

Amended and Restated Constitution and Bylaws

CONSTITUTION OF THE BAPTIST GENERAL CONVENTION OF THE STATE OF OKLAHOMA

ARTICLE I - NAME

This body shall be known as the Baptist General Convention of the State of Oklahoma.

ARTICLE II - CONSTITUENCY

Section 1. This convention shall consist of messengers elected by the Baptist churches cooperating with and contributing to the work of the convention.

Section 2. Each church shall be entitled to three (3) messengers and one (1) additional messenger for every fifty (50) members, provided that no church shall have over ten (10) messengers. Mission sponsoring churches shall be allowed one (1) additional messenger for each mission church sponsored, provided that the additional messenger must be drawn from the mission congregation.

ARTICLE III - OBJECT

Section 1. This convention shall have no ecclesiastical authority or power whatever and shall never assume to write creeds or to exercise judicial or legislative control over the churches.

Section 2. This convention is a purely cooperative body and its purpose shall be to furnish a means by which the churches of Christ in their sovereign capacity can work together in promoting all denominational enterprises which they deem necessary in carrying out the Great Commission.

ARTICLE IV - OFFICERS

Section 1.

A. The officers of the convention shall be a president, a first vice president, a second vice president, a recording secretary, an assistant recording secretary, a historical secretary, an executive director-treasurer, and one or more associate executive directors.

B. In the event of the removal from the state of the president while in office, or should his death make vacant the office, he shall be succeeded for the remainder of the term by the first vice president.

C. Should either of these contingencies again make the office vacant, the second vice president shall succeed for the remainder of the term.

Section 2.

A. The president, first vice president and second vice president shall be elected annually by the messengers of the convention and shall hold their respective offices until their successors are elected. The person receiving the majority of all votes shall be declared elected.

B. The recording secretary, assistant recording secretary and historical secretary shall be nominated to the convention by the committee on nominations. They shall hold their respective offices until their successors are elected.

C. The executive director-treasurer shall be elected by the convention and shall serve until his successor is elected.

D. One or more associate executive directors shall be elected by the board of directors upon recommendation by the executive director-treasurer.

Section 3. The chief executive officer of the convention shall be the executive director-treasurer. He shall supervise and administer all the affairs of the convention and all its activities, and shall represent and carry out the policies of the convention and the board of directors. He shall be an ex officio member of all boards and standing committees, including those of auxiliary corporations.

Section 4. The duties of other officers of the convention shall be those usually required in similar organizations.

**ARTICLE V - BOARDS, TRUSTEES AND STANDING
COMMITTEES, INCLUDING THOSE OF
AUXILIARY CORPORATIONS**

Section 1. This convention shall have power to elect such boards, trustees and standing committees, including those of auxiliary corporations, as may be necessary for the handling of the affairs of the convention. All such boards, trustees and standing committee members, including those of auxiliary corporations, shall be nominated to the convention in its annual session by the convention committee on nominations.

Section 2. These boards, trustees and standing committees, including those of auxiliary corporations, shall make annual detailed reports of all transactions fully covering all work committed to them by this convention.

Section 3. All boards, trustees and standing committees, including those of auxiliary corporations, shall institute and maintain their corporate charter and other documents controlling policy and operation in harmony with and conformity to the constitution of the Baptist General Convention of the State of Oklahoma.

Section 4. No boards, trustees and standing committees, including those of auxiliary corporations, shall launch any expansion project, major expenditure of capital funds, creation of debt for capital needs, or any significant change in usual operations except upon authority given by a vote of the convention or the board of directors.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. There shall be a board of directors elected by this convention through which this convention shall function in its cooperative work.

Section 2. The board of directors shall consist of sixty-four (64) members, plus the president, first vice president and second vice president, who shall be chosen by the convention; and the recording secretary, who shall be elected by the convention at the annual meeting. The term of office for the sixty-four (64) members shall be four (4) years. Sixteen (16) of them shall retire annually and shall not be eligible for re-election to this board for a period of one (1) year. The membership of this board shall include no less than sixteen (16) persons who are not ordained ministers of the gospel, including at least eight (8) men and at least eight (8) women.

The board of directors shall elect from the directors an executive committee consisting of not less than five (5) and not more than forty-one (41) members, including the president, recording secretary and executive director-treasurer of the convention. The executive committee shall at all times function as the board of directors of the corporation for legal purposes, and the acts of said directors of the convention shall be sufficient to bind the convention for all legal purposes, provided their action shall at all times be subject to and governed by the acts of the convention or of the board of directors elected by the convention, acting in the convention's place and stead.

Section 3. In case of vacancy of the executive director-treasurer, the senior associate executive director, if there be one, shall serve as executive director-treasurer until such time as the convention next meets. Should there not be a senior associate executive director, the board of directors shall elect an interim executive director-treasurer to serve until the convention next meets.

Section 4. Upon recommendation of the executive director-treasurer and the executive committee, the board of directors shall elect one or more associate executive directors, as the board of directors determine appropriate, and the editor of the *Baptist Messenger*. The executive director-treasurer may designate an associate executive director to the position of senior associate executive director.

Section 5. The board of directors shall make a general report of all of its actions at the annual meeting of the Baptist General Convention of the State of Oklahoma.

**ARTICLE VII - GENERAL CONVENTIONS
AND THEIR PROCEEDINGS**

Section 1. The convention shall hold its meetings annually at such time and place as it may determine. Special meetings may be called and the time and place of meetings may be changed by the officers of the convention with the consent of the board of directors in case of an emergency deemed sufficient to justify the action.

Section 2. The proceedings of the convention, including the report of the board of directors, shall be recorded, published and distributed annually among the churches.

ARTICLE VIII - SPECIAL FUNDS

All funds paid into the treasury of the convention for any special object shall be applied according to the designation of donors.

ARTICLE IX - CHANGE OF CONSTITUTION

Section 1. This constitution may be amended by a two-thirds vote of the messengers present at any session of any regular annual meeting provided that proposed amendment be submitted in writing one year before action is taken on same, or provided such amendments be recommended by the board of directors and published in the *Baptist Messenger* two months prior to the meeting of the convention.

Section 2. Section 1 of Article III and this Section 2 of Article IX shall not be changed or amended but shall be held inviolate.

BYLAWS

ARTICLE I - BOARD OF DIRECTORS

Section 1. The business and property of the Baptist General Convention of the State of Oklahoma shall be managed and controlled by the board of directors. The board of directors herein provided for shall only execute bonds, mortgages and other evidence of indebtedness by a three-fourths majority vote of the board of directors. It is understood that as many of these actions as practicable shall be presented to the general convention in annual session.

The number of directors shall be sixty-four (64) plus the president, first vice president, second vice president and recording secretary of the convention.

The president of the convention shall be president of the board of directors, and the recording secretary of the convention shall be recording secretary of the board of directors.

The board of directors shall be elected by a majority vote of the Baptist General Convention of the State of Oklahoma in its annual convention which meets from year to year. The term of office for the sixty-four (64) members, other than officers, shall be four (4) years. Sixteen (16) of them shall retire annually and shall not be eligible for re-election to this board for a period of one (1) year. The membership of the board of directors shall include not less than sixteen (16) persons who are not ordained ministers of the gospel, including at least eight (8) men and at least eight (8) women. In electing members of the board of directors, due regard shall be given to both geographical and numerical representation. The Committee on Nominations shall present one nominee for each recognized associational area. Additional nominee(s) shall be determined on the basis of one nominee for each additional 10,000 resident members of churches in a given associational area with the minimum being 20,000. Any board member elected from a specific associational area shall vacate the position when the person moves from that associational area.

At-large members may be elected from any area of the state. The number of at-large positions shall vary in accordance with the number of members elected from specific associational areas. An at-large member who moves from one associational area to another within the state shall retain the position.

The board of directors shall elect from the directors an executive committee consisting of not less than five (5) and not more than forty-one (41) members, including the president, recording secretary and executive director-treasurer of the convention. The executive committee shall at all times function as the board of directors of the corporation for legal purposes and shall perform only such duties as may be authorized in Article II of these Bylaws. The acts of said executive committee shall be sufficient to bind the convention for all legal purposes.

Section 2. In case any member misses two consecutive meetings of the board without giving advance notification to the office of the executive director-treasurer, the member shall be considered as having resigned.

Section 3. In case of any vacancy on the board of directors, the remaining directors by an affirmative vote of the majority thereof may elect a successor to hold the office for the unexpired portion of the term.

Section 4. The board of directors shall hold three meetings per year and such special meetings as the president in his judgment may call. In lieu of having a special called board meeting, the president and executive director-treasurer in emergency situations may poll the board by mail upon the appropriate committee's recommendation, and the matter shall be decided upon the unanimous vote of the membership of the board of directors.

Section 5. Thirty-two (32) members shall constitute a quorum for the transaction of business.

Section 6. The date and place for the annual meeting of the Baptist General Convention of the State of Oklahoma shall be set by the convention itself in annual meeting. The board of directors for good cause may change the time and place for the annual convention.

Section 7. The board of directors shall make a general report of all its actions at the annual meeting of the Baptist General Convention of the State of Oklahoma.

ARTICLE II - EXECUTIVE COMMITTEE

Section 1. The executive committee as described in Article I, Section 1 of these Bylaws shall act for the board of directors when the board of directors is not in session.

Section 2. The executive committee may perform such duties as may be referred to it for action from time to time by the board of directors. In addition, the executive committee may act upon matters that, in the judgment of the executive director-treasurer and the elected officers of the convention, require action before the next meeting of the board of directors. Such action by the executive committee shall be reported to the board of directors.

ARTICLE III - OFFICERS AND THEIR DUTIES

Section 1. Election of officers at the convention shall be by standing vote, unless a method of voting is changed by a majority of the messengers present and voting, as it pertains to the election of any particular officer.

Section 2. All officers and agents, other than those elected by the convention shall be subject to removal at any time by the affirmative vote of a majority of the whole board of directors. All officers, agents and employees, other than officers elected by the convention, shall hold office at the discretion of the board of directors.

Section 3. **PRESIDENT.** The president of the board of directors shall preside at all meetings of the board and by virtue of his office shall be a member of the executive committee. He shall have

general supervision of such matters as may be designated by the board of directors. He shall have authority to appoint all committees of the board of directors, in consultation with the first and second vice presidents and the executive director-treasurer of the convention. The president or any one of the vice presidents shall have the power and authority to sign deeds, mortgages, notes and other documents in behalf of the corporation, either of which signatures may be attested as hereinafter provided.

Section 4. EXECUTIVE DIRECTOR-TREASURER. The chief executive officer of the convention shall be the executive director-treasurer. He shall supervise and administer all the affairs of the convention and all its activities, and shall represent and carry out the policies of the board of directors and the executive committee of the convention. The executive director-treasurer shall have custody of all the funds and securities of the Baptist General Convention of the State of Oklahoma, and when necessary or proper shall endorse, on behalf of the convention for collection, checks, notes and other obligations, and shall deposit the same to the credit of the convention in such bank or depository as the board of directors may designate. The executive director-treasurer shall make annual reports of all funds or securities coming into his hands to the board of directors who shall audit and check the same and give the same their approval in writing.

The following procedure shall be followed in the event the office of executive director-treasurer becomes vacant:

(1) In the event the vacancy of the office of executive director-treasurer occurs between sessions of the convention, the senior associate executive director, if there be one, shall assume the responsibilities of the office until the convention next meets. Should there not be a senior associate executive director, the board of directors will elect a person to fill the office of interim executive director-treasurer until the convention next meets.

(2) A search committee of seven members of the board of directors shall be elected without nomination by the board of directors by secret ballot, the seven persons receiving the largest number of votes shall form the committee and the one receiving the largest number of all votes shall be chairman.

(3) When the committee has a nomination to make to the board, a meeting of the board of directors will be called to consider the recommendation, and the nominee may be elected by the board of directors by a majority vote, subject to approval of the convention.

(4) The person elected by the board of directors shall serve until the convention next meets, at which time the election of such person shall be approved or disapproved by a majority vote of the convention.

Section 5. RECORDING SECRETARY. The recording secretary shall keep the minutes of all meetings of the convention, including called meetings and votes taken by mail, and of the board of directors. He is authorized to attest with the president or any one of the vice presidents all contracts authorized by the board of directors or by the convention and affix the seal of the convention thereto;

and he shall perform all the duties incident to the office of the recording secretary, subject to the control of the board of directors.

Section 6. ASSISTANT RECORDING SECRETARY. The assistant recording secretary shall perform the duties of the recording secretary in his absence, and shall have the power to attest all contracts and legal documents of the convention and affix the seal thereto.

Section 7. GENERAL COUNSEL. The board of directors shall have the power to appoint a general counsel to represent the board of directors in such legal matters as may require legal action or advice.

ARTICLE IV - COMMITTEES

Section 1. NOMINATING COMMITTEE. The president shall appoint a fifteen (15) member nominating committee composed of persons from various geographical areas and size of churches. The committee shall meet at least twice, an orientation meeting prior to June 1, and a meeting to begin the nominating process prior to September 15. Between the two meetings, the committee shall provide opportunity for the general constituency to submit recommendations. The committee shall not recommend a fellow committee member or the member's spouse for nomination to any convention elected position. The nominating committee shall recommend to the convention in annual session: (1) persons to serve on the convention's board of directors and boards of all auxiliary corporations; (2) nominations for recording secretary, assistant recording secretary and historical secretary; (3) nominations for the elected convention committees; and (4) preacher for the following year's convention meeting. All persons nominated by the committee shall be contacted prior to the annual session to affirm their willingness to serve if elected.

Section 2. ANNUAL SESSION COMMITTEES. The president shall appoint the committees related to the annual session over which he presides. The basic committees are (1) Credentials, (2) Resolutions, and (3) Tellers.

Section 3. CONVENTION COMMITTEES. The Nominating Committee shall submit nominations for members of convention committees. Convention committees include (1) Ethics & Religious Liberty Committee, (2) Historical Commission, (3) Audit Committee and other committees that may be necessary from time to time. Members of all committees will be elected for three-year rotating terms; provided, however, members of the Audit Committee will be elected for four-year rotating terms.

Section 4. A member of any convention committee shall be considered as having resigned when missing two consecutive meetings without giving advance notification to the office of the executive director-treasurer.

ARTICLE V - STAFF MEMBERS

Upon recommendation of the executive director-treasurer and the administrative committee, the board of directors shall elect one or more associate executive directors and the editor of the *Baptist Messenger*. The associate executive directors, in consultation with the executive director-treasurer, shall employ the team members. Office workers shall be employed by the associate executive directors and team members in consultation with the executive director-treasurer. Salaries shall be in accordance with the remuneration scale set by the board of directors.

ARTICLE VI - BOARDS, TRUSTEES AND STANDING COMMITTEES, INCLUDING THOSE OF AUXILIARY CORPORATIONS

Section 1. The board of directors may establish auxiliary corporations working in connection with and in harmony with the Baptist General Convention of the State of Oklahoma. Such auxiliary corporations shall be subject to the general control of the board of directors of the convention.

Section 2. No boards, trustees and standing committees, including those of auxiliary corporations, shall launch any expansion project, major expenditure of capital funds, creation of debt for capital needs, or any significant change in usual operations except upon authority given by a vote of the convention or the convention's board of directors. This provision shall not apply to short term loans for current operations. Such short term loans shall not be made without the knowledge of the executive director-treasurer.

ARTICLE VII – LIABILITY

Indemnification of Directors, Officers, Employees and Agents

Section 1. INDEMNIFICATION The convention shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent (including volunteers) of the convention, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of this duty to the convention.

Section 2. AUTHORIZATION OF INDEMNIFICATION Any indemnification under this Article shall be made by the convention only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. Such determination shall be made: by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings; or if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in written opinion.

Section 3. NON-EXCLUSIVE INDEMNIFICATIONô The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the convention's certificate of incorporation or constitution, statutes, regulations, and agreement, any insurance purchased by the convention, vote of the disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the convention and shall inure to the benefit of the heirs and personal representatives of such person.

Section 4. INSURANCEô The convention shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the convention, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the convention would have the power to indemnify him against such liability under the provision of this Article.

ARTICLE VIII - BYLAWS

Section 1. The bylaws herein adopted shall conform to the constitution of the Baptist General Convention of the State of Oklahoma. In case of conflict between the bylaws and the constitution, the provisions of the constitution shall prevail.

Section 2. The convention shall have the power to amend these bylaws by a vote of two-thirds of the messengers present at any session of any annual meeting, or the board of directors shall have the power to amend the bylaws of the convention at any regular or specially called meeting by a vote of two-thirds of the entire membership of the board of directors, provided that the notice calling the board meeting shall specify that amendments to the bylaws will be voted upon at the particular meeting. In case of emergency, the bylaws may be amended at any general or specially called meeting of the board of directors without prior notice, provided three-fourths of the entire membership of the board of directors votes affirmatively.

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