

Annual Meeting

11/16/26

Executive Board

09/22/26

Executive Committee

09/21/26

Item: Recommendation to Amend the BGCT Constitution and Bylaws

Highest Authority For this item: The messengers meeting at 2026 Annual Meeting of the Baptist General Convention of Texas

Originating Source: Constitution and Bylaws Task Force

Background: The BGCT Constitution and Bylaws were last updated a decade ago in 2016. At a previous meeting of the BGCT Executive Board, the BGCT Executive Director, Dr. Julio Guarneri, announced the creation of a task force to review the BGCT Constitution and Bylaws and make recommendations. The task force does not have the authority to bring an item for consideration to the Executive Board but has presented its findings and recommendations to the Executive Board's Executive Committee, which is acting on this recommendation at the September 2026 Executive Board meeting and, possibly, presenting this recommendation to the Board.

The Constitution and Bylaws Task Force met on three separate occasions throughout 2026 to review the existing BGCT constitution and bylaws, evaluate the BGCT's governance structures, and consider changes to the BGCT over the last decade. The task force has presented its recommended changes. It is now the prerogative of the Executive Committee and the Executive Board to amend and potentially adopt these recommendations in order to present a final recommendation to messengers at the 2026 annual meeting.

A final version will need to be approved by a two-thirds vote in the affirmative to amend the Constitution and Bylaws at the 2026 annual meeting followed by an additional two-thirds vote at the 2027 annual meeting to be adopted.

Background Attachments: A redline version of the Constitution and Bylaws are attached.

Recommendation: We recommend amending the BGCT's Constitution and Bylaws to reflect the redlined changes.

Constitution and Bylaws Revisions Explainer
by Dr. Suzie Liner, chair of Constitution and Bylaws Task Force
October 16, 2026

In spring 2026, Dr. Guarneri appointed a task force to review and update the Constitution and Bylaws of the Baptist General Convention of Texas.

I, Suzanne Liner, BGCT Exec. Board Chair; retired physician and member of First Baptist Church Lubbock, have had the privilege of serving as chair of the Constitutions and Bylaws Task Force alongside Joseph Adams (BGCT 1st VP; pastor, FBC Mount Pleasant), Chad Edgington (attorney; pastor, FBC Olney), Elmo Johnson (retired pastor, Rose of Sharon BC, Houston); Edson Lara (Pres., Hispanic Baptist Convention; IB Emmanuel BC, McAllen); Kyle Jackson (pastor, 3rd Coast Church, Texas City); Steve Wells (pastor, South Main BC, Houston); Janice Bloom (attorney, member FBC Garland); Edward Wagner (pastor, Cornerstone BC, Killeen); Lester Leonares (elder, First Philippine BC, Missouri City); John Litzler (BGCT general counsel, dir of public policy, member of Canyon Church, Dripping Springs); and Craig Christina (BGCT assoc. exec. dir; member, FBC Richardson).

The leadership and passion of this team led to hours of thoughtful—and sometimes challenging—discussion and informed decision-making. We met several times and reviewed the Constitution and Bylaws word by word. As a result, we presented the Executive Board with several proposed amendments to these historic documents. The Executive Committee brought the amendments before the Executive Board as a motion. A question-and-answer session on the motion was held Monday evening, and the vote took place Tuesday during the business meeting.

Overall, the changes make the Constitution and Bylaws more organized and easier to understand. The Constitution sets forth our core principles and organizational structure, much like the foundation of a home. The Bylaws provide the specific rules that govern our internal organization and procedures, serving as practical guidelines similar to a home's interior design and maintenance.

As you review the redline document, please note that some provisions were deleted because they were duplicative, while others were moved to the document in which they more appropriately belong. Please review the following areas closely as these are some of the important areas of change.

Constitution

- 1) “Harmonious cooperation” is now defined in Article III. The definition was moved from Article I of the Bylaws. Please note both parts 1 and 2 of the definition. The task force agreed on a stronger definition and consistent use of the term.
- 2) Article III, Section 1, was moved to Article II of the Bylaws. This provision establishes the criteria for sending messengers and should be reviewed carefully. To send a

messenger, a church must have contributed during the previous fiscal year specifically to the BGCT Cooperative Program. The task force affirmed that financial participation in this BGCT program is essential for a church to seat messengers. The number of messengers is further determined by the church's level of giving. The minimum contribution was intentionally set low so that even the smallest churches can participate.

- 3) Article VII, Section 1, Part D, authorizes the Executive Board, on behalf of the Convention, to determine whether a church is in harmonious cooperation. The Executive Board is also responsible for receiving churches into and removing churches from Convention membership by a vote of no fewer than two-thirds of the board members present. Receiving churches was previously a staff function. Assigning decisions about removing a church to the Executive Board helps prevent a potentially difficult or damaging discussion from occurring in a more open setting. Please note these additional responsibilities of the Executive Board.

Bylaws

- 1) Article II, Section 1, establishes the criteria for sending messengers. It is now located in the Bylaws because the task force recognized that these financial thresholds may need to change and that amending the Bylaws is a simpler process. The Bylaws may be amended by a single vote of the messengers at the annual meeting, whereas amendments to the Constitution must be approved by the messengers in two consecutive years.
- 2) In addition, the Executive Board amended Article II, Section 1, of the Bylaws by majority vote to add Part D. This amendment allows messengers from churches newly deemed to be in harmonious cooperation with the BGCT to be seated in the same year their church is accepted into the Convention, provided the church meets the contribution requirements by the end of the month two months before the annual meeting. Previously, new churches could not seat messengers during their first year.
- 3) Article V, Section E, changes the required composition of the Executive Board by setting a minimum of 30% clergy members or spouses of clergy members. The previous requirement was 40%, which was often difficult to meet. The requirements that at least 30% of members be laity and at least 30% be from historically represented racial or ethnic minority groups remain unchanged. The language in item 3 was also updated to replace the former term "non-Anglo."
- 4) Article V, Section J, authorizes the Executive Board to terminate the membership of any board member by an affirmative vote of two-thirds of the members present and voting. Such action would typically follow a recommendation from the Response Council. This authority was previously stated in the BGCT Policy Manual and has now been moved to the Bylaws. (See Article V, Section 4.G, "Response Council.")

Amendments to the Constitution must be approved at two consecutive BGCT annual meetings, while amendments to the Bylaws require approval at only one annual meeting. The Executive Board has approved the Constitutional amendments for consideration at the 2026

and 2027 annual meetings and the Bylaws amendments for consideration at the 2027 annual meeting. Because the Constitution and Bylaws are interdependent and would not function well separately, the proposed amendments to both documents will be presented for a combined vote in 2027. These amendments reflect the task force's careful effort to clarify our governing documents, strengthen accountability, and support the effective work of the Convention. I encourage you to review the redline document thoughtfully and consider how these changes will help the BGCT remain faithful to its mission while providing clear, practical guidance for the future.

Respectfully submitted,

Suzanne Liner

Chair, BGCT Executive Board

CONSTITUTION OF THE BAPTIST GENERAL CONVENTION OF TEXAS

Article I – Name and Nature

Section 1. The name of this corporate body shall be The Baptist General Convention of Texas, hereafter Convention. ~~The Convention shall also be known as Texas Baptists or such other names as deemed appropriate by leadership from time to time.~~

Section 2. This Convention is and always shall remain, only and solely a medium through which Baptist churches may work harmoniously in cooperation with each other, promoting the work and objects set forth in this constitution. It has not, to any degree, and shall never have any ecclesiastical authority. It shall not have and shall never attempt to exercise a single attribute of power or authority over any church, or over the messengers of the churches in such ~~wise manner~~ as to limit the sovereignty of the churches, but shall recognize the sovereignty of the churches under the one Sovereign, Jesus Christ our Lord.

Article II – Object

The object of this Convention shall be to awaken and stimulate among the churches the greatest possible activity in evangelism, missions, Christian education and benevolent work and enterprises; to cultivate a closer cooperation among the churches and promote harmony of feeling and concert of action in advancing all the interests of the Redeemer's Kingdom.

Article III – Membership

~~For purposes of usage in the Constitution and these Bylaws, a church is deemed to be in harmonious cooperation with the Convention if such church (1) identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention and (2) has financially contributed during any of the Convention's three previous fiscal years to the Texas Baptists Cooperative Program. For purposes and usage in the Constitution and the Bylaws, "affiliated" and "supportive" shall have the same meaning as "harmonious cooperation."~~

~~Section 1. This Convention in session in all its meetings shall be composed of messengers elected by Baptist churches that shall voluntarily cooperate with the Convention. All messengers must be members of the church by which they are elected. A messenger must be enrolled at the Convention in session to be qualified to vote. The messengers have no right to act except for annual or special meetings constituting the Convention in session for which they have been elected by their cooperating churches.~~

~~Section 2. Each church cooperating with this Convention shall be entitled to:~~

- ~~A. Two messengers for the first one hundred (100) members or fractional part thereof. Two additional messengers for the first two hundred fifty dollars (\$250) given during the previous fiscal year to the Texas budget as adopted by The Baptist General Convention of Texas in annual session, and~~
- ~~B. One additional messenger for each additional hundred members and each additional one thousand dollars (\$1,000) given during the previous fiscal year to~~

- ~~the Texas budget as adopted by The Baptist General Convention of Texas in annual session, and~~
- C. ~~If, as calculated under B above, a church's giving surpasses its membership, then one additional messenger for each two thousand dollars (\$2000) given during the previous fiscal year to the Texas budget as adopted by The Baptist General Convention of Texas in annual session, not to exceed six additional messengers, provided, however, that~~
- D. ~~No church shall be entitled to more than twenty-five messengers.~~
- E. ~~A mission church shall be considered a church under the Constitution solely for the limited purpose of electing messengers to the Annual Meeting if it is identified as a body of believers separate from its sponsoring church; it contributes to the BGCT in an identifiable way either directly or through the sponsoring church from its own resources; it exists to address some specific mission need, such as language, culture or location, it regularly practices baptism and the Lord's Supper separate from its sponsoring church; and it identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention. The total number of messengers a mission may qualify for is four (4) as specified in Article III, Section 2.A.~~

Article IV – Meetings

Section 1. The Convention shall meet annually at such a time and place, based on Convention site guidelines, as determined by the messengers at least two years prior to the annual meeting. ▪

In case of emergency, the Executive Board is empowered to change the time and place of the meeting by providing reasonable notice. Publication to churches in the Convention utilizing channels available to the Convention including, but not limited to, electronic communication, shall constitute reasonable notice.

Section 2. The annual meeting of the Convention shall be a gathering for the purpose of worship, fellowship, mobilizing, encouraging, informing, and uniting the Convention to accomplish the Great Commandment and the Great Commission. Additionally, at the annual meeting the Convention will elect officers, receive recommendations and reports of officers, committees, and boards, and conduct any other business that may arise or be scheduled.

Section 3. The minutes of the annual meeting of The Baptist General Convention of Texas are to be approved by the Executive Board of the Convention at the first meeting of the Executive Board following the Convention.

~~Section 2. No notice of annual or regular meetings of The Baptist General Convention of Texas shall be required. Notice of a special meeting shall be given at least 10 days prior to such meeting by publication in any newspaper of general circulation in the community in which the principal office is located.~~

Section 43. The right to vote is limited to the duly elected and enrolled messengers who are actually present in the session at the time the vote is taken. There will be no proxy or absentee voting.

Section 5. The right to address the Convention during a business session is limited to the duly elected and enrolled messengers, unless otherwise specified by the Constitution, Bylaws, special rules of order adopted by the messengers at the meeting or Robert's Rules of Order (latest revised edition).

Section 64. The quorum for conducting business during any session of the annual meeting of The Baptist General Convention of Texas shall be a minimum of 25% of the enrolled messengers.

Section 7. The Convention shall determine its order of business at the first session of the annual meeting.

Section 85. Special meetings of the Convention may be called by the Executive Board by a two-thirds vote of the votes entitled to be cast by directors of the Board. Reasonable notice, as described in Section 1, for a special meeting shall be given at least 10 days prior to such meeting. The call for a special meeting shall state the purpose of the meeting and the date, time and place for the meeting. The special meeting shall be limited to the purpose stated.

Section 9. In all questions covering the proceedings of the Convention in both annual and special meetings, the rules contained in this Constitution shall govern in all situations in which they are applicable. The Bylaws shall govern all matters not addressed in the Constitution. Any special rules of order adopted at a Convention meeting shall govern procedural matters for that meeting, provided such rule is not inconsistent with the Constitution or Bylaws. In all other cases, Robert's Rules of Order (latest revised edition) shall be the authority used by the presiding officers and by the Convention.

Article V – Convention Officers

Section 1. The officers of this Convention shall be a president, a first vice president, a second vice president, a secretary of the Corporation, a recording secretary and a registration secretary. With the exception of the recording secretary who serves by virtue of serving as Treasurer, these shall be elected annually by ballot not later than the second business session day of the annual meeting. By unanimous consent any officer of this Convention may be elected by acclamation. Officers shall hold their offices until the end of the last session of the Convention meeting at which their successors are elected. In case of the death, resignation, or disability of the president, or if the president is no longer a member of a harmoniously cooperating church, the vice presidents shall automatically succeed to the office of president in the order of their election.

Section 2. In any election for office, the nominee who receives the vote of a majority of the enrolled messengers present in the session shall be elected. If on the first ballot no nominee is elected, there shall be a run-off election between the two nominees who received the greatest number of votes on the first ballot.

Section 3. No one shall be eligible for the office of president or eligible for the same vice president's office for more than two successive terms years. A term shall be the period of time from one annual meeting to the next. Any officer who serves more than 51% of an unexpired term shall be deemed to have served for that entire term.

Article VI – Convention Committees

Section 1. The Convention shall establish standing committees to plan and conduct the annual meeting, verify the credentials of, enroll, and investigate contention arising out of the enrollment of messengers, nominate executive board directors, nominate board members for affiliated and related ministries and to fulfill other duties and responsibilities as may be deemed necessary from time to time. ~~The committees of the Convention shall be: (1) Committee on Convention Business, (2) Committee on Credentials, (3) Committee on Committees, (4) Committee on Resolutions, (5) Committee on Memorials, (6) Committee to Nominate Executive Board Directors, (7) Committee on Nominations for Boards of Affiliated Ministries. The duties of the committees are included in the Convention Bylaws.~~

Section 2. Special committees may be established by action of the Convention to serve for specified periods of time to perform specific duties that in the judgment of the Convention cannot be effectively performed by one of the regular committees of the Convention or by the Executive Board.

The Convention shall specify the number of members to be appointed to each special committee and the method to be followed in selecting members. In the absence of other provisions, the president and the two vice presidents shall jointly appoint the members.

Article VII – Executive Board

Section 1. Functions

The Executive Board speaks for the interest of the Convention and has authority and accountability over the work of the Convention in the interim between annual meetings, except for that which is reserved for the Convention in session as noted in the Articles of Incorporation, the Constitution and the Bylaws.

- A. ~~The Executive Board shall have charge and control, except when otherwise directed by the Convention, of all of the work of the Convention, including missions, education, and beneficence, in the interim between its sessions.~~
- B. The Executive Board has authority to elect and employ, to evaluate performance and set compensation for the Executive Director who shall serve as chief executive officer of The Baptist General Convention of Texas and its Executive Board. ~~In such times when the office of the Executive Director is vacant, the Executive Board shall have the authority to appoint an acting Executive Director. Except as outlined in subsection (c) below, the Executive Director is authorized to employ other staff as provided by the plan of work and the financial plan of the Convention.~~
- C. The Executive Board also has authority to elect an Associate Executive Director and a Treasurer/Chief Financial Officer, both of whom shall serve under the direct supervision of the Executive Director. ~~Any Convention employee elected by the Executive Board shall be hired, disciplined, or terminated based on a vote of not less than two-thirds (2/3) of the Directors entitled to vote. The Executive Director is authorized to employ other staff as provided by the plan of work and the financial plan of the Convention.~~ The Board shall approve a compensation plan for Convention employees.

- D. The Executive Board has the authority to determine, on the Convention's behalf, whether a church is in harmonious cooperation. The Executive Board has the responsibility, on the Convention's behalf, by an affirmative vote of not less than two-thirds (2/3) of the Directors present and voting to receive churches into and remove churches from Convention membership.
- E. The Executive Board shall hold in trust and shall administer all the properties, annuities, trusts, and invested funds of this body except as otherwise provided for by the Convention, and the Board shall report annually to the Convention the state of all funds which the Board administers.
- F. The Executive Board provides the Convention annually with a report of its work and with a complete financial accounting of all funds received and disbursed, including properties, trusts, and invested funds which the Board administers. **The Executive Board, or a committee thereof, shall also retain an independent accounting firm to conduct an annual audit and provide the Convention with a summary of its work.**
- G. The Executive Board determines the organization, functions, responsibilities and working relationships of the Executive Board committees.
- H. The Executive Board maintains an official organization manual setting forth the plan and organization of the Convention and its programs. It shall also maintain a policy manual (including business, financial and personnel) for those policies adopted by the Convention in session and by the Executive Board.

Section 2. Membership

Membership of the Executive Board shall be as determined by the Bylaws.

- ~~A. The authorized number of elected directors shall be 90 directors from 30 sectors in the Convention. The sectors are based on resident church membership in counties, and such sector criteria will be included in the Bylaws upon recommendation of the Executive Board.~~
- ~~A minimum of three directors will be elected from each sector. The number of elected directors of the Executive Board will exceed ninety (90) until expiration of the terms of directors elected prior to the effective date of adoption of this amended Constitution.~~
- ~~B. One-third of the number of directors is elected each year to serve a three-year term. Directors are eligible for election to a second three-year term but are not eligible to serve more than six consecutive years.~~
- ~~C. Voting directors of the Executive Board shall be the elected directors, the convention president, and the two convention vice presidents, and the presidents of the Convention-recognized fellowships, provided that these presidents are members of churches supportive of the BGCT. Non-voting directors of the Executive Board shall be the executive director, recording secretary, and the presidents of Woman's Missionary Union of Texas, Texas Baptist Men and Baptist Student Ministry.~~

- ~~D. All Executive Board directors, including the ex officio directors, must be members of churches that are supportive of The Baptist General Convention of Texas.~~
- ~~E. No one who is an employee of the Convention or member of the immediate family of an employee, except an ex officio director of the Board, shall be eligible for membership on the Executive Board.~~
- ~~F. The membership of the Executive Board shall be generally representative of the Baptist membership in the Convention and shall include men and women, Anglo and non-Anglo persons, persons who are members of larger membership churches and smaller membership churches, and those who have abilities and experience needed by the Board. There shall be a minimum of forty percent (40%) of the persons elected each year who are church/denominational employees and a minimum of forty (40%) who are non-church/denominational employees.~~

Section 3. Executive Board Officers

- A. Officers shall be chairperson, vice chairperson, recording secretary and other such officers as the Executive Board may determine needed from time to time.
- B. Term of service for elected officers is one year. A person is limited to a maximum service of two consecutive years in the same office. The exception to these provisions is the recording secretary who serves by virtue of serving as Treasurer.
- C. Nominations for election of officers are from the floor. A person must be elected by majority vote.

If on the first ballot no nominee is elected, there shall be a run-off election between the two nominees who received the greatest number of votes on the first ballot.

Section 4. Committees

The Executive Board has the authority to establish and dissolve committees as required to carry out their responsibilities. Duties of the committees will be included in the Executive Board Policy Manual.

- ~~A. The Executive Committee plans, coordinates and monitors the general progress of the Executive Board, including the budget and financial affairs. The Executive Committee will be composed of the chairperson and vice chairperson of the Executive Board, the president and vice presidents of the Convention, and the chairperson of each Executive Board committee. The chairperson of the Executive Board will serve as chairperson of the Executive Committee. The executive director and the recording secretary will serve as ex officio members, without vote.~~
- ~~B. The Audit Committee is to oversee the financial audit function.~~
- ~~C. The Institutional Relations Committee is to give broad oversight of the institutions related to the Convention, recognizing that the institutions are managed by a separate board of trustees according to their articles of incorporation and bylaws.~~

- D. ~~The Church Ministries Committee shall set the direction for the operation of core ministries of the Convention.~~
- E. ~~The Administration Support Committee shall set direction and recommend general policies for the administrative functions of the Convention. The committee shall include a finance subcommittee for budget development and general financial oversight.~~

Article VIII – Affiliated and Related Ministries

Section 1. General Provisions

- A. Institutions or agencies which associate with this Convention in compliance with this Article are affiliated. Institutions or agencies which associate with this Convention pursuant to an adopted Special Agreement are related.
- B. A new agency or institution may be established or a change in relationship with an agency or institution may be approved by a majority vote of the votes entitled to be cast by the messengers when the vote is taken without regard to the total enrollment at any meeting of the Convention upon the recommendation of the Executive Board, and must be considered by the Executive Board not later than a September meeting of the Board preceding the annual meeting of the Convention. In the case of a new agency or institution, the recommendation must include a comprehensive plan of development, a set of proposed articles and bylaws, and a proposed annual budget.
- C. An affiliation or relationship with an agency or institution may be discontinued by the Convention upon recommendation by the Executive Board and by majority vote of the votes entitled to be cast by the messengers present when the vote is taken without regard to the total enrollment at any meeting of the Convention.

Section 2. Affiliated Ministries

- A. Trustee Membership of Boards
 - 1. Each institution affiliated with this Convention shall have a board consisting of thirteen (13) or more trustees of which at least a simple majority shall be elected by this Convention in its annual meetings. When the charter of such institution provides for a specific number of trustees, the number so provided for shall be elected. Those persons elected by the Convention to serve as members of these boards shall be active members of cooperating churches of The Baptist General Convention of Texas.
 - 2. No person shall be eligible for concurrent membership on more than one affiliated board or board of related institutions or agencies.
 - 3. Each institution affiliated with this Convention shall be eligible to elect those members of its trustee board not elected by the Convention in accordance with criteria adopted by its board. All trustees so elected shall be active members of a Baptist church and shall meet other criteria established by the Executive Board.

4. Trustees of affiliated institutions shall be elected in classes so that the terms of one class only shall expire with each Convention year. The term of office of each member of the boards of affiliated institutions shall be three years. A member who has served three full successive terms shall not be eligible for re-election until he or she shall have been out of office for one Convention year.
 5. The board of trustees and the administrator of an institution may request that a trustee, whose continued service is considered imperative to meet an emergency or a special need, be elected for an additional year. Such an exception must be approved by the Committee on Nominations for Boards of Affiliated Ministries. No more than two exceptions may be made for any given term for any one institution. In the event of such an exception, the position filled by that trustee shall revert to its previous class at the completion of the extra year.
 6. No Trustee shall be allowed to name his or her successor by resigning in favor of another person.
 7. No elected trustee of the board of an affiliated institution who resigns from that board before the expiration of his or her current term shall be eligible for nomination to another board of the Convention until one year after such resignation is filed. A trustee elected by the Convention who no longer meets the qualifications for service set forth by the Convention as determined by the Executive Board, shall cease to be a trustee and that place shall be deemed vacant, or the Executive Board upon a 75 percent vote of those present may recommend to the Convention the removal of a trustee.

A vote of 75 percent of the votes entitled to be cast by the messengers when the vote is taken without regard to the total enrollment at any annual meeting of the Convention is necessary for removal. The Articles of Incorporation and bylaws of affiliated institutions shall not contain provision inconsistent with this Section 2 (A)(7).
 8. The Recording Secretary of the Convention shall be notified immediately of vacancies that occur on an institutional board for any cause. Should a trustee position elected by the Convention become vacant for any cause, the Convention shall name a replacement trustee for that position through its adopted processes.
- B. The board of each institution affiliated with this Convention shall submit any and all changes or amendments to the institution's charter to the Executive Board for approval. Any changes that significantly alter the mission of the institution or the institution's relationship to The Baptist General Convention of Texas shall be referred to the Convention for approval.

Section 3. Related Ministries

- A. The institution's ~~Certificate of Formation~~~~Articles of Incorporation~~ and Special Agreements with the Convention shall guide the election and terms of trustees.
- B. No person shall be eligible to concurrently serve on more than one related ministry board or affiliated ministry board.
- C. The board of an institution may request, with a 75 percent vote of its board, that the institution relate to the Convention through a contractual Special Agreement rather than as an affiliated institution. Such agreements must be approved by the Convention at its annual meeting and may be considered only after favorable action by the Executive Board. ~~Amendments or revisions to an existing Special Agreement that do not significantly alter the institutions relationship to the Convention may be approved by the Executive Board.~~ Special Agreements must be negotiated in accordance with policies established by the Executive Board.

Section 4. Reports and Reviews to the Convention

- A. The board of each agency or institution affiliated with or related by Special Agreement to this Convention shall submit to the Convention at each annual meeting such written reports as will keep the Convention fully informed concerning the activities, plans, resources, financial condition, and legal status of the institution.
- B. The board of each agency or institution, except general acute care hospitals and health care systems, affiliated with this Convention shall submit for review and approval to this Convention, or to a committee designated by this Convention, each and every project or policy that involves a level of indebtedness of the institution beyond the policies of The Baptist General Convention of Texas.

Article IX – Contributions and Funds

Section 1. The Cooperative Program shall be the chief means through which this Convention shall support its missionary endeavors. The mission causes shall be reviewed and the Cooperative Program Budget through which they are supported shall be adopted annually.

Annual adoption of the budget shall be voted at the Annual Meeting ~~held in the fall~~. The Executive Board will be responsible for budget adoption at its fall meeting in years when ~~the Convention is unable to approve a budget at its Annual Meeting due to the timing of the Annual Meeting or due to an emergency. a summer Annual Meeting is held.~~

Section 2. All funds of this Convention shall be raised by voluntary contributions provided this does not prevent acquiring funds, or property, by bequest or use of any income on property that may be bequeathed to or purchased by the institutions or agencies hereof.

Section 3. All designated offerings or special gifts ~~accepted by the Convention~~ shall be strictly applied according to the expressed will and direction of the contributor.

Article X – Offices

The Convention shall maintain a principal office within the State of Texas and shall continuously maintain in the State of Texas a registered office which is identical with the principal office and a registered agent who is the recording secretary of the Convention as required by the ~~Texas Non-Profit Corporation Act~~ **Texas Business Organizations Code**. The Executive Board shall, from time to time, amend the ~~Articles of Incorporation~~ **Certificate of Formation** of the Convention as necessary to reflect the then current address of the registered office and the registered agent.

Article XI – Amendments

Any alterations may be made in these Articles by two-thirds of the votes entitled to be cast by the messengers present when the vote is taken without regard to total enrollment at any annual meeting of the Convention, provided (1) no amendment may be considered after the second **business session** day of the Convention and (2) that an amendment shall be so approved by two successive Conventions.

Bylaws of The Baptist General Convention of Texas

Article I – General Provisions

~~Section 1. For purposes of usage in the Constitution and these Bylaws, a church is deemed to be affiliated with the Convention if such church (1) identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention, and (2) is otherwise eligible to send messengers to the annual meeting of the Convention. For purposes of usage in the Constitution and the Bylaws, “supportive” and “cooperating” shall have the same meaning as “affiliated” has in these Bylaws.~~

Section 12. All Convention officers, members of Convention committees, all Executive Board directors, and all non-director members of any special committee, subcommittee, group, team, council or other entity created under or permitted to be created under these Bylaws shall be members of ~~affiliated churches~~ in harmonious cooperation with the Convention. The Executive Board shall have the authority to make special exceptions to allow persons who are members of churches not in harmonious cooperation with the Convention to serve on a group, team, council or other entity. ~~An exception will be made for members of groups, teams, councils or other entities who are Baptists and live outside the state of Texas.~~

Section 23. If a person named in Section 12 is no longer a member of a church in harmonious cooperation ~~affiliated~~ with the Convention, or otherwise vacates the position, the position will be deemed vacant and the vacancy will be filled according to the provisions of these Bylaws.

Determination of vacancies and the date of such vacancy will be made by the Executive Board or a committee of the Board so authorized by the Executive Board.

Article II – Messengers

This Convention in session in all its meetings shall be composed of messengers elected by Baptist churches that are in harmonious cooperation with the Convention. All messengers must be members of the church by which they are elected. A messenger must be enrolled at the Convention in session to be qualified to vote. The messengers have no right to act except for annual or special meetings constituting the Convention in session for which they have been elected by their cooperating churches.

Section 1. Each church in harmonious cooperation with this Convention shall be entitled to:

- A. ~~One~~Two messengers for the first ~~one hundred (100) members or fractional part thereof.~~Two additional messengers for the first ~~two hundred fifty~~three hundred dollars (\$300~~250~~) given during the Convention’s previous fiscal year to the Texas Baptists Cooperative program and one additional messenger for the next three hundred dollars (\$300) not to exceed two total messengers; and ~~budget as adopted by The Baptist General Convention of Texas in annual session, and~~

- B. One additional messenger for ~~each additional hundred members and each additional two one thousand five hundred dollars (\$12,500)~~ given during the Convention's previous fiscal year to the Texas ~~budget as adopted by The Baptist General Convention of Texas in annual session,~~ Baptists Cooperative Program not to exceed six total messengers; and
- C. One additional messenger for each additional ten thousand dollars (\$10,000) given during the Convention's previous fiscal year to the Texas Baptists Cooperative Program not to exceed twenty total messengers.
- D. Messengers from churches newly deemed in harmonious cooperation with the Convention may be seated at an annual meeting in the same year the messenger's church is accepted into the Convention, provided the messenger's church meets the contribution requirements stated above by the end of the month two months prior to the annual meeting.

~~If, as calculated under B above, a church's giving surpasses its membership, then one additional messenger for each two thousand dollars (\$2000) given during the previous fiscal year to the Texas budget as adopted by The Baptist General Convention of Texas in annual session, not to exceed six additional messengers, provided, however, that~~

~~D. No church shall be entitled to more than twenty-five messengers.~~

~~E. A mission church shall be considered a church under the Constitution solely for the limited purpose of electing messengers to the Annual Meeting if it is identified as a body of believers separate from its sponsoring church; it contributes to the BGCT in an identifiable way either directly or through the sponsoring church from its own resources; it exists to address some specific mission need, such as language, culture or location, it regularly practices baptism and the Lord's Supper separate from its sponsoring church, and it identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention. The total number of messengers a mission may qualify for is four (4) as specified in Article III, Section 2.A.~~

Section 24. Each messenger shall register with the Registration Secretary by presentation of proper credentials prior to being seated as a messenger to the Convention.

Section 32. The credentials of a registered messenger may be reviewed by the Credentials Committee as deemed necessary.

Section 43. Any challenges to the seating of the messengers of a church will be presented in writing to the Credentials Committee during the Annual Meeting.

Section 54. Any challenges to the ability of a church to have the opportunity to send messengers to the Annual Meeting will be presented in writing to the Executive Board.

~~Article III — Meetings~~

~~Section 1. The annual meeting of the Convention shall be a gathering for the purpose of worship, fellowship, mobilizing, encouraging, informing and uniting Texas Baptists to accomplish the Great Commission, as well as to elect officers; receiving recommendations and reports of officers, committees and boards; and for any other business that may arise or be scheduled.~~

~~Section 2. The Convention shall determine its order of business at the first session of the annual meeting.~~

~~Section 3. Special meetings may be called according to the provisions of the Constitution.~~

~~Section 4. In all questions covering the proceedings of the Convention in both annual and special meetings, Robert's Rules of Order (latest revised edition) shall be the authority used by the presiding officers and by the Convention, unless the Constitution or the Bylaws have special rules of order that apply.~~

Article III~~V~~ – Duties of Convention Officers

Section 1. It shall be the duty of the president to preside over the deliberations of the Convention and to discharge such other duties as are usually incumbent on the presiding officer of a deliberative body.

If the president is no longer a member of a church cooperating with the Convention, a vice president shall succeed to the office according to provisions of the Constitution, and this fact shall be so recognized by a resolution of the Executive Board.

Section 2. The vice presidents shall discharge such duties as requested by the president. In the absence of the president from a Convention session, a vice president in the order in which he or she was elected shall preside.

Section 3. It shall be the duty of the recording secretary to keep an accurate record of the proceedings of the Convention, and to file and keep all papers in order deemed important to be preserved.

Section 4. The registration secretary shall be responsible for registration of all messengers of the Convention.

The registration secretary shall report to the chairperson of the Committee on Credentials the number of messengers registered as of the hour the Convention convenes and periodically thereafter as prescribed by the chairperson of the Committee on Credentials.

Following the Convention the registration secretary shall provide the recording secretary the number of messengers registered, arranged by associations.

Section 5. The duties of the secretary of the Corporation shall be to attest legal papers of the Convention.

Article IV – Duties of Convention Committees

Those committees that use sector criteria for membership shall use the same sectors as used for the Executive Board membership in the Bylaws, Article VI, Section 1, A.

Section 1. The Committee on Annual Meeting shall be responsible for recommending the time and place of future annual meetings of the Convention, for selecting the worship leaders and for formulating the agenda for the annual meeting and submitting the agenda to the messengers for approval at the opening session.

The committee shall have eighteen members appointed for ~~three-year~~ **three-year** terms with six appointed each year by the president and the vice presidents acting jointly.

The president and vice presidents may appoint replacements to fill vacancies.

- A. This committee shall provide periods of time **prior to the Convention's annual meeting to submit electronic drafts of proposed motions and** during the early sessions of the Convention annual meeting for the introduction of all matters requiring a vote not scheduled on the agenda and when introduced shall fix times for consideration for the same, unless the Convention gives its unanimous consent for its immediate consideration. **If a motion submitted prior to the annual meeting does not comply with the Convention's governing documents and thus would be ruled "out of order," the Convention's Parliamentarian may offer to assist the author of the motion to ensure the form of the motion will be in proper order. Any such motion, once it complies with the Convention's governing documents, will receive priority presentation during the business sessions of the Convention's annual meeting.**
- B. This committee shall be responsible for formulating and recommending the Standing Rules of the Convention to the Convention for adoption. The Standing Rules of the Convention may be amended without notice by majority vote.

It also shall be responsible for recommending the disposition of motions made during consideration of miscellaneous business but not finally disposed.

Section 2. The Committee on Credentials shall be responsible for verifying credentials of prospective messengers, enrolling messengers, for investigating any contention arising out of the enrollment of messengers, and for reporting its findings to the Convention. Any challenges to the seating of messengers of church that are based upon the assertion that a church is no longer in harmonious cooperation with Texas Baptists will be referred to the Executive Board and not reported on until the next Annual Meeting. At the time scheduled by the Committee on Annual Meeting, the chairperson of the Committee on Credentials shall report the number of messengers registered as of the opening of the annual meeting or special meeting and periodically thereafter.

The committee when established shall have ten (10) members appointed for two years with five (5) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Section 3. The Committee on Committees shall be responsible for nominating persons for election by the Convention to serve on the Committee to Nominate Executive Board Directors and the Committee on Nominations for Boards of Affiliated Ministries, and for such special committees as the Convention shall designate. The committee shall have fifteen (15) members appointed for three-year terms with five (5) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Section 4. The Committee on Resolutions shall be responsible for receiving all resolutions proposed by messengers and for reporting its findings to the Convention.

The committee shall have ten (10) members appointed for two-year terms with five (5) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

All resolutions shall be automatically referred to the Committee on Resolutions without public reading or discussion.

This committee is directed to report back to the Convention such resolutions as it deems proper, whether submitted to or prepared by the committee.

Section 5. The Committee on Memorials shall be responsible for preparing and presenting to the Convention suitable memorial statements in remembrance of active Baptists whose death occurred during the year preceding the Convention session.

The committee shall have five (5) members appointed for one-year terms by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Section 6. The Committee to Nominate Executive Board Directors shall be responsible for nominating persons for election by the Convention to serve on the Executive Board.

- A. The committee shall have fifteen (15) members, five (5) of whom shall be elected each year to serve for three-year terms. Members of this committee shall be elected by the Convention on the nomination of the Committee on Committees.

A member may serve one three-year term and is not eligible for re-election until one year has elapsed. No two members of this committee shall be from churches in the same sector.

The committee shall publish its list of nominees at least two full days prior to the day on which directors of the Executive Board are to be elected by the Convention.

- B. All members should be persons with experience in Convention affairs. In the election of the fifteen (15) members, a minimum of six (6) shall be

church/denominational employees and a minimum of six (6) non-church/denominational employees. Spouses of church/denominational employees shall be considered in that category. Retired persons and their spouses who served as church/denominational employees shall be considered in that category.

- C. If a member moves from a church in one sector to a church in another sector that is already represented on the committee, the member shall continue to serve until the succeeding Convention at which time the position will be deemed vacant and the Committee on Committees shall make a nomination to the Convention to fill the unexpired term.

If a member resigns or is no longer a member of a church ~~affiliated~~ in harmonious cooperation with the Convention, the position will be deemed vacant and the Committee on Committees may nominate to the Executive Board at its next meeting a person who shall be elected on a temporary basis to serve until the succeeding Convention at which time the membership shall be terminated.

Thereafter, the persons or committee charged with nominating the members of such committee shall make a nomination to the Convention to fill the unexpired term.

- D. The committee shall conduct its work in accordance with a policy adopted by the Executive Board. The policy adopted shall provide for the committee to seek information and suggestions from persons in all sectors.

Section 7. The Committee on Nominations for Boards of Affiliated Ministries shall be responsible for nominating persons for election by the Convention to serve on the boards of trustees and boards of directors of all Convention institutions, agencies, and affiliates.

- A. The committee shall have fifteen (15) members, five (5) of whom shall be elected each year to serve for three-year terms.

Members shall be elected by the Convention on the nomination of the Committee on Committees. A member may serve one three-year term and is not eligible for re-election until one year has elapsed. No two members of this committee shall be from churches in the same sector.

- B. All members should be persons with experience in Convention affairs. In the election of the fifteen (15) members, a minimum of six (6) shall be church/denominational employees and a minimum of six (6) non-church/denominational employees.

Spouses of church/denominational employees shall be considered in that category. Retired persons and their spouses who served as church/denominational employees shall be considered in that category.

- C. If a member moves from a church in one sector to a church in another sector that is already represented on the committee, the member shall continue to serve until the succeeding Convention at which time the position will be deemed vacant and the Committee on Committees shall make a nomination to the Convention to fill the unexpired term.

If a member resigns or is no longer a member of a church ~~affiliated in~~ **harmonious cooperation** with the Convention, the position will be deemed vacant and the Committee on Committees may nominate to the Executive Board at its next meeting a person who shall be elected on a temporary basis to serve until the succeeding Convention, at which time the membership shall be terminated.

Thereafter, the persons or committee charged with nominating the members of such committee shall make a nomination to the Convention to fill the unexpired term.

- D. The committee shall conduct its work in accordance with a policy adopted by the Executive Board. The policy adopted shall provide for the committee to seek information and suggestions from persons in all sectors. The policy adopted also shall provide for the committee to establish one nominating subcommittee for each institutional board, agency, and affiliate to assist the committee by suggesting names of persons who shall be considered for nomination for election to boards. The committee shall determine the composition of each subcommittee and select the members of each subcommittee.

- E. The subcommittee shall develop the lists of suggested nominees in accordance with criteria established by the Executive Board. The committee shall develop its list of nominees on the basis of the list of suggested nominees presented by the subcommittee, screening those lists to eliminate duplications and to assure compliance with established criteria.

The committee shall publish its list of nominees at least two full days prior to the day on which members of institution boards, agencies, and affiliates are to be elected by the Convention.

Article VI – Executive Board

Section 1. Membership

- A. ~~The elected membership of the Executive Board~~ **authorized number of elected directors** shall be ninety **one (910)**. **A minimum of three directors will be elected from each of the thirty (30) sectors in the Convention located in Texas and one director will be elected from an additional sector comprising all churches in harmonious cooperation with the Convention outside of Texas.** ~~At least three directors will be elected from each sector. The composition of the Executive~~

~~Board shall be that as defined in the Constitution. Additionally, at least thirty percent (30%) of the membership shall be non-Anglo persons.~~

B. The sectors are based on resident church membership in counties with additional consideration given to the number of churches and Texas Baptists Cooperative Program giving ~~for Texas causes.~~ The drawing of sector boundaries is based on the following weighted criteria by county: resident church membership, fifty percent (50%); number of churches, twenty-five percent (25%); and Texas Baptists Cooperative Program giving ~~for Texas causes,~~ twenty-five percent (25%).

B.

Large population counties may contain multiple sectors, and smaller population adjacent counties may be grouped into one sector. Counties containing more than one sector will not be subdivided.

Sector boundaries will be evaluated every five years by the Executive Committee of the Board and any changes recommended to the Board for approval.

- C. One-third of the number of directors is elected each year to serve a three-year term. Directors are eligible for election to a second three-year term but are not eligible to serve more than six consecutive years.
- D. No one who is an employee of the Convention or member of the immediate family of an employee, except an ex officio director of the Board, shall be eligible for membership on the Executive Board.
- E. The membership of the Executive Board shall be generally representative of churches in harmonious cooperation with the Convention and eligible to send messengers to the Convention's annual meeting and who have abilities and experience needed by the Board. The Executive Board shall maintain a minimum of thirty percent (30%) of its membership in each of the following areas:
 - 1) Current or retired clergy or their spouses
 - 2) Laity
 - 3) Persons from an historic racial or ethnic minority group

F. The Executive Board shall have ex-officio directors in addition to the ~~ninety-ninety-one (910)~~ elected directors. The ex-officio directors shall be divided into these two classes.

Class 1. The president and vice presidents of the Convention and presidents of the recognized fellowships, provided that these presidents are members of churches ~~supportive of~~ in harmonious cooperation with the Convention. These persons shall by virtue of office serve with all rights, privileges, and duties of, and shall in all matters be treated as elected directors.

Class 2. ~~The non-voting directors named in the Constitution, Article VII, Section 2, C. These persons~~ The executive director, recording secretary, and the presidents of the Woman's Missionary Union of Texas, Texans on

Mission, and Baptist Student Ministry, shall by virtue of office serve with all rights, privileges, and duties of, and shall in all matters be treated as elected directors, except these persons shall not have the right to vote in regard to actions of the Executive Board or in regard to actions of any committee of the Executive Board, and shall not be counted for purposes of ascertaining a quorum of the Executive Board or of any of its committees nor in the number needed for adoption of certain actions.

- GE. If a director of the Executive Board moves from a church in one sector to a church in another sector, the director shall continue to serve until the succeeding Convention at which time the membership shall be terminated and the Committee to Nominate Executive Board Directors shall make a nomination to fill the unexpired term.

~~In order to achieve the purposes and structure dictated by the Constitution, as each incumbent director completes the term to which he or she was elected prior to the adoption of these Bylaws, or in the event any director, prior to the expiration of his or her term, dies, resigns, is no longer a member of a church affiliated with the Convention, is removed by the Convention, or otherwise vacates the office of director, such director's position on the Executive Board determined by the previous provisions shall be deemed eliminated and no vacancy shall be deemed to exist, except as follows: if a sector has less than three directors on the Executive Board or after the time the number of directors positions has been reduced to ninety (90) elected directors, then when a vacancy occurs for any reason outlined in the foregoing sentence, the Committee to Nominate Executive Board Directors shall nominate to the Executive Board at its next meeting a person who shall be elected on a temporary basis to serve until the succeeding Convention at which time the membership shall be terminated and the Committee to Nominate Executive Board Directors shall make a nomination to fill the unexpired term.~~

- H. All Executive Board directors, including the ex-officio directors, must be members of churches that are in harmonious cooperation with the Baptist General Convention of Texas and eligible to send messengers to its annual meeting.
- I. Should an ex-officio director resign, be unable to continue to serve, or no longer be a member of a church in harmonious cooperation ~~affiliated~~ with the Convention, the position will be deemed vacant.

The Executive Board shall give the entity responsible for the election of such person written notice that such person's position as a director has been deemed vacant and that such director position shall remain vacant until it is filled by such entity's presentation to the Executive Board of another person qualified to serve as such entity's ex-officio director under ~~the Constitution and~~ these Bylaws.

- J. The Executive Board shall have the authority to terminate the membership of any member of the Executive Board upon an affirmative vote of at least two-thirds (2/3) of the members of the Executive Board present and voting. The Executive Board may adopt and amend policies and procedures governing the consideration,

process, and grounds for termination of a member of the Executive Board; provided, however, that no such policy or procedure may modify, reduce, or otherwise alter the requirement that termination of Executive Board membership be approved by an affirmative vote of at least two-thirds (2/3) of the members of the Executive Board present and voting.

~~D. The Constitution and Bylaw provisions in regard to the composition of the Executive Board directors pertain to directors elected under these Bylaws and not to previously elected directors continuing during the transition period.~~

Section 2. Election of Officers

A. Nominations

Nominations shall be made from the floor at the last regular meeting of the year. Nominations shall be made in this order: chairperson and vice chairperson.

B. Voting

The election of officers shall be the first order of business on the agenda at the last regular meeting of the year.

Election shall be by show of hands unless the chairperson with the appointed parliamentarian shall agree that the vote be by ballot. A majority of votes cast shall determine the person chosen.

C. Terms

Officers of the Board shall serve one-year terms and be eligible for one additional term. Terms begin immediately following the close of the last session of the annual meeting of the Convention. Should for any reason the office of chairperson be vacated prior to completion of the term, the vice chairperson shall become chairperson for the remainder of the term.

In such case, the vacancy of the vice chairperson would be filled at the next regularly scheduled meeting of the Board.

Section 32. ~~Duties of Executive Board~~ Elected Officers

The Board shall elect a chairperson and a vice chairperson annually. The treasurer/chief financial officer of the Convention shall serve as recording secretary. The officers shall have the following duties:

A. Chairperson

1. Presides at all meetings of the Board.
2. Chairs the Executive Committee.
3. Assists the executive director as the director provides leadership in the planning and implementation of Convention operations and ministries.

4. Consults with the executive director ~~and secretary prior~~ **or his or her designee prior** to each meeting to set the agenda.
5. Appoints special committees as authorized by the Board.
6. Represents the Board in meetings of Convention agencies as invited to do so.
7. Serves the Board by carrying out responsibilities assigned to the chair.

B. Vice Chairperson

1. Assists the chairperson throughout the term as may be requested.
2. Presides at meetings of the Board and Executive Committee in the absence of the chairperson or at the request of the chairperson

C. Recording Secretary

The recording secretary is to keep an accurate record of the proceedings of the Executive Board and to file and ~~keep in order all papers deemed important to be preserved.~~ **preserve all corporate documents deemed essential and as required by law.**

~~Section 3. Election of Officers~~

~~B. Nominations~~

~~Nominations shall be made from the floor at the last regular meeting of the year. Nominations shall be made in this order: chairperson and vice chairperson.~~

~~B. Voting~~

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~~Election shall be by show of hands unless the chairperson with the appointed parliamentarian shall agree that the vote be by ballot. A majority of votes cast shall determine the person chosen.~~

~~C. Terms~~

~~Officers of the Board shall serve one-year terms and be eligible for one additional term. Terms begin immediately following the close of the last session of the annual meeting of the Convention. Should for any reason the office of chairperson be vacated prior to completion of the term, the vice chairperson shall become chairperson for the remainder of the term.~~

~~In such case, the vacancy of the vice chairperson would be filled at the next regularly scheduled meeting of the Board.~~

Section 4. Meetings

A. Authority

The Board shall meet at times and on a schedule that it adopts. The meeting date of the Convention should be a strongly influencing factor in the determination of when the Board meets.

The meetings should be calendared so as to supplement and facilitate the total work of the Convention in support of all Convention-adopted programs.

The meeting schedule of the Board shall be recommended to the Board by the Executive Director.

B. Meeting Times

The Board shall determine three-to-five years in advance the three times during each calendar year it meets.

C. Annual Meeting

The annual meeting of the Board shall be the one conducted prior to but not necessarily in conjunction with the annual Convention meeting. At this meeting, the Board will elect officers, may appoint committees, and consider other business as may come before the meeting.

D. Place of Meeting

The Board may designate any place within the State of Texas as the place of meeting.

E. Notice of Meetings

Written notice stating the place, day, and hour of any meeting of directors shall be delivered either personally, by mail, or by electronic means to each director, not less than 10 days or more than 60 days before the date of such meeting by or at the direction of the chairperson.

F. Special Meetings

Special meetings may be called by the executive director and/or the chairperson of the Board with the consent of two of the following: the vice chairperson of the Board, ~~and the president of the Convention, the and~~ vice presidents of the Convention; or ~~may be called by~~ not less than twenty percent (20%) of the directors.

The call for a special meeting shall state the purpose of the meeting, and the time, date, and place for the meeting. The special meeting shall be limited to the purpose stated.

G. Response Council

The Executive Board shall create a Response Council to address critical issues that demand a response or action from the Convention in between meetings of the Executive Board. The Response Council shall act provisionally and any action it takes must come before the Executive Board for revocation or ratification. As appropriate, the Response Council may recommend action to the Executive Committee. Any action taken by the Executive Committee shall also be provisional and must come before the Executive Board for revocation or ratification. The Executive Board may adopt and amend policies and procedures governing the membership, organization, and meetings of the Response Council.

~~HG.~~ Proxy Voting

There will be no proxy voting.

Section 5. Committees

Descriptions of the committees and duties of the Executive Board Committees will be described in the policy of the Executive Board as adopted by the Executive Board.

Section 6. Voting by ~~Mail or~~ Electronic Means

Any action required by law to be taken at a meeting of directors or any action which may be taken at a meeting of directors may be taken without a meeting if consented to and signed by a requisite number of directors of the Executive Board who are entitled to vote, either in writing, ~~by mail ballot, or~~ by electronic means, ~~or by some combination of both,~~ with respect to the subject matter thereof.

The requisite number is the number that would be necessary to take that action at a meeting at which the directors were present and voted. Where a specific business item may need action prior to a regular meeting, the chairperson, or the vice chairperson in ~~his~~ ~~the chairperson's~~ absence, may conduct the voting ~~by mail or by electronic means, or by some combination of both.~~

No vote shall be taken by electronic means ~~or by telephone~~ unless notice of such proposed vote to be taken has been communicated by electronic means, ~~or~~ in person, ~~by mail, by telephone, or by any of these means,~~ to all members of the Executive Board or to the committee or subcommittee proposing to take a vote at least three (3) business days prior to the first day on which votes will be accepted. ~~Notice by mail shall be deemed properly given if deposited in the U.S. Mail at least five (5) business days prior to such first day.~~

~~Voting by fax, email, dedicated website, any similar technology, or any combination of such means shall constitute "electronic means" for purposes of this and the following section.~~

"Signing" of a ballot or other confirmation of a vote by way of electronic means shall be broadly construed to permit effective utilization of such means.

~~In addition, committees and subcommittees of the Executive Board, together with any group authorized under Section F. of this article, but not the Executive Board as a whole, may take votes telephonically as a part of a committee or subcommittee meeting via conference telephone call or any other electronic conferencing media (and without necessity of a signed ballot).~~ Written memoranda or minutes shall be made of all meetings and votes undertaken by electronic means ~~or telephonically or by mail,~~ and shall be entered into the records of the Executive Board or the appropriate committee or subcommittee as of the next meeting in which the members assemble in person.

There will be no proxy voting and therefore voting ~~by mail or~~ by electronic means shall not be considered to be voting by proxy.

Section 7. Quorum

The directors holding one-half (50%) of the total votes which may be cast at any meeting shall constitute a quorum.

Section 8. Compensation

Directors shall not receive any salaries for their services but may receive reimbursement for appropriate travel expenses .

Article VII – Convention Employees

Section 1. Executive Director/Chief Executive Officer Recruitment

The Executive Board is to establish a search committee composed of seven (7) members of the Executive Board appointed by the chairperson and vice chairperson of the Executive Board and eight (8) members of the Convention-at-large appointed by the president and vice presidents of the Convention.

The chairperson and vice chairperson of the Executive Board and president and vice presidents of the Convention will nominate a chairperson of the Search Committee from among the fifteen (15) members. The Executive Board is to approve the Search Committee and the chairperson.

Section 2. Associate Executive Director/Chief Operating Officer and Treasurer/Chief Financial Officer Recruitment

The executive director with the chairperson and vice chairperson of the Executive Board and the president of the Convention shall compose the search committee for the associate executive director/chief operating officer and the treasurer /chief financial officer as needed.

Section 3. Vote Required for Decisions Regarding Employment

All Convention employees elected by the Executive Board shall be hired or terminated based on a vote of not less than two-thirds (2/3) of the plenary set of Executive Board members entitled to vote.

Section 43. Other Employees of the Convention

The executive director is authorized to employ other staff as needed in the plan of work and as provided by the financial plan of the Convention.

Article VIII – Amendments

These Bylaws may be changed or amended at any regular session of the Convention's annual meeting, except the last session of the meeting, provided said change or amendment is offered at the first session of the annual meeting, and carries over to some subsequent session during the same meeting, and then receives a two-third's majority of messengers present and voting in the session.