

CONSTITUTION AND BY-LAWS
THE BAPTIST RESOURCE NETWORK OF
PENNSYLVANIA/SOUTH JERSEY



CONSTITUTION

ARTICLE I-NAME

The name of this body shall be The Baptist Convention of Pennsylvania/South Jersey doing business as the Baptist Resource Network of PA/SJ (BRN).

ARTICLE II-NONPROFIT NATURE

The BRN is a nonprofit organization organized within the state of PA and shall have all the duties and powers herein. Notwithstanding the foregoing, the BRN shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III-PURPOSE

The BRN exists to assist and encourage every church within its geographical region to be a healthy, multiplying church – one that multiplies disciples, leaders, new ministries, and new churches.

- (a) Furnish cooperating, autonomous Baptist churches a means whereby they may effectively participate in the mission purposes of the Southern Baptist Convention.
- (b) Serve as a channel of communication and assistance between the churches, the associations, the Southern Baptist Convention, and its boards and agencies so that churches may perform tasks which cannot otherwise be accomplished.
- (c) The BRN shall have no ecclesiastical authority whatsoever and shall never assume to write creeds or to exercise other authority or control over any church.

ARTICLE IV-MEMBERSHIP

SECTION 1

The BRN shall have members. Members shall be churches that are defined as cooperating Baptist churches and have been approved for membership with the BRN. Churches desiring to be members and the removal of churches shall be evaluated in accordance with procedures outlined in the BRN Policy Manual.

To be eligible for membership, a church must meet the definition of a cooperating church which is a church that:

- (a) Regularly contributes to the Cooperative Program (CP),
- (b) Affirms in belief and practice the most recent *Baptist Faith and Message* (BFM) as adopted by the Southern Baptist Convention in Annual Session, and
- (c) Regularly completes the Annual Church Profile (ACP).

SECTION 2

The BRN shall allow member churches to participate in the voting affairs of the BRN's Annual Session. Member churches shall send messengers to the Annual Session to act on behalf of the member church. To be sent as a messenger, the individual must:

- (a) Be a member or active participant in good standing of the sending church, and
- (b) Personally affirm the most recent BFM in belief and practice.

SECTION 3

The number of Messengers selected by their respective churches shall be according to the following criteria:

- (a) A cooperating member church during the BRN's fiscal year preceding the Annual Session and/or during the current year is entitled to three (3) messengers.
- (b) Additional messengers from a church, up to a maximum of twelve (12), are authorized as follows:
 1. One additional messenger for each fifty (50) resident members reported in the ACP, not including members of chapels/missions.
 2. One additional messenger for a seven percent (7%) contribution to the Cooperative Program, and an additional messenger for each percentage point beyond that (indicated by a comparison of undesignated gifts reported in the ACP with BRN fiscal year receipts).
- (c) A mission not yet constituted shall be entitled to two (2) messengers in addition to the messengers of its sponsoring church.

SECTION 4: Removal of Messengers

If it becomes known that a messenger is not acting in accordance with the BFM, in faith and/or practice, such messenger may be removed in accordance with procedures outlined in the BRN Policy Manual.

ARTICLE V-OFFICERS

SECTION 1

The officers of the BRN shall be: President, Secretary, Treasurer, Executive Director, and the BRN Executive Board can add additional officers as necessary. Duties of Officers are explained in Articles I and III of the By-Laws.

SECTION 2

Annually, the President shall be nominated by the BRN Executive Board and presented to the messengers in Annual Session. This officer role shall be elected annually by at least a two-third's vote of the messengers present and voting at the BRN Annual Session. If the nominated candidate is not affirmed by two-third's vote, the BRN Executive Board will request a re-vote or present another candidate.

SECTION 3

The Executive Director shall be employed by the Executive Board for an indefinite period of time, in accordance with the BRN Personnel Manual. The Executive Director shall hold both the office of Executive Director and the office of Treasurer as long the Executive Board sees fit and reasonable, while adhering to state & federal regulations.

SECTION 4

The Executive Board shall select the secretary and treasurer, if different than the Executive Director, to serve for an appropriate term.

ARTICLE VI-MEETINGS

The BRN shall have an annual gathering which shall include member churches. At this gathering the messengers of member churches shall participate in the BRN annual business portions of the gathering. The annual business portion of the gathering shall be known as the Annual Session. The BRN will determine the meeting location, date, times, and other meeting details. In case of an

emergency, the President, with the consent of the Executive Board, may call a special business meeting.

ARTICLE VII-EXECUTIVE BOARD

SECTION 1: Board Composition

The Executive Board shall consist of four (4) members from each of the BRN's four (4) geographic regions, with one additional member from the largest region. From each region there shall be a minimum of at least one (1) layperson and one (1) pastor.

SECTION 2: Qualifications

Board Members must:

- (a) Affirm the most recently adopted *Baptist Faith and Message* in faith and practice.
- (b) Be a Member of a church that:
 1. Gives a minimum of 4% of the church's undesignated tithes and offerings to the Cooperative Program through the BRN. Exceptions will be evaluated in accordance with procedures outlined in the BRN Policy Manual.
 2. Completed the ACP from the most recent reporting year.
- (c) Sign and affirm the Conflict of Interest Policy.

SECTION 3: Removal of Executive Board Member

In the event that:

- (a) An Executive Board Member or his/her church does not meet the membership qualifications above, the member may be removed in accordance with procedures outlined in the BRN Policy Manual, which is approved by the board.
- (b) An Executive Board Member operates with a conflict of interest, the member may be removed in accordance with procedures outlined in the BRN Policy Manual, which is approved by the board.

SECTION 4

The President of the BRN shall be the Executive Board President. All Officers of the BRN serve on the Executive Board. In the event that such officers are employees of the BRN, they shall be non-voting, ex-officio members.

SECTION 5

The regular term of office for each member of the Executive Board shall be three (3) years with two (2) years or more constituting a full term. Board members may serve for two (2) consecutive terms after which one (1) full year must elapse before this person is eligible for re-election. Approximately one-third of the Board shall be elected each year. Members of the Executive Board shall take office at the appointed time as indicated by the Executive Board.

In the event that a region loses more than 50% of its representatives, the Executive Board shall appoint replacement members from that region within a reasonable time.

SECTION 6

The Executive Board shall be the corporate body of the BRN. It shall conduct the BRN's business between sessions, but shall not contravene action of the BRN.

ARTICLE VIII-COMMITTEES

SECTION 1

The BRN shall have the authority to elect such committees as needed.

SECTION 2

The BRN shall retain the authority to approve, alter, or reject any transactions made by these committees.

ARTICLE IX-FUNDS

SECTION 1

All designated funds and other assets to include real property accepted by the BRN shall be applied according to the designation of the donors.

SECTION 2

All undesignated funds and other assets to include real property received shall be distributed as directed by the Executive Board.

ARTICLE X-AGENCIES AND INSTITUTIONS

SECTION 1

Agencies and institutions deemed necessary to fulfill the general purposes specified in Article III shall be established, owned, and operated by the BRN.

SECTION 2

No institution or agency of the BRN shall launch any program or enterprise calling for expenditures of money apart from usual operating expenses without prior approval of the Executive Board.

SECTION 3

Any proposal relating to Sections 1 and 2 above must be presented to the Executive Board for study and shall be made publicly available at least sixty (60) days prior to the Annual Session of the BRN.

ARTICLE XI-PROCEEDINGS

The proceedings of the BRN, the report of the Executive Board, and such other useful information as the Secretary may be able to obtain shall be published and made available to cooperating churches.

ARTICLE XII-AVOIDANCE OF LEGAL ACTION

No action of the BRN shall be construed as authorizing its committees or boards to take any action that may be contrary to law.

ARTICLE XIII-INDEMNIFICATION OF OFFICERS, BOARD, EMPLOYEES, AND AGENTS

The BRN shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, board member, or employee of the BRN against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be

provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the BRN; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of board members who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

ARTICLE XIV-DISSOLUTION

Upon the dissolution of the BRN, assets, including real property, shall be distributed to a 501(c)(3) nonprofit ministry of like faith and practice, which shall be determined by the remaining BRN Officers.

ARTICLE XV-AMENDMENTS

This Constitution may be amended at any regular annual meeting by two-thirds approval of the members present and voting, provided that notice of the proposed changes shall have been made available to churches 90 days prior to the Annual Session.

BY-LAWS

ARTICLE I-DUTIES OF OFFICERS

SECTION 1

The President shall preside over the Annual Session. The President may appoint other committees when requested by the body. In the event of the President's disqualification or incapacity to serve, the Vice President shall succeed in order.

SECTION 2

The Secretary shall record and preserve the proceedings of the Executive Board, the Annual Session, any special called BRN business meetings, and shall have the proceedings of the Annual Session printed and distributed in accordance with Article XI of the Constitution. The Executive Board may choose to elect an Assistant Secretary who shall serve in the absence of the Secretary and/or assist as necessary.

SECTION 3

The President shall oversee the BRN's rule of order at the Annual Session and any Special Called Meeting. The President may appoint a Parliamentarian if there is just cause. The Parliamentarian shall assist the President as may be needed to adopt appropriate procedures to insure orderly conduct at the Annual Session or Special Called Meeting.

SECTION 4

The Executive Director shall be a non-voting, ex-officio member of all BRN committees, agencies and institutions.

ARTICLE II-COMMITTEES

SECTION 1

The Executive Board shall nominate for election the committees named in Sections 2 and 3 of this article and other committees as may be assigned to it.

SECTION 2

The Executive Board shall appoint the following committees, and any committee vacancies, to report to the next BRN Annual Session.

- (a) Nominating Committee: Shall be comprised of members of the Executive Board, be appointed by the Executive Board, and shall have at least one member from each region. The Nominating Committee shall nominate individuals for selection by the Executive Board to fill vacancies in committees and the Executive Board that may occur between Annual Sessions of the BRN.
- (b) The Credential and Enrollment Committee: The committee shall provide registration cards for messengers and guests at the Annual Session, and examine the credentials of all messengers.

SECTION 3

Constitution and By-Laws Committee, consisting of at least five members: The committee shall be nominated by the Nominating Committee. Terms of committee members shall be for three years; at least one member shall be elected at each annual session. The Chairperson shall be named by the Nominating Committee. The committee shall receive and review all proposed amendments to the Constitution and By-Laws and shall formulate whatever other amendments it may consider proper and report them to the BRN in the manner prescribed in the Constitution and By-Laws. The

Constitution and By-Laws committee shall approve or disapprove all proposed amendments and present such decisions to the Executive Board. Approval of amendments shall require two-thirds of the committee in order for the Executive Board to consider such proposal for amendment.

ARTICLE III-EXECUTIVE BOARD

SECTION 1: Duties

The Executive Board is the governing body of the BRN and shall administer its cooperative work according to the policies set forth by the BRN, maintain oversight of BRN agencies and institutions and recommend to the BRN an annual budget at the Annual Session.

The Executive Board shall employ such personnel as required to do the work of the BRN.

The Executive Board shall approve or disapprove proposed amendments to the BRN Constitution and By-Laws. Approval of amendments shall require a two-thirds vote of the Executive Board. Amendments approved by the Executive Board shall be presented to the Annual Session in accordance with Article XV of the Constitution and IV of the By-Laws.

SECTION 2: Membership

Members of the Executive Board shall be expected to attend all meetings unless providentially hindered. In such cases, notice shall be given to the Board. Two (2) successive absences without notification shall automatically terminate one's membership.

No persons employed by the Executive Board or agencies of the BRN shall be eligible for election to this Board.

SECTION 3: Meetings

The Executive Board shall hold at least three (3) meetings annually, including the meeting immediately prior to the Annual Session, with the other two meetings well-spaced during the year; the meeting place and agenda being determined by the President, the Executive Director-Treasurer, or by the Administrative Committee. An additional meeting may occur immediately after the Annual Session if necessary. A majority of the Board Members shall constitute a quorum.

SECTION 4: Officers

The BRN President is the President of the Executive Board. The BRN Secretary is the Secretary of the Executive Board. The Vice President shall be elected annually at the first meeting of the Executive Board. All officers will be members of the Executive Board.

SECTION 5: Committees

- (a) **STANDING COMMITTEES.** Following the election of officers of the Executive Board and prior to the next meeting of the Board, the Executive Board Appointment Committee shall appoint a chairperson and members to serve on all standing committees. As much as possible each committee should reflect regional representation. Whenever possible no more than one-third of each committee shall be replaced each year.

1. **Administrative Committee.** This committee shall be composed of approximately one-half of the membership of the Executive Board and will include the President, Vice President and Secretary of the Board, and others as appointed by the Executive Board Appointment Committee. The President shall serve as chairperson. The Administrative Committee shall serve as the Executive Board Ad Interim deciding on routine and emergency matters between sessions of the Executive Board and on all other matters

referred to it by the Executive Board including public relations, long range planning, legal matters, program review and personnel.

2. Finance and Operations Committee. This committee shall be composed of approximately one-half of the membership of the Executive Board. This committee shall counsel, plan and work with matters of budget planning and control, audits, resource development, loans, special offerings and other financial matters, as well as counsel, plan and work with matters related to overseeing properties, assets, and property insurance and contracts.
3. Executive Board Appointment Committee. This committee shall consist of the officers of the Executive Board (President, Vice President, and Recording Secretary). This committee will decide the makeup of the board committees each year, will appoint the chairpersons, and make recommendations to the Nominating Committee to fill vacancies on the Executive Board or committees that occur between Annual Meetings, and appoint persons for special committees of the Board. The President shall serve as chairperson.

(b) SPECIAL COMMITTEES. Special Committees may be formed by the Executive Board as needed. Their duties shall be those assigned to them when the committee is authorized.

SECTION 6: Executive Director-Treasurer

The Executive Director-Treasurer is the spiritual and administrative leader of the BRN and the Executive Board. He is employed by and is accountable to the Executive Board, serving in accordance with a job description adopted by the Executive Board.

When a vacancy occurs in the office of Executive Director-Treasurer, the Executive Board shall elect an Executive Director-Treasurer Search Committee.

The Executive Director-Treasurer Search Committee shall include the Executive Board President and the Administrative Committee shall nominate one additional member from each region of the BRN, and one member-at-large. The Administrative Committee also shall nominate the chairperson and vice-chairperson of the Search Committee for election by the Executive Board. All members of the Search Committee shall be members of cooperating churches in good standing. At least two members of the Search Committee shall be non-board members.

The election of a new Executive Director-Treasurer shall take place at a regular or a special called meeting of the Executive Board. At least 30 days' notice is required for this special called meeting. A majority of at least seventy-five percent of the Executive Board members present and voting shall constitute an approval of a job offer.

ARTICLE IV-AMENDMENTS

The By-Laws may be amended at any regular annual meeting by two-thirds of the members present and voting, provided that notice of the proposed changes shall have been made available to churches 90 days prior to the Annual Session.

ARTICLE V-PROCEDURE

The rule of order for Annual Sessions shall be left to the discretion of the President. In exercise of orderly session, the President shall be guided by, but not bound to follow, *Robert's Rules of Order, Revised*.