

## SECTION XI

### CONSTITUTION AND BY-LAWS THE BAPTIST CONVENTION OF PENNSYLVANIA/SOUTH JERSEY

#### ARTICLE I—NAME

The name of this body shall be The Baptist Convention of Pennsylvania/South Jersey.

#### ARTICLE II--PURPOSE

The Baptist Convention of Pennsylvania-South Jersey exists to glorify God by fostering spiritual transformation of people and communities with the Gospel.

The purposes of this body are as follows:

- (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 associations, the churches, the Southern Baptist Convention and its boards and agencies so that churches may perform tasks which cannot otherwise be accomplished.

#### ARTICLE III--MEMBERSHIP

##### SECTION 1

This Convention shall consist of messengers elected by cooperating Baptist churches, who regularly contribute to the work of this body, and who are in harmony with doctrines and principles generally held by Southern Baptists.

##### SECTION 2

Messengers shall be elected by their respective churches

- (a) A church that has been a financial contributor to causes of the Baptist Convention of Pennsylvania/South Jersey during the Convention's fiscal year preceding the annual meeting 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 Annual Church Profile, not including members of chapels, or
  - (2) One additional messenger for a seven percent (7%) contribution to the Cooperative Program and/or Convention causes, and an additional messenger for each percentage point beyond that (indicated by a comparison of undesignated gifts reported in the Annual Church Profile with Convention fiscal year receipts), or
  - (3) One additional messenger for each \$1,750 contribution to the Cooperative Program and/or Convention causes (indicated by Convention receipts of the fiscal year preceding).
- (c) A mission not yet constituted shall be entitled to two (2) messengers in addition to the messengers of its sponsoring church.

#### ARTICLE IV--OFFICERS

##### SECTION 1

The officers of this convention shall be: President, First Vice President, Second Vice President, Executive Director-Treasurer, Recording Secretary, Assistant Recording Secretary, Historian, and Parliamentarian.

## SECTION 2

The President and Vice-Presidents shall be nominated from the floor. The Recording Secretary, Assistant Recording Secretary, Historian, and Parliamentarian shall be nominated by the Nominating Committee. These officers shall be elected annually by the body and shall be duly installed at the closing session of the convention. They shall hold their offices until their successors are elected and installed.

- (a) No President shall be eligible to serve more than two (2) consecutive terms.
- (b) The election shall be by secret ballot when two (2) or more persons are nominated for the same office.
- (c) The President shall be elected before the Vice Presidents are nominated, and the First Vice President is to be elected before receiving nominations for the second vice president.

## SECTION 3

The Executive Director-Treasurer shall be employed by the Executive Board for an indefinite period of time.

## ARTICLE V--MEETINGS

This Convention shall meet annually as determined by the body. In case of an emergency the President, with the consent of the Executive Board, may call a special session.

## ARTICLE VI--EXECUTIVE BOARD

### SECTION 1

This Convention shall elect an Executive Board which shall consist of two (2) members from the cooperating churches (see Article III Section 1) of each regional area (defined as BRN West, BRN Central, BRN Philadelphia and BRN South Jersey) for the first 1000 church members or fraction thereof. One additional member shall be elected from each regional area for each additional 1000 members in the churches, not to exceed ten (10) members from any one region. One additional member may be elected per additional 5,000 church members up to a total of 15 from any one region.

MEMBERSHIP: Approximately 50% of the membership of the Board shall be drawn from laypersons. The balance shall be drawn from vocational ministers or their spouses.

### SECTION 2

The President, Vice Presidents and Recording Secretary of the Convention shall serve as members of the Executive Board. In the event that such officers are employees of the convention they shall be non-voting ex-officio members.

### SECTION 3

The regular term of office for each member of the 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 reelection. Approximately one-third of the Board shall be elected each year. Members of the Executive Board shall take office at the close of the annual meeting at which they are elected.

### SECTION 4

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

## ARTICLE VII--TRUSTEES AND COMMITTEES

### SECTION 1

This Convention shall have the authority to elect such trustees and committees as needed.

### SECTION 2

These trustees and committees shall make reports to this Convention on all responsibilities assigned to them.

### SECTION 3

This Convention shall retain the authority to approve, alter or reject any transactions made by these trustees and committees.

## ARTICLE VIII--FUNDS

### SECTION 1

All designated funds accepted by the Convention shall be applied according to the designation of the donors.

### SECTION 2

All undesignated funds received shall be distributed as directed by the Convention.

## ARTICLE IX--AGENCIES AND INSTITUTIONS

### SECTION 1

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

### SECTION 2

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

### SECTION 3

Any proposal relating to Sections 1 and 2 above must be presented to the Executive Board for study and published through the Penn-Jersey Baptist at least sixty (60) days prior to the annual meeting of the Convention.

## ARTICLE X--PROCEEDINGS

The proceedings of this Convention, the report of the Executive Board, and such other useful information as the Secretary may be able to obtain, shall be published and distributed annually among the churches.

## ARTICLE XI--AMENDMENTS

This Constitution 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 published sixty (60) days prior to the annual meeting, and provided changes shall have been presented to the Convention at the previous annual meeting in writing.

## BY-LAWS

### ARTICLE I - DUTIES OF OFFICERS

#### SECTION 1

The President of the convention shall preside over the sessions of the Convention. During the first three months following election, the President shall appoint a Committee on Committees consisting of one member from each regional area. The President may appoint other committees when directed by the body, and shall fill any vacancies that may occur on the Committee on Committees and on any other committee that the President has appointed. In case of the President's death or incapacity to serve, the vice presidents shall succeed in order.

#### SECTION 2

The Executive Director-Treasurer shall serve as Executive Director- Treasurer of the Convention and the Executive Board.

#### SECTION 3

The Recording Secretary shall record and preserve the proceedings of the Convention and shall have the same printed and distributed in accordance with Article X of the Constitution. The Assistant Recording Secretary shall serve in the absence of the Recording Secretary and assist as necessary.

#### SECTION 4

The Historian shall gather and preserve all appropriate papers and documents pertaining to the Convention, the associations, and the churches.

#### SECTION 5

The Parliamentarian shall be familiar with the rules of parliamentary procedure set forth in the current edition of Robert's Rules of Order and shall provide counsel to the presiding officer and to the Convention as may be needed to maintain correct and orderly procedure in the conduct of convention sessions.

#### SECTION 6

The President and the Executive Director-Treasurer shall be non-voting ex officio members of all Convention committees, agencies and institutions.

### ARTICLE II - COMMITTEES

#### SECTION 1

The Committee on Committees shall nominate for election by the Convention the committees named in Section 2 of this article and other committees as may be assigned to it. Prior to May 1 the chairperson shall convene the committee for the purposes of familiarizing themselves with their work and establishing procedures and timetables.

#### SECTION 2

The convention shall elect the following committees to report to the next regular session of the Convention. In the event a vacancy occurs between the annual sessions, the officers of the Executive Board shall nominate a replacement to be elected by the Board.

- (a) Program and Arrangements Committee, consisting of five members: The committee shall be responsible for recommending to the convention the time and place for the next annual meeting of the Convention. The committee's recommendation on time and place shall seek to offer plans that are at least two years in advance of the Convention to which it reports. The committee shall prepare for the annual session to which it reports the annual order of business, it shall arrange for all

speakers including the president's address and the annual convention sermon, it shall provide for reports and special events that inform the Convention on the activities of its various programs and future plans. The host pastor for the annual meeting being planned shall be an ex-officio member of this committee.

- (b) Nominating Committee, consisting of one member from each regional area: The committee shall nominate members of the Executive Board as outlined in Article VI of the Constitution and such other nominations as designated by the Convention. On or before March 31, the chairperson shall convene the committee for the purposes of familiarizing themselves with their work and establishing procedures and timetables.
- (c) Credential and Enrollment Committee, consisting of five (5) members: The committee shall provide registration cards for messengers and visitors and examine the credentials of all messengers.

### SECTION 3

Constitution and By-Laws Committee consisting of five members: The committee shall be nominated by the Nominating Committee. Terms of committee members shall be for three years; 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 Convention in the manner prescribed in the Constitution and By-Laws. The Nominating Committee shall nominate for election by the Executive Board persons to fill vacancies that may occur between annual sessions of the Convention.

## ARTICLE III - EXECUTIVE BOARD

### SECTION 1

#### 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.

Approximately 50% of the membership of the Board shall be drawn from laypersons. The balance shall be drawn from vocational ministers or their spouses. No persons employed by the Executive Board or agencies of this Convention shall be eligible for election to this Board.

### SECTION 2

MEETINGS: The Executive Board shall hold at least four (4) meetings during the convention year, including the meetings immediately prior to and immediately after the annual convention, with the other two meetings well spaced during the year; the meeting place and agenda being determined by the President and the Executive Director-Treasurer or by the Administrative Committee. A majority of the Board members shall constitute a quorum.

### SECTION 3

OFFICERS: The Officers of the Executive Board shall consist of a President, Vice President, and Recording Secretary to be elected annually at the first meeting of the Executive Board following the annual session of the Convention.

## SECTION 4 COMMITTEES

1. **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.

- (a) **Administrative Committee.** This committee shall be composed of approximately one third of the membership of the Executive Board and will include the President, Vice President and Secretary of the Board, the President of the Convention and others as appointed by the Executive Board Appointment Committee. The President of the Executive Board 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. In matters pertaining to program review and personnel Board members from the appropriate region shall provide advice and counsel.
- (b) **Budget and Finance Committee.** This committee shall be composed of approximately one-third 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, and special offerings.
- (c) **Operations and Property Committee.** This committee shall be composed of approximately one-third of the membership of the Executive Board. This committee shall counsel, plan and work with matters related to overseeing the properties, automobiles and insurance and contracts.
- (d) **Executive Board Appointment Committee.** This committee shall consist of the President of the Convention and the officers of the Executive Board. (President of the Board, Vice President of the Board, and Recording Secretary of the Board.) This committee will decide the makeup of the board committees each year, will appoint the chairpersons make recommendations to fill vacancies on the Executive Board that occur between Annual Meetings, and appoint persons for special committees of the Board. The President of the Board shall serve as chairperson.

2. **SPECIAL COMMITTEES.** Special Committees may be formed as needed. Their duties shall be those assigned to them when the committee is authorized.

## SECTION 5

**DUTIES:** The Executive Board shall administer its cooperative work according to the policies set forth by the Convention, maintain oversight of Convention agencies and institutions and recommend to the Convention an annual budget.

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

## SECTION 6

**EXECUTIVE DIRECTOR-TREASURER:** The Executive Director-Treasurer is the spiritual and administrative leader of the Convention and the Executive Board. He is employed by and is accountable to the Executive Board, serving in accordance with a position 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. A majority of at least seventy-five percent of the Executive Board members present and voting shall constitute a call.

The Executive Director-Treasurer Search Committee shall consist of the Convention President, the Executive Board President, in addition the Administrative Committee shall nominate one additional member from each region of the convention, and one members-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 affiliated with the convention. At least three members of the Search Committee shall be non-board members.

The Administrative Committee shall be guided by the principle of broad representation in nominating the regional and at-large members of the Search Committee. The Search Committee shall develop and implement procedures as they deem wise.

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 two weeks' notice is required for this special called meeting.

#### ARTICLE IV - AMENDMENTS

The By-Laws may be altered by a majority vote of the messengers present and voting at the business session of the same Convention, providing announcement of such has been made at a previous session of the same Convention.

#### ARTICLE V - PROCEDURE

The Rules of Order for the sessions of the Convention shall be "Robert's Rules of Order, Revised," but in cases where the meaning may not be clear, the President shall exercise his discretion, subject to appeal to the Convention.