shall be submitted to prospective candidates
214 considered by the Nominations Committee. All prospective candidates must commit in writing to
215 these expectations before they are approved by the Nominations Committee for presentation to the

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216 Convention for election. These expectations are that the nominee and the nominee's Southern
217 Baptist Convention Church of membership must: 1.) affirm and reflect in practice the vision and
218 mission of the South Carolina Baptist Convention; 2.) affirm and reflect in practice the *Baptist*
219 *Faith & Message 2000*; and 3.) affirm and reflect in practice sacrificial support for Great
220 Commission giving, including the Cooperative Program.

221 ~~D e. Special Procedures for Institutional Trustee Nominations.~~ The following procedures
222 shall be followed in electing institutional trustees.

223 The Nominations Committee shall be subdivided into seven (7) subcommittees—one (1)
224 for each institution. A committee member may serve on no more than two (2)
225 subcommittees.

226 Each subcommittee, together with the ~~CEO~~ **President** of its designated institution, shall
227 select the nominees for the offices of trustee of the designated institution, which
228 nominees shall have affirmed the *Baptist Faith and Message 2000*. The agreement of
229 both the subcommittee and the ~~CEO~~ **President** of the designated institution shall be
230 required to advance a nomination to the full Nominations Committee no less than two
231 (2) weeks prior to the full Nominations Committee meeting. Only one (1) nomination
232 shall be advanced for each trusteeship.

233 The full Nominations Committee shall separately consider each nomination advanced by
234 the subcommittees. The committee shall vote whether to advance each nomination to
235 the Convention, which shall require a majority vote. If a nomination does not receive
236 the required votes for advancement to the Convention, such nominee shall not be
237 eligible for renomination to the trusteeship then under consideration, and the process
238 described in Subpart (ii) above shall be repeated until the Nominations Committee has
239 voted to advance a nominee to the Convention for each trusteeship to be filled.

240 The full Convention in session shall separately consider each nomination advanced by the
241 Nominations Committee. The Convention shall vote whether to confirm each
242 nomination, which shall require a majority vote. If a nomination does not receive the
243 required votes for confirmation, the process shall proceed in accordance with Subpart
244 (vi) below.

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245 No person shall be eligible for nomination or appointment to an institutional trusteeship
246 whose previous nomination to any institutional trusteeship failed to receive the votes
247 necessary for confirmation by the Convention in session during its current or most
248 recent annual meeting.

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

255

256 **C. Resolutions**

257 1. This committee shall be composed of ~~seven (7) members~~ **six (6) members**. **Two (2)**
258 **members will rotate off each year and serve a three-year (3) term.**

259 2. It shall be the responsibility of this committee to receive written resolutions and review,
260 comment on, draft, and recommend to the Convention any memorials or resolutions it may deem
261 wise. The procedure for receiving and reporting resolutions is given in Bylaws Part II, Article I,
262 Section G. Resolutions.

263

264 **D. Christian Life and Public Affairs**

265 1. This committee shall be composed of ~~ten (10) members, two (2) to be elected each year~~
266 ~~to serve for 5 years.~~ **nine (9) members, three (3) to be elected each year to serve for three (3)**
267 **years.**

268 2. It shall be the responsibility of this committee to study moral, social, and cultural
269 conditions of society and bring reports and recommendations to the Convention as it may deem
270 advisable. It shall report actions of the Convention in the realm of Christian life and public affairs
271 to the public and seek to assist churches and associations in educational programs to inform
272 Baptists on moral issues and Christian citizenship responsibilities.

273

274

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275 **E. Bylaws**

276 1. This committee shall be composed of nine (9) members, three (3) to be elected each year
277 to serve for three (3) years.

278 2. It shall be the responsibility of this committee to review periodically the Convention's
279 procedures, to study matters concerning the corporation's Articles of Incorporation (charter) and
280 these Bylaws (Part I and Part II), to **review the geographic boundaries that determine the**
281 **membership of the Executive Board**, and to report its findings and/or recommendations to the
282 **Convention.**

284 **F. History**

285 1. This committee shall be composed of six (6) members, two (2) to be elected each year to
286 serve for three (3) years.

287 2. It shall be the responsibility of this committee to:

288 a. provide general oversight for the South Carolina Baptist Convention Historical Room
289 and archives room located in the South Carolina Baptist Convention Building;

290 b. maintain contact with the curator of the South Carolina Baptist Historical Collection
291 housed at Furman University;

292 c. inform South Carolina Baptists of their Southern Baptist heritage in various ways
293 including an annual report to the Convention;

294 d. encourage churches to maintain their church histories;

295 e. develop appropriate recognition of the Convention's anniversaries in **twenty-five-year**
296 **(25)** increments, and;

297 f. relate to the South Carolina Baptist Historical Society on behalf of the South Carolina
298 Baptist Convention as needed.

300 **ARTICLE IV**

301 **Amendments**

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

304 *(Format change from A, B, C, D to 1, 2, 3, 4 to be consistent)*

305 1. an amendment shall have been submitted in writing during the first session, and

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- 306 2. no amendment may be considered after the second session of the ~~Convention~~ **annual**
307 **meeting**, and
- 308 3. an amendment shall have been printed in the Convention bulletin or made available to the
309 messengers in print prior to voting, and
- 310 4. an amendment shall have been submitted to the *Baptist Courier* for publication in one (1)
311 of the following three (3) ways: (i) in a print edition; (ii) in an electronic edition; or (iii)
312 on its web site and to the Bylaws Committee and to the Executive Board not less than
313 thirty (30) days prior to the first day of the session.

314

315

(Bylaws Part II last amended November 2015)