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## **South Carolina Baptist Convention Bylaws Committee Recommendations**

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The Bylaws Committee of the South Carolina Baptist Convention presented at the 2014 Annual Meeting recommendations that will be considered at this year's meeting, November 10-11, 2015. These recommendations may be found below printed in [BLUE](#).

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### **SOUTH CAROLINA BAPTIST CONVENTION**

### **ARTICLES OF INCORPORATION**

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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.

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#### **ARTICLE I**

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The name of the corporation is South Carolina Baptist Convention.

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#### **ARTICLE II**

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The corporation is a religious corporation.

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#### **ARTICLE III**

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The corporation has no members.

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#### **ARTICLE IV**

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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.

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#### **ARTICLE V**

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

42

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

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#### **ARTICLE VI**

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

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#### **ARTICLE VII**

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South Carolina Baptist Convention has the sole right to govern itself under the Lordship of

1 Christ and recognizes the autonomy of churches and other Baptist bodies.  
2

3 **ARTICLE VIII**

4 The comprehensive purpose of South Carolina Baptist Convention shall be to serve churches  
5 throughout the state in efforts to advance the Kingdom of Christ in the world through  
6 evangelism, missions, education, benevolence, social ministries, public morals, and any other  
7 interests in the Kingdom of our Lord which the Convention shall undertake.  
8

9 **ARTICLE IX**

10 South Carolina Baptist Convention approves the Cooperative Program as the basic channel of  
11 support for our total world mission outreach. The Convention appeals to the churches to  
12 contribute through the Cooperative Program and to recognize the right and responsibility of the  
13 Convention to divide equitably Cooperative Program Receipts.  
14

15 **ARTICLE X**

16 The corporation shall be governed by a board of directors which shall be the Executive Board  
17 as elected by the Convention. All corporate powers shall be exercised by or under the authority  
18 of, and the affairs of the corporation managed under the direction of, the Executive Board,  
19 except to the extent the Articles of Incorporation or bylaws vest in the messengers, constituting  
20 the Convention in session, powers which would otherwise be exercised by a board.  
21

22 **ARTICLE XI**

23 The corporation is not for profit. The purposes for which the corporation is organized are to  
24 operate exclusively for religious purposes within the meaning of Section 501(c)(3) of the  
25 Internal Revenue Code of 1986, or corresponding section of any future federal tax code. No part  
26 of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its  
27 directors, officers, or other private individuals or persons, except that the corporation shall be  
28 authorized and empowered to pay reasonable compensation for goods and services rendered and  
29 to make payments in furtherance of the purposes set forth above. No substantial part of the  
30 activities of the corporation shall be the carrying on of propaganda or otherwise attempting to  
31 influence legislation and the corporation shall not participate in, or intervene in (including the  
32 publishing or distribution of statements) any political campaign on behalf of or in opposition to  
33 any candidate for public office. Notwithstanding any other provision of these Articles, the  
34 corporation shall not carry on any activities not permitted to be carried on by a corporation  
35 exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986,  
36 or corresponding section of any future federal tax code, or by a corporation, contributions to  
37 which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or  
38 corresponding section of any future federal tax code.  
39

1 **ARTICLE XII**

2 Upon dissolution, after all creditors of the corporation have been paid, the assets of the  
3 corporation shall be distributed to one or more organizations which qualify as exempt  
4 organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding  
5 section of any future federal tax code.  
6

7 **ARTICLE XIII**

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

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

14 1. ~~all amendments must be presented before the final session no amendment may be~~  
15 ~~considered after the morning meeting of the second day of the Convention,~~ and

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

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

24 D. Upon approval by the Convention, the amendment to the Articles of Incorporation shall be  
25 filed according to state law.  
26

1                                   **SOUTH CAROLINA BAPTIST CONVENTION**  
2                                   **BYLAWS**  
3                                   **PART 1**

4  
5                                   **ARTICLE I**  
6                                   **Name**

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

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14                                   **ARTICLE II**

15      Churches shall qualify for the seating of messengers as follows:

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

20  
21      B. One additional messenger for each one thousand dollars (\$1,000.00) contributed to the work  
22      of the Convention through the Cooperative Program, during the fiscal year preceding the annual  
23      meeting.

24  
25      C. Newly organized and constituted churches will be eligible for messengers to the state  
26      convention meeting in the first year the church becomes a bona fide contributor to the work of  
27      the state convention. Contributions to the state convention must be received by October 31 of  
28      the first year.

29  
30      D. The maximum number of messengers allowed to any church shall be twenty-five (25).

31  
32      E. Messengers to the Convention shall be registered upon presentation of proper credentials.  
33      Credentials shall be presented by each messenger, in person, at the Convention Registration  
34      Desk. Messengers registered in compliance with these provisions shall constitute the  
35      Convention.

36  
37                                   **ARTICLE III**  
38                                   **Church Membership of Officers, Boards, Appointees, Committees**

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

47                                   **ARTICLE IV**  
48                                   **Officers**

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

52  
53      B. In case of the President's death, incapacity, resignation, or move from the state, the First

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

11  
12 C. These officers shall perform the duties described by the Bylaws and by the parliamentary  
13 authority adopted by this Convention and as directed by the Convention.

14  
15 D. Officers, other than the President and the Treasurer, shall hold office for one year or until  
16 their successors are elected and shall not be eligible to succeed themselves until one year has  
17 elapsed. Any officer filling an unexpired term shall be eligible for election for one full term.  
18 The President shall hold office for one year and shall be succeeded by the President-Elect as  
19 provided in Part 2, Article I, Section E. The President may not serve as both President and  
20 President-Elect simultaneously.

21  
22 E. Officers shall begin their terms of service upon adjournment of the annual meeting at which  
23 they are elected, except the Recording Secretary whose term shall begin the first day of January  
24 following election.

25  
26 F. The Recording Secretary shall work with the office of the Executive Director-Treasurer in  
27 taking and preparing the minutes of the Convention proceedings.

28  
29 G. Except as provided in these By-laws, the President-Elect shall have no duties, powers, or  
30 responsibilities, but shall be included on all correspondence and notices provided to the officers  
31 of the Convention, and shall have the opportunity to attend and observe, without voting power  
32 or authority, all meetings that may be attended by the President, whether in person or through  
33 some other mode of communication.

34

1 **ARTICLE V**  
2 **Meetings**

3 A. Annual Meetings

4 The Convention shall hold its meetings annually at such time and place as it may choose.  
5

6 B. Special Meetings

7 In cases of important concern(s), the Executive Board shall instruct the Convention President to  
8 call a special meeting of the Convention provided two (2) weeks written notice is given through  
9 the religious and secular news media.  
10

11 **ARTICLE VI**  
12 **Executive Board**

13 A. Authority and Function

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

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

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

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

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

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

42 d. Upon the occurrence of either of the two above events, the Executive Board shall  
43 advise the member or trustee and, in the case of a trustee the secretary of the board on which the  
44 trustee serves, of the Executive Board's action. This notice shall occur not less than sixty (60)  
45 days prior to the annual session of the Convention. Unless a written appeal is filed in the office  
46 of the Executive Director-Treasurer within ten (10) days of the effective date of the notice, the  
47 position held by the member or trustee shall be deemed vacant and the Nominations Committee  
48 so advised. If a timely appeal occurs, the matter shall be reconsidered. The member or trustee  
49 shall be afforded a hearing before the Executive Board if such a request is contained in the  
50 appeal.

51 e. If the Executive Board determines by an affirmative vote of two-thirds (2/3) of the  
52 members of the Executive Board in office that the absences should not be excused or reaffirms  
53 its conclusion that the cause for removal does exist, the Executive Board shall recommend to  
54 the Convention removal of the member or trustee and shall so advise the Nominations

1 Committee. The Executive Board's decision on appeal shall be communicated to the member or  
2 trustee and the secretary of the affected board.

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

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

## 15 B. Membership

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

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

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

36 4. The term of office of elected members of the Executive Board shall be five (5) years.  
37 Terms commence January 1 following election by the Convention. Members of the Board shall  
38 not succeed themselves, except in the case of a member who has first been elected to fill less  
39 than one-half (1/2) of an unexpired term. The terms of approximately one-fifth (1/5) of the  
40 membership of the Board shall expire annually. One year shall elapse before a member may be  
41 returned to the Executive Board or be elected to any other board of the Convention.

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

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

52 7. The Convention may remove an elected member of the Executive Board prior to the  
53 expiration of the term for which the member has been elected, upon the recommendation of the  
54

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

7  
8 **C. Organization Documents, Officers, and Committees**

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

13  
14 **D. Convention Employees**

15 1. Executive Director-Treasurer

16 a. The Executive Director-Treasurer shall be nominated by the Board and elected by the  
17 Convention for an indefinite term. When a vacancy occurs, nominations from the floor shall be  
18 allowed.

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

23 2. Other Employees

24 The Executive Board shall employ, or authorize the Executive Director-Treasurer to  
25 employ, an administrative staff and other employees.

26  
27 **ARTICLE VII**  
28 **Institutions**

29 **A. Purposes**

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

33  
34 **B. Identification of Sponsored Institutions**

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

39  
40 **C. Changes Regarding Sponsored Institutions**

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

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

52  
53 **D. Terms of Trustees' Service**

54 1. Trustees shall be elected to a term of five (5) years, except trustees being elected to



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

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

10 3. At least four-fifths (4/5) of the trustees of each institution must be South Carolina  
11 residents who are members of a South Carolina church in friendly cooperation with the  
12 Convention and the trustee affirms the Baptist Faith and Message 2000 as provided in bylaws  
13 Part 2 Article III (C)(4)(D)(ii). Up to one-fifth (1/5) of the trustees of each institution may be  
14 nonresidents of South Carolina provided they are members of churches in friendly cooperation  
15 with the Southern Baptist Convention and the trustee affirms the Baptist Faith and Message  
16 2000 as provided in bylaws Part 2 Article III (C)(4)(D)(ii). The date for determining whether a  
17 trustee is an in-state or out-of- state trustee shall be the date of his or her election by the  
18 Convention. However, if an in-state trustee ceases to be a South Carolina resident during his or  
19 her term of office, and thereby causes more than one-fifth (1/5) of the trustees of the affected  
20 institution to be out-of-state trustees, then the Convention may, by a two-thirds (2/3) vote,  
21 terminate the trustee's membership on the institution's board.

#### 22 23 E. Trustee Attendance

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

#### 26 27 F. Articles of Incorporation

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

#### 33 34 G. Contents of Articles of Incorporation

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

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

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

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

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

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

53 6. Any proposed amendment to the Articles of Incorporation must be approved in  
54 writing by the Executive Board of South Carolina Baptist Convention or by South Carolina

1 Baptist Convention. Any amendment to the Articles of Incorporation that would change the  
2 relationship of the institution with South Carolina Baptist Convention must be approved by  
3 South Carolina Baptist Convention.

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

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

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

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

17 11. (The Articles shall contain language appropriate for a corporation exempt from  
18 federal taxation under 501(c)(3) or a successor section of the Internal Revenue Code.)  
19

## 20 **ARTICLE VIII**

### 21 **Gifts and Legacies**

22 The Convention shall receive contributions, legacies, and bequests for the several objects which  
23 it fosters. All designated gifts for South Carolina Baptist Convention and Southern Baptist  
24 Convention causes shall be applied to the objects specified by the donor. When any contribution  
25 or bequest is made without designation, the same shall be applied to the Cooperative Program.  
26 The Baptist Foundation of South Carolina is the institution designated for the management of  
27 trust funds.  
28

## 29 **ARTICLE IX**

### 30 **Supreme Authority**

31 The Holy Bible shall be the supreme and final authority for all of the activities of the  
32 Convention and for all decisions that are made by or on behalf of the Convention.  
33

## 34 **ARTICLE X**

### 35 **Statement of Faith**

36 While the Holy Bible shall be the supreme and final authority, the Baptist Faith and Message  
37 2000 shall be the convention's statement of faith.  
38

## 39 **ARTICLE XI**

### 40 **Parliamentary Authority**

41 The rules contained in the latest edition of *Robert's Rules of Order, Newly Revised* shall govern  
42 the Convention in all cases to which they are applicable and in which they are not inconsistent  
43 with the Articles of Incorporation or these Bylaws and/or any special rules of order the  
44 Convention may adopt.  
45

## 46 **ARTICLE XII**

### 47 **Amendments**

#### 48 **A. Referral**

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

#### 53 **B. Voting**

54 1. Amendments may be made to these Bylaws, Part 1, by a vote of two-thirds (2/3) of the

1 messengers present and voting at any meeting of the Convention, provided that:

2 a. ~~amendments must be presented before the final session no amendment may be~~  
3 ~~considered after the morning meeting of the second day of the Convention~~, and

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

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

12  
13 (Bylaws Part 1 last amended November 2014)  
14

1                                   **SOUTH CAROLINA BAPTIST CONVENTION**  
2                                   **BYLAWS**  
3                                   **PART 2**

4  
5  
6                                   **ARTICLE I**  
7                                   **Convention Procedure**

8   A. Order of Business

- 9       1. Time shall be provided throughout the Convention for devotional exercises.  
10      2. As the first order of business the Convention shall organize itself by enrolling messengers  
11      upon recommendation of the Enrollment and Credentials Committee.  
12      3. New associations shall be recognized upon recommendation of the Executive Board.  
13      4. Periods of time during ~~the first day of~~ the Convention shall be provided for the  
14      introduction of all matters requiring a vote not scheduled on the agenda. Such matters shall  
15      have time for consideration scheduled by the Order of Business Committee. The time set for  
16      consideration shall be announced from the floor of the Convention and action taken thereon  
17      at a subsequent meeting during that session of the Convention unless the Convention gives its  
18      consent by a vote of two-thirds (2/3) of the messengers present and voting for immediate  
19      consideration.  
20      5. ~~Adequate time for Reports from trustees of institutions of the South Carolina Baptist~~  
21      ~~Convention Ministry Partners (institutions) of the convention~~ shall be provided.

22  
23   B. Minutes

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

34  
35   C. Convention Bulletin

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

38  
39   D. Parliamentarian

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

42  
43   E. Elections

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

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

7  
8 **F. Voting Procedures**

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

11  
12 **G. Resolutions**

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

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

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

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

26  
27 **H. Nominations**

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

32  
33 **I. Quorum**

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

35  
36 **ARTICLE II**

37 **Committee on Committees**

38 A. The President, in consultation with the Vice Presidents and Secretaries, shall appoint at each  
39 Convention fifteen (15) persons, each from different associations, to act as a Committee on  
40 Committees to function from the close of the annual session in which they are appointed  
41 through the next annual session. The fifteen (15) persons shall be made up of no less than one  
42 (1) from churches with 500 in worship or more, no less than three (3) persons from churches  
43 with 200 – 499 in worship, no less than three (3) from churches with less than 200 in worship,  
44 and no less than three (3) from churches that are new works (church plants), which have been in  
45 existence one (1) to five (5) years. Worship attendance shall be based on the latest published  
46 Annual Church Profile Report. The President is strongly encouraged to seek people who  
47 accurately reflect the ethnic diversity of the South Carolina Baptist Convention.

48  
49 B. The duty of the Committee on Committees shall be to nominate at the next Convention the  
50 Standing Committees and, unless otherwise provided for, any special committees authorized by  
51 the Convention. At least ~~four (4) weeks~~ **thirty (30) days** prior to the annual session of the  
52 Convention, the names of those nominated shall be released to the *Baptist Courier* for  
53 publication **in one (1) of the following three (3) ways: (i) in a print edition; (ii) in an electronic**  
54 **edition; or (iii) on its web site.** The Committee shall meet at least twice a year, with the first

1 meeting for orientation purposes. The Committee shall organize its work and seek suggestions  
2 from Baptist individuals and churches in such ways, including the use of the *Baptist Courier*, as  
3 to provide the various committees with membership which is best suited to represent the  
4 Convention in providing the type of leadership required and meeting the special needs of each  
5 standing committee.  
6

7  
8 **ARTICLE III**  
**Standing Committees**

9 Unless otherwise specified, all terms on Standing Committees shall be for one (1) year, and no  
10 person shall serve two (2) consecutive terms on the same committee. However, for committees  
11 with specified terms of more than one (1) year, a person first elected to fill less than one-half  
12 (1/2) of an unexpired term may be re-elected to a full term without waiting a year. No person  
13 shall serve on more than one standing committee at the same time by election or appointment.  
14 Terms commence January 1 following election by the Convention. If a member of a standing  
15 committee has been absent for three consecutive meetings of the committee, the member shall  
16 be deemed to have resigned, and the position to be declared vacant. The chairman of the  
17 standing committee shall notify the committee member that the position is declared vacant, and  
18 notify the Committee on Committees for a new member to be nominated to the Convention to  
19 serve on the standing committee.  
20

21 A person must serve at least one year on a standing committee before being elected as its  
22 chairperson with the exception of one-year committees.  
23

24 There shall be the following Standing Committees:  
25

26 **A. Order of Business**

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

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

34 3. This committee shall also recommend the time and place for convention sessions three  
35 (3) years in advance. It shall also recommend the Convention preacher and alternate preacher  
36 for the next Convention.  
37

38 **B. Enrollment and Credentials**

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

41 2. This committee shall be available at all times at the Convention to address any problems  
42 that arise concerning the seating of messengers. The decision of this committee may be  
43 appealed to the Convention by any person whose eligibility to be seated as a messenger is  
44 questioned.  
45

46 **C. Nominations**

47 1. This committee shall be composed of one (1) member from the area of each association.  
48 The committee shall be divided into two groupings: one group comprised of church employees,  
49 and one group comprised of others. No more than sixty (60) percent of the committee shall be  
50 drawn from either grouping. A member shall serve a term of three (3) years. The terms of  
51 approximately one-third (1/3) of the members shall expire annually. A member who moves  
52 church membership from the area of one association to the area of another association within  
53 the state shall remain on the committee until the next annual session of the Convention. A  
54 member who moves church membership from the state shall, thereby, terminate membership on

1 the committee. Vacancies occurring on this committee shall be filled by action of the  
2 Convention at its next annual session. No member of this committee may serve or be nominated  
3 as a member of the Executive Board or a board of trustees of any institution of the Convention  
4 while serving on the Committee on Nominations.

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

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

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

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

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

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

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

37  
38 d. Special Procedures for Institutional Trustee Nominations. The following procedures  
39 shall be followed in electing institutional trustees.

40  
41 (i) The Nominations Committee shall be subdivided into seven subcommittees – one  
42 for each institution. A committee member may serve on no more than two  
43 subcommittees.

44 (ii) Each subcommittee shall, together with the CEO of its designated institution,  
45 select the nominees for the offices of trustee of the designated institution, which  
46 nominees shall have affirmed the Baptist Faith and Message 2000. The  
47 agreement of both the subcommittee and the CEO of the designated institution  
48 shall be required to advance a nomination to the full Nominations Committee no  
49 less than two (2) weeks prior to the full Nominations Committee meeting. Only  
50 one nomination shall be advanced for each trusteeship.

51 (iii) The full Nominations Committee shall separately consider each nomination  
52 advanced by the subcommittees. The committee shall vote whether to advance

1 each nomination to the Convention, which shall require a majority vote. If a  
2 nomination does not receive the required votes for advancement to the  
3 Convention, such nominee shall not be eligible for renomination to the trusteeship  
4 then under consideration, and the process described in subpart (ii) above shall be  
5 repeated until the Nominations Committee has voted to advance a nominee to the  
6 Convention for each trusteeship to be filled.

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

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

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

#### 23 D. Resolutions

24 1. This committee shall be composed of seven (7) members.

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

#### 29 E. Christian Life and Public Affairs

30 1. This committee shall be composed of ten (10) members, two (2) to be elected each year  
31 to serve for five (5) years.

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

#### 37 F. Bylaws

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

40 2. It shall be the responsibility of this committee to review periodically the Convention's  
41 procedures, to study matters concerning the corporation's Articles of Incorporation (charter)  
42 and these Bylaws, Part 1 and Part 2, and to report its findings and/or recommendations to the  
43 Convention.

#### 44 G. History

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



