2021

South Carolina Baptist Convention

Bylaws, Standing Rules of the Executive Board, & Business and Financial Plan

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 the corporation's Bylaws.

ARTICLE V

A. The Convention reserves the right to determine the identity of those persons 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 South Carolina Baptist Convention and evidence their concern by financial support

through the Cooperative Program. Only members of the electing church may be seated as messengers from that church.

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

ARTICLE VI

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

ARTICLE VII

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

ARTICLE VIII

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

ARTICLE IX

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

ARTICLE X

The corporation shall be governed by a board of directors which shall be the Executive Board as elected by the messengers. All corporate powers and affairs of the corporation shall be exercised by, under the authority of, and under the direction of the Executive Board except to the extent that the Articles of Incorporation or Bylaws give the messengers the authority to declare the annual meeting in session.

ARTICLE XI

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

ARTICLE XII

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

ARTICLE XIII

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

B. Amendments may be made in these Articles by a vote of two-thirds (2/3) of the messengers present and voting at any meeting of the Convention, and provided that:
    1. All amendments must be presented before the final session, and
    2. The amendment shall have been presented at a previous meeting of the Convention before action is taken on it.
C. The requirements of Sections A and B above may be waived if the messengers evidence their belief that an emergency exists by a vote of three-fourths (3/4) of the messengers present and voting and if the substance of the amendment has been presented at least thirty (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 website.
D. Upon approval by the messengers, the amendment to the Articles of Incorporation shall be filed according to state law.

SOUTH CAROLINA BAPTIST CONVENTION

BYLAWS

PART I

ARTICLE I

NAME

The name of this corporation is South Carolina Baptist Convention. The Bylaws, as that term is understood by the law, of the 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).

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

ARTICLE III

CHURCH MEMBERSHIP OF OFFICERS, BOARDS, APPOINTEES, COMMITTEES

Except as provided in Bylaws Part I, Section D, Article VII, Item 3, for out-of-state trustees of institutions, all officers of the Convention, all appointees, and all persons elected to membership of the Executive Board, boards of trustees of the institutions, and Convention committees shall be members of Baptist churches in friendly cooperation with the South Carolina Baptist 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 officers of the Convention shall be President, President-Elect, Vice President, Registration Secretary, and Treasurer (non-voting). The Executive Director-Treasurer of the Convention shall serve as Treasurer of the Convention.

B. In case of the President's death, resignation, move from the state, or removal from office pursuant to Bylaws Part I, Article VI, Section B, Item 7, the Vice President shall automatically succeed to the office of President, and the President-Elect shall automatically succeed to the office of Vice President while continuing to serve as the President-Elect. Should the President-Elect no longer be able to fulfill the duties of the office, 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 Bylaws Part II, Article I, Section E. Except as specified above, the Executive

Board may fill any vacancies which may occur between annual meetings. 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 (1) year or until their successors are elected and shall not be eligible to succeed themselves until one (1) year has elapsed. Any officer filling an unexpired term shall be eligible for election for one (1) full term. The President shall hold office for one (1) year and shall be succeeded by the President-Elect as provided in Bylaws Part II, 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.

F. Except as provided in these Bylaws, 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 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 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 the 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 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 vested in the Convention in session and in the Executive Board, the 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. 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.

a. If the Executive Board finds that a member or trustee has been absent for three (3) consecutive meetings of the board, the member or trustee shall be deemed to have resigned, and the position shall be declared vacant.
b. 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 (1) or more of the cited causes for removal of a member of the Executive Board or a trustee of an institution exists (see Bylaws Part I, Article VI, Section B, Item 7), the member's or trustee's position shall be declared vacant.
c. Upon the occurrence of either of the two above events, the Executive Board shall advise the member or trustee. The Executive Board shall advise 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 meeting. 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.
d. 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.

e. 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 the unexpired term to which the member or trustee had been elected.

f. Notice under this section may be oral unless specifically required to be in writing. Notice may be communicated in person, by telephone, fax, email, or by certified mail.

B. Membership

1. The membership of the Executive Board shall include two (2) members from each of twelve (12) geographic regions as determined by the Bylaws Committee (Bylaws Part II, Article III, Section F, Item 2) with at least one (1) of the two (2) members in each region coming from a church with fewer than 200 in worship attendance and four (4) at-large members selected by the Nominations Committee. Only one (1) person from a church affiliated with the Convention may serve as an elected member of the Board at a given time. No region shall have more than three (3) members. Members may come from unassigned churches within a given region and not participating in an association, but affiliated with the South Carolina Baptist Convention within that region. At the time of the member's election, the member shall have been a member for at least one (1) year of a church in the area of the region from which the person is elected. The Convention President is a voting member of the Executive Board completing a twenty-nine (29) member Board. Membership of the Executive Board shall also include the following non-voting ex officio members: Convention officers, the state president of the Woman's Missionary Union, and the state president of the Baptist Collegiate Ministries. No member of the Executive Board, except ex officio members, shall serve simultaneously on a board of trustees of a South Carolina Baptist Convention-sponsored 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 material, and needed guidance for the work of the Executive Board.

3. The elected members of the Executive Board shall be divided into two (2) groupings: one (1) group comprised of ordained church employees, and one (1) group comprised of others. No more than eighty (80) percent of the members of the Board shall be drawn from either grouping. The Board will include, within the two (2) groupings, persons with business expertise, women, and ethnically diverse people to provide a capable and inclusive membership. Only one (1) 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 a least one (1) year of a church in the region from which the person is elected.
4. The term of office of elected members of the Executive Board shall be four (4) years. Terms commence January 1 following election by the messengers. Members of the Board shall not succeed themselves, except in the case of the Convention President serving one (1) year or a member who has first been elected to fill less than one-half (1/2) of an unexpired term. The terms of approximately one-fourth (1/4) of the membership of the Board shall expire annually. One (1) 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 Executive 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 Executive Board who moves church membership to another region 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 a 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 (1) 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; or 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 the Executive Board Standing Rules and such other rules, and the procedures of 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 messengers 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 executive 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 Ministries, North Greenville University, and 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 the institution request, along with the Board recommendation, and call for a vote by the

messengers at the annual meeting.

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 (1) 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 (1) 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 II, Article III, Section C, Item 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 II, Article III, Section C, Item 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.
4. The elected membership of the Board of Trustees shall be divided into two (2)

groupings: one (1) group comprised of ordained church employees, and one (1) group comprised of others. No more than eighty (80) percent of the members of the Board shall be drawn from either grouping. The Board will include, within the two (2) groupings, persons with business expertise, women, and ethnically diverse people for the purpose of providing a capable and inclusive membership. Only one (1) 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 (1) year of a church in the area of the association from which the person is elected.

E. Trustee Attendance

The Secretary of each institution shall report to the Executive Director-Treasurer those trustees who are absent for three (3) 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 a subsidiary corporation created by a sponsored institution, shall be submitted by the institution to the Convention or the Executive Board, according to the criteria set forth below in Section G, Item 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 (*a specific number of*) persons, a number sanctioned by the South Carolina Baptist Convention, shall be elected by the South Carolina Baptist Convention in session.
2. Trustees shall be elected 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 a 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 (1) 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 Executive Board pending the filling of the vacancy for the unexpired term by the South Carolina Baptist Convention.
5. The trustees may adopt Bylaws consistent 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 the South Carolina Baptist Convention must be approved by messengers at the annual meeting.
7. Any merger shall require the consent of the 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 the South Carolina Baptist Convention must be secured.
9. Dissolution of the corporation may occur only with the permission of the 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 nonprofit 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 nonprofit corporation, then the assets of the corporation shall be distributed to one (1) or more nonprofit organizations selected by the Convention.

10. The corporation is a religious 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. 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.
2. The requirements of Section B, Item 1 (a and b) above may be waived if the messengers evidence their belief that an emergency exists by a vote of three-fourths (3/4) of the messengers present and voting, and if the substance of the amendment has been presented at least thirty (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 website.

Bylaws Part I last amended November 9, 2021

SOUTH CAROLINA BAPTIST CONVENTION

BYLAWS

PART II

ARTICLE I

CONVENTION PROCEDURE

A. Order of Business

1. Time shall be provided throughout the annual meeting for devotional exercises.
2. As the first order of business, the 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 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 Convention staff in conjunction with the Elected Convention Officers and the Executive Director-Treasurer. The time set for consideration shall be announced by the Convention President or his designee and action taken thereon at a subsequent meeting during that session of the 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 the annual meeting proceedings shall be kept by the office

of the Executive Director-Treasurer.

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

C. Convention Bulletin

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

D. Parliamentarian

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

E. Elections

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

officers.

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

F. Voting Procedures

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

G. Resolutions

1. The parliamentary authority adopted by this Convention shall be used to differentiate between a motion and a resolution.
2. All resolutions to be offered to the Convention shall be submitted to the Committee on Resolutions in writing at least thirty (30) days prior to the annual meeting. Individuals desiring to speak to a resolution shall have the right to appear before the Committee.
3. Exceptions may be made in the case of emergency resolutions dealing with developments such as national disasters or public tragedies. The rules may be suspended, and a resolution considered if the Convention directs by a two-thirds (2/3) vote of the messengers present and voting. Exceptions must be introduced during the first session of the annual meeting and made available to messengers in print prior to voting on the resolution.
4. The Committee on Resolutions shall report the title, name of presenter, and disposition of every resolution received. The report of

the Committee on Resolutions shall be printed in the Convention bulletin prior to the time of its first report.

H. Nominations

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

I. Quorum

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

J. Annual Meeting Cancellation

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

ARTICLE II

Committee on Committees

A. The President, in consultation with the Executive Director-Treasurer, shall appoint at each annual meeting fifteen (15) persons 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 at least one (1) from churches with five hundred (500) in worship or more, at least three (3) persons from churches with two hundred to four hundred and ninety-

nine (200–499) in worship; at least three (3) from churches with fewer than two hundred (200) in worship, and at least one (1) from churches that are new works (church plants) which have been in existence between one (1) 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 annual meeting the Standing Committees and, unless otherwise provided for, any special committees authorized by the Convention. At least thirty (30) days before the annual meeting, 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 website. 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 in such ways, including the use of the South Carolina Baptist Convention website and the *Baptist Courier*, as to provide the various committees with membership which is best suited to represent the Convention in providing the type of leadership required and meeting the special needs of each standing committee.

ARTICLE III

STANDING COMMITTEES

Unless otherwise specified, all terms on Standing Committees shall be for one (1) year, and no person shall serve two (2) consecutive terms on the same committee. However, for committees with specified terms of more than one (1)

year, a person first elected to fill less than one-half (1/2) of an unexpired term may be re-elected to a full term without waiting a year. No person shall serve on more than one (1) standing committee at the same time by election or appointment. Terms commence January 1 following election by the Convention. If a member of a standing committee has been absent for three (3) consecutive meetings of the committee, the member shall be deemed to have resigned, and the position to be declared vacant. The chair of the standing committee shall notify the committee member that the position is declared vacant, and notify the Executive Director-Treasurer's office and the Committee on Committees for a new member to be nominated to the Convention to serve on the standing committee.

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

There shall be the following Standing Committees:

A. Enrollment and Credentials
    1. This committee shall be composed of seven (7) members, one (1) of whom shall be the Registration Secretary of the Convention.
    2. This committee shall be available at all times at the annual meeting to address any problems that arise concerning the seating of messengers. The decision of this committee may be appealed to the Convention by any person whose eligibility to be seated as a messenger is questioned.

B. Nominations
    1. This committee shall be composed of twenty-four (24) members—two (2) members from each of twelve (12) geographic regions. Each

member shall be from churches in different associations. The committee shall be divided into two (2) groupings: one (1) group comprised of ordained church employees, and one (1) group comprised of others. No more than eighty (80) percent of the committee shall be drawn from either grouping. A member shall serve a term of three (3) years. The terms of approximately one-third (1/3) of the members shall expire annually. A member who moves church membership from one (1) geographic region to another within the state shall remain on the committee until the next annual meeting. A member who moves church membership from the state shall, thereby, terminate membership on the committee. Vacancies occurring on his committee shall be filled by action of the Convention at its next annual session. No member of this committee may serve or be nominated as a member of the Executive Board or a board of trustees of any institution of the Convention while serving on the Committee on Nominations.

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

people who accurately reflect the ethnic diversity of the South Carolina Baptist Convention.

3. Thirty (30) days prior to the annual session of the Convention the names of those nominated and of those the Executive Board will recommend for removal shall be released to the *Baptist Courier* for publication in one (1) of the following three (3) ways: (i) in a print edition; (ii) in an electronic edition; or (iii) on its website.
4. The first annual meeting of the Nominations Committee shall be given to a thorough orientation process. The Executive Director-Treasurer shall be responsible for developing, implementing, and monitoring the orientation efforts.
    a. A member shall have served at least one (1) year in the current term to be eligible to serve as chair of the committee.
    b. The Nominations Committee shall strive to consider nominees from as many different churches in various parts of the state as possible. Deliberations by the committee on prospective nominees to serve on boards shall be substantive. Records of the Nominations Committee meetings shall be kept in the office of the Executive Director-Treasurer.
    c. The Nominations Committee shall consider the criteria developed by the respective institutions of the Convention in making nominations for trustees to serve those institutions. The criteria shall not be inconsistent with existing requirements in the Convention Bylaws and the Expectations of Prospective Trustees and Executive Board Members.
    d. Written expectations for the respective positions of service shall be submitted to prospective candidates considered by the Nominations Committee. All prospective candidates must

commit in writing to these expectations before they are approved by the Nominations Committee for presentation to the Convention for election. These expectations are that the nominee and the nominee's Southern Baptist Convention Church of membership must: 1) affirm and reflect in practice the vision and mission of the South Carolina Baptist Convention; 2) affirm and reflect in practice the *Baptist Faith and Message 2000*; and 3) affirm and reflect in practice sacrificial support for Great Commission giving, including the Cooperative Program.

e. The following procedures shall be followed in electing institutional trustees.
    i. The Nominations Committee shall be subdivided into seven (7) subcommittees—one (1) for each institution. A committee member may serve on no more than two (2) subcommittees.
    ii. Each subcommittee, together with the President of its designated institution, shall select the nominees for the offices of trustee of the designated institution, which nominees shall have affirmed the *Baptist Faith and Message 2000*. The agreement of both the subcommittee and the President of the designated institution shall be required to advance a nomination to the full Nominations Committee no less than two (2) weeks prior to the full Nominations Committee meeting. Only one (1) nomination shall be advanced for each trusteeship.
    iii. The full Nominations Committee shall separately consider each nomination advanced by the subcommittees. The committee shall vote whether to advance each nomination to the Convention, which shall require a majority vote. If a nomination does not receive the

required votes for advancement to the Convention, such nominee shall not be eligible for renomination to the trusteeship then under consideration, and the process described in Subpart (ii) above shall be repeated until the Nominations Committee has voted to advance a nominee to the Convention for each trusteeship to be filled.

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

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

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

C. Resolutions

1. This committee shall be composed of six (6) members. Two (2) members will rotate off each year and serve a three-year (3) term.
2. It shall be the responsibility of this committee to receive written resolutions and

review, comment on, draft, and recommend to the Convention any memorials or resolutions it may deem wise. The procedure for receiving and reporting resolutions are given in Bylaws, Part II, Article I, Section G, Resolutions.

D. Christian Life and Public Affairs
    1. This committee shall be composed of nine (9) members, three (3) to be elected each year to serve for three (3) years.
    2. It shall be the responsibility of this committee to study moral, social, and cultural conditions of society and bring reports and recommendations to the Convention as it may deem advisable. It shall report actions of the Convention in the realm of Christian life and public affairs to the public and seek to assist churches and associations in educational programs to inform Baptists on moral issues and Christian citizenship responsibilities.

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

F. History
    1. This committee shall be composed of six (6) members, two (2) to be elected each year to serve for three (3) years.
    2. It shall be the responsibility of this committee to:
        a. Provide general oversight for the South Carolina Baptist Convention Historical Room and archives room located in the South Carolina Baptist Convention Building;
        b. Maintain contact with the curator of the South Carolina Baptist Historical

Collection housed at Furman University;

c. Inform South Carolina Baptists of their Southern Baptist heritage in various ways including an annual report to the Convention;
d. Encourage churches to maintain their church histories;
e. Develop appropriate recognition of the Convention's anniversaries in twenty-five (25) year increments, and;
f. Relate to the South Carolina Baptist Historical Society on behalf of the South Carolina Baptist Convention as needed.

ARTICLE IV

AMENDMENTS

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

1. An amendment shall have been submitted in writing during the first session, and
2. No amendment may be considered after the second session of the annual meeting, and
3. An amendment shall have been printed in the Convention bulletin or made available to the messengers in print prior to voting, and
4. An amendment shall have been submitted 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 website and to the Bylaws Committee and to the Executive Board not less than thirty (30) days prior to the first day of the session.

Bylaws Part II last amended November 9, 2021

SOUTH CAROLINA BAPTIST CONVENTION

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 of 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 (5) 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 Chairperson, 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, and; 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 the Executive Board Chairman and Vice-Chairman

The President of the Convention will serve as a non-voting ex officio non-voting 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 a 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 the 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 (5) 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 Boards of Trustees, and its chief executive officer.
3. Shall employ 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 mission 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 an ex officio, non-voting member of this committee. The Executive Director-Treasurer or his designee will provide staff assistance. Duties of this committee:

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 the 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.

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

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 an ex officio, non-voting member of the Executive Board and assist by furnishing information, materials, and needed guidance for the work of the Executive Board.
2. The Executive Director-Treasurer shall be nominated to the Executive Board by a search committee of the Board appointed by the Board Chairman, and the Board's choice shall then be nominated to the Convention.
3. The Executive Director-Treasurer shall be the chief 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 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.

Standing Rules last amended April 2017

SOUTH CAROLINA BAPTIST CONVENTION

BUSINESS AND FINANCIAL PLAN OF THE EXECUTIVE BOARD

I. THE CONVENTION

A. General

1. The purpose of this Business and Financial Plan is to provide policies and procedures for the financial operations of the South Carolina Baptist Convention (SCBC), Institutions and Entities of the SCBC, and the Executive Board of the SCBC.
2. The plan is to be administered by the Executive Board of the South Carolina Baptist Convention.
3. The Budget, Finance, and Audit Committee shall monitor compliance with the plan and will review the plan at least every three years or more often as necessary and recommend changes to the Executive Board.

B. Cooperative Program

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

C. Budgeting

1. The Budget, Finance, and Audit Committee of the Executive Board shall serve as the Budget Committee.
2. Each Institution/Entity will receive a portion of Cooperative Program monthly receipts. The portion and any restrictions will be decided by the Budget, Finance, and Audit Committee.

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

D. Fiscal Year

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

E. The Receiving and Disbursing Agency

1. The Executive Director-Treasurer shall be authorized to receive and disburse gifts for all causes supported in the South Carolina Baptist Convention budget. All gifts shall be deposited into the Convention Trust Account.
2. The Executive Director-Treasurer will act as the disbursing officer for all funds of the Convention.
3. The Executive Director-Treasurer shall invest available funds pending distribution. Such investments will seek a reasonable rate of return with minimum investment risk. Interest earnings on the Convention Trust account shall be transferred to the Executive Board Operations Account and allocated to the budget adopted by the Executive Board and the Convention.

F. Distribution of Mission Gifts

1. Cooperative Program gifts shall be divided between Southern Baptist Convention and South Carolina Baptist Convention causes by the percentage in the South Carolina Baptist Convention budget approved annually by the Convention. Funds

for all causes will be distributed on a monthly basis or more often as necessary as directed by the Budget, Finance, and Audit Committee.

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

G. Reporting

1. In keeping with good accounting principles of internal control, quarterly reports of church gifts shall be mailed to each treasurer, and cumulative quarterly reports of church receipts shall be mailed annually to the pastor.
2. A record of each church's giving to the South Carolina Baptist Convention budget shall be published quarterly on the Convention's website, and a news release will be submitted in January of each year to the *Baptist Courier* announcing the yearend reports are on the Convention's website and providing the URL.
3. A record of gifts for designated causes and the Weeks of Prayer Offerings shall be published annually on the Convention's website. The Baptist Courier will be sent a news release at the beginning of the year announcing the yearend reports for designated causes and the Weeks of Prayer Offerings are on the Convention's website. The URL will be provided in the news release.
4. Annual condensed audit reports of the Executive Board and the institutions of the Convention shall be published in the Convention Annual.

H. Loan Guarantees

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

I. New Enterprises

No new enterprise involving the expenditure of funds shall be authorized by the Convention except upon favorable action by the Convention in two successive annual sessions, provided that this restriction shall not apply to a recommendation of an Institution of the Convention concerning the expansion of its own work as defined by its charter or the Bylaws of the Convention.

J. Publication

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

II. Institutions and Entities

A. Audit

1. The Budget, Finance, and Audit Committee of the Executive Board of the South Carolina Baptist Convention in cooperation with a representative of each Institution and Entity shall elect annually a responsible firm of certified public accountants to examine the books and records of each Institution and Entity of the Convention.
2. Upon completion of the audit, a copy of the audit and management letter will be provided to the appropriate committee(s) of the Institution's Board of Trustees. A representative of the auditing firm shall personally appear before the appropriate committee of the Board of Trustees to make a summary presentation of the audit report and answer any questions of Trustees.
3. A copy of the audit report and management letter of each Institution and Entity shall be filed in a timely manner with the Executive Director-Treasurer. A subcommittee of the Budget, Finance, and Audit Committee of the Executive Board will review the audit and management letter of each Institution and Entity

of the Convention and make a report to the full committee and Executive Board as needed.

4. Summary audit information for each Institution and Entity shall be published in the Convention Annual.

B. Trust Funds

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

C. Reserves

Institution and Entity of the Convention shall provide their own contingent reserve to be utilized for any crisis that may occur in their operation.

D. Indebtedness

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

E. Conflict of Interest

All Institutions and any other Entities of the Convention shall comply with the South Carolina Nonprofit Corporation Act, regarding conflict of interest.

F. Expansion

Any Institution and Entity of the Convention anticipating expansion shall submit its plan of projected expansion through the Executive Director-Treasurer, the Executive Advisory Team, and the Executive Board.

G. Special Solicitations

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

III. Executive Board

A. Audit

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

B. Reserves

1. The Executive Board shall maintain the Executive Board Ministries Contingent Reserve. The reserve is limited to one-half (1/2) of the Executive Board Ministries portion of the annual South Carolina Baptist Convention budget.
2. The Executive Board Contingent Reserve is to be utilized only to provide emergency funds for operations of the Executive Board Ministries overall program during a period of drastically decreased receipts which may occur during a general economic recession or depression or through other unusual emergencies.
3. The Executive Board must approve the utilization of the Executive Board Contingent Reserve based on a recommendation from the Budget, Finance, and Audit Committee.

4. The Executive Board Contingent Reserve will be invested to provide a reasonable rate of return in accordance with the Convention's Investment Policy Statement. Earnings on this account will be transferred to the Executive Board Strategic Priorities Fund.
5. At the close of the year, the Executive Board Contingent Reserve Fund will be adjusted to one-half (1/2) of the Executive Board Ministries portion of the next year's budget. The adjustment will be from/to the Strategic Priorities Fund.
6. The Budget, Finance, and Audit Committee may authorize temporary reserves as needed for specific needs or future projected needs.

C. Expense Reimbursement

1. Officers of the Convention, members of official Convention committees, and the members of the Executive Board shall be reimbursed for their official travel on a basis established by the Budget, Finance, and Audit Committee of the Executive Board.
2. If the President of the Convention elects to attend the annual session of the Southern Baptist Convention and the expenses are not otherwise provided, reimbursement may be made from the appropriate area of the Executive Board budget.

D. Conflicts of Interest

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

1. A conflict of interest transaction is a transaction with the Convention in which a representative has a direct or indirect interest.
2. A transaction in which a representative has a conflict of interest may be authorized, approved, or ratified by the vote of the Executive Board or the Budget, Finance, and Audit Committee of the Board if:

a. The material facts of the transaction and the representative's interest are disclosed or known to the Board or Budget, Finance, and Audit Committee of the Board, and;

b. The board members approving the transaction in good faith reasonably believe that the transaction is fair to the corporation.

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

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

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

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

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

E. Fiscal Year

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

F. Authorized Agent

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

G. Financial Policies and Operational Procedures

1. The Executive Board shall maintain an Executive Board Operations Account for the business of the Executive Board. This account will always be separate and

apart from the Convention Trust account. All Executive Board transactions will be processed through the Executive Board Operations account.

2. The Executive Director-Treasurer shall invest available funds pending distribution. Such investments will seek a reasonable rate of return with a minimum of investment risk. Interest earnings on the Executive Board Operations account shall be used by the Executive Board Ministries.
3. All disbursements from the Executive Board Operations account shall be supported by proper documentation and adhere to the Financial Policies and Procedures manual approved by the Budget, Finance, and Audit Committee. The Executive Director-Treasurer and the Chief Financial Officer shall implement internal controls to safeguard assets according to generally accepted accounting principles.
4. The Executive Director-Treasurer shall secure fidelity bond coverage for all Convention employees.
5. At the close of each fiscal year, any undesignated, unexpended funds in the Executive Board budget shall be transferred to the Executive Board's Fund Balance. Expenditure of the Executive Board's Fund Balance in excess of $50,000 must be approved by the Budget, Finance, and Audit Committee upon recommendation of the Executive Director-Treasurer. Expenditure of the Executive Board's Fund Balance less than $50,000 must be approved by the Executive Director-Treasurer and the Chief Financial Officer.

H. Investments

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

I. Indebtedness

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

J. Real Property Transactions

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

IV. Amendments

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

A. The change has been recommended by the Budget, Finance, and Audit Committee, and written notice, including a draft of changes, has been sent to the Executive Board members two (2) weeks prior to the meeting, or
B. A member of the Executive Board has sent written notice of a proposed change, including a draft of changes, to all Executive Board members at least thirty (30) days prior to the meeting of the Executive Board.

Business and Financial Plan last amended December 13, 2018