

**PROPOSED AMENDMENTS TO
ARTICLES OF INCORPORATION AND BYLAWS OF
BAPTIST STATE CONVENTION OF NORTH CAROLINA, INC.**

Motion 1:

The Board of Directors moves that the first sentence in Articles VI.A. of the Articles of Incorporation be amended by deleting the phrase “by the Credential Subcommittee” as indicated by the “Current Reading” below and replacing it with the language as reflected in the “New Reading” set forth below:

Current Reading:

Those messengers who have been duly elected by cooperating churches, have been duly registered by the Credentials Subcommittee, and are in attendance at the annual meeting or special meeting of the Convention. . . .

New Reading:

Those messengers who have been duly elected by cooperating churches, have been duly registered, and are in attendance at the annual meeting or special meeting of the Convention. . . .

Motion 2:

The Board of Directors moves that Article II.F.10 and 12, entitled “Christian Higher Education Special Committee” and “Christian Social Services Special Committee” respectively, be deleted in their entirety as indicated in the “Current Reading” below, and a new Paragraph 13 in Article II.F. entitled “Convention Relations Special Committee” be added as indicated in the “New Reading” below, and the remaining paragraphs be renumbered; and that the following sections or portions thereof of Article II.D.2., Article II.F.1., Article II.F.2., Article II.F.6.a., Article II.F.7.a. and b., Article II.F.8.a. and b., Article II.F.9.a. and b., Article II.F.11.a. and b., Article II.F.13.b., Article II.F.14.b., and Article II.F.15.b. of the Bylaws be amended by deleting the sections or portions thereof as indicated by the “Current Reading” below and replacing each of them with the “New Reading,” as set forth below:

Article II.F.10. and 12.

Current Reading:

10. Christian Higher Education Special Committee
 - a. Composition. The committee shall consist of not more than twelve (12) members of the Board. Also, the committee shall consist of the following ex-officio members: the President, dean, the President or Chairperson of the

board of trustees, and the dean of the divinity school (if any) of each of the affiliated educational institutions. Each affiliated educational institution shall have one vote on matters brought before the committee (except as limited below) with the vote being exercised by the President (or designee) of each affiliated educational institution.

- b. Chair. The Chairperson shall be elected from one (1) of the members of the Board at its January meeting.
- c. Voting. No ex-officio member of the committee shall have a vote on appropriations or allocation of funds that may be made to the affiliated educational institutions.
- d. Purpose, Duties and Responsibilities. The Christian Higher Education Special Committee shall work to provide an effective program for the affiliated educational institutions without in any way hindering the trustee operation of any one of them. The committee:
 - (i) Shall devise ways and means for the proper correlation of the work and programs in the affiliated educational institutions;
 - (ii) Shall formulate and promote plans for increasing interest in higher education at Christian institutions in general and the affiliated educational institutions in particular; and
 - (iii) Shall report to the Board about the affiliated educational institutions.

...

12. Christian Social Services Special Committee

- a. Composition. The committee shall consist of not more than twelve (12) members of the Board. Also, the committee shall consist of the following five (5) ex-officio members: President of the Baptist Children's Homes of North Carolina, Inc. ("Children's Homes"); President of North Carolina Baptist Hospital ("Hospital"); Vice-President of the Division of Faith and Health Ministries ("Division"); and the President or Chairperson of the board of trustees of each institution.
- b. Chair. The Chairperson shall be elected from one (1) of the Board members at its January meeting.
- c. Voting. No ex-officio member of the committee shall have a vote on appropriations or allocation of funds that may be made to the Children's Home, Hospital and Division.
- d. Purpose, Duties and Responsibilities. The Christian Social Services Special Committee shall work to provide a well-integrated program for the

Children's Homes, Hospital and Division without in any way hindering the trustee operation of any one of them. The committee:

- (i) Shall consider problems common to all of the social service institutions, and keep the needs of these institutions before the Board and North Carolina Baptists;
- (ii) Shall cooperate with all ministries of the Convention in order to create a better understanding of all the problems involved in the ministries of these social service institutions; and
- (iii) Shall report to the Board about the Children's Homes, Hospital and Division.

New Article II.F.13.

New Reading:

13. Convention Relations Special Committee

- a. **Composition.** The committee shall consist of not more than twenty (20) members of the Board. Also, the committee shall consist of the following five (5) ex-officio members: President of the Children's Homes; Chief Executive Officer of the Hospital; the Hospital employee designated by its Chief Executive Officer responsible for overseeing its pastoral care ministries and its relationship with churches; Editor/President of the Recorder; and Executive Director of the Foundation.
- b. **Chair.** The Chairperson shall be elected from one (1) of the Board members at its September meeting.
- c. **Voting.** No ex-officio member of the committee shall have a vote on appropriations or allocation of funds that may be made to the Related Entities.
- d. **Purpose, Duties and Responsibilities.** The Convention Relations Special Committee shall work to provide effective ways for the Related Entities to assist the Convention in its support of the missions and ministries of its cooperating churches without in any way hindering the operation by the trustees and/or directors of any one of the Related Entities. The committee:
 - (i) Shall consider all issues to insure that the mission and ministries of the Convention and each of the Related Entities complement each other in existing efforts and in any new missions and ministries and such efforts support the missions of the cooperating churches;

- (ii) Shall strive to identify and eliminate, where possible, duplication of missions and ministries among the Convention and the Related Entities;
- (iii) Shall consider problems common to all of the Related Entities, and keep the needs of the Related Entities before the Board and North Carolina Baptists;
- (iv) Shall cooperate with all ministries of the Convention in order to create a better understanding of all the problems involved in the missions and ministries of the Related Entities; and
- (v) Shall report to the Board about the Related Entities.

Article II.D.2.

Current Reading:

2. Election of the Officers. At the January meeting of the Board, the following officers shall be elected by a majority vote of the Board, and they shall serve until their successors are elected and qualified: a President, a Vice-President, and a Board Secretary.

New Reading:

2. Election of the Officers. At the September meeting of the Board, the following officers shall be elected by a majority vote of the Board: a President, a Vice-President, and a Board Secretary. Their terms shall begin on January 1st following the September meeting of the Board at which the officers were elected and shall end on the later of December 31st of that calendar year or the election of their successors.

Article II.F.1.

Current Reading:

1. Selection of Committee Members. The President and Vice-President of the Board shall be responsible for assigning all newly elected Board members to one of the Board committees or the special committees. . . . Also, the President and Vice-President will review and take into consideration any recommendations furnished by the Executive Leader associated with the work of a specific committee. Any member of a special committee of the Board who is not a member of the Board shall not be serving at the same time on any Convention committee, any other special committee of the board of the Convention, or any board of the Convention's institutions, agencies, or the Hospital (all as hereinafter defined in Article III.A.).

New Reading:

1. Selection of Committee Members. After their election at the September meeting of the Board, the President-elect and Vice-President-elect of the Board shall be responsible for assigning all newly elected Board members to one of the Board committees or the special committees. . . . Also, the President-elect and Vice-President-elect will review and take into consideration any recommendations furnished by the Executive Leader associated with the work of a specific committee. Any member of a special committee of the Board who is not a member of the Board shall not be serving at the same time on any Convention committee, any other special committee of the Board of the Convention, or any board of the Convention's Related Entities.

Article II.F.2.

Current Reading:

2. Committee Meetings. The Business Services Special Committee, Christian Higher Education Special Committee, Christian Life and Public Affairs Special Committee, Christian Social Services Special Committee, Church Planting and Missions Partnerships Committee, Communications Committee, and Evangelism and Discipleship Committee shall meet for organizational purposes at the January meeting of the Board, at which time they shall elect a Chairperson. Such Chairperson shall serve until their successors have been duly elected and qualified. . . . The person or persons calling a committee meeting (other than the January meeting for organizational purposes) shall, at least seven (7) days before the meeting, give notice thereof, specifying the purpose for which the meeting is called, by any usual means of communication of which is capable of being confirmed by the Board Secretary.

New Reading:

2. Committee Meetings. The Business Services Special Committee, Christian Life and Public Affairs Special Committee, Church Planting and Missions Partnerships Committee, Communications Committee, Convention Relations Special Committee, and Evangelism and Discipleship Committee shall elect a Chairperson at the September meeting of the Board. Their terms shall begin on January 1st following the September meetings of the Committees at which the chairs were elected and shall end on the later of December 31st of that calendar year or the election of their successor. . . . The person or persons calling a committee meeting (other than the September meeting for election purposes) shall, at least seven (7) days before the meeting, give notice thereof, specifying the purpose for which the meeting is called, by any usual means of communication of which is capable of being confirmed by the Board Secretary.

Article II.F.6.a.

Current Reading:

6. Executive Committee.

- a. Composition. The membership of the Executive Committee is comprised of four (4) persons of the Board, elected at-large plus the following individuals serving on an ex-officio basis:
 - (i) President of the Board;
 - (ii) Vice-President of the Board;
 - (iii) Chairperson, Articles and Bylaws Special Committee;
 - (iv) Chairperson, Budget Special Committee;
 - (v) Chairperson, Business Services Special Committee;
 - (vi) Chairperson, Christian Higher Education Special Committee;
 - (vii) Chairperson, Christian Life and Public Affairs Special Committee;
 - (viii) Chairperson, Christian Social Services Special Committee;
 - (ix) Chairperson, Church Planting and Missions Partnerships Committee;
 - (x) Chairperson, Communications Committee;
 - (xi) Chairperson, Evangelism and Discipleship Committee;
 - (xii) President of the Convention;
 - (xiii) First Vice-President of the Convention;
 - (xiv) Second Vice-President of the Convention;
 - (xv) President, Baptist Associational Missions Conference; and
 - (xvi) President, North Carolina Baptist Men.

The committee as constituted the previous year shall remain intact until the January meeting of the Board with the exception of the newly elected Convention officers. The members of the Committee shall serve until their successors have been duly elected and qualified.

New Reading:

6. Executive Committee.
 - a. Composition. The membership of the Executive Committee is comprised of four (4) persons of the Board, elected at-large plus the following individuals serving on an ex-officio basis:

- (i) President of the Board;
- (ii) Vice-President of the Board;
- (iii) Chairperson, Articles and Bylaws Special Committee;
- (iv) Chairperson, Budget Special Committee;
- (v) Chairperson, Business Services Special Committee;
- (vi) Chairperson, Christian Life and Public Affairs Special Committee;
- (vii) Chairperson, Church Planting and Missions Partnerships Committee;
- (viii) Chairperson, Communications Committee;
- (ix) Chairperson, Convention Relations Special Committee;
- (x) Chairperson, Evangelism and Discipleship Committee;
- (xi) President of the Convention;
- (xii) First Vice-President of the Convention;
- (xiii) Second Vice-President of the Convention;
- (xiv) President, Baptist Associational Missions Conference; and
- (xv) President, North Carolina Baptist Men.

The three Convention officers shall serve during their terms of office. The Board shall elect the four (4) at large members to the Executive Committee at its January meeting; their terms shall end on December 31st of the calendar year in which they were elected. The term for all other members of the Executive Committee shall begin on January 1st and end on December 31st.

Article II.F.7.a. and b.

Current Reading:

- 7. Articles and Bylaws Special Committee.
 - a. Composition. . . . The remaining four (4) shall not be members of the Board when appointed. The President of the Board shall appoint the initial eight (8) members and then two (2) new members to this committee thereafter. Each subsequent annual appointment shall consist of two members: one (1) member from the Board and the other a non-member of the Board. The President shall appoint each initial committee member to serve for one (1),

two (2), three (3) or four (4) years in order to effectuate the staggered terms set forth herein. . . .

- b. Chair. The Chairperson of the committee will be selected by the President of the Board and shall be one of the eight members of the committee. . . .

New Reading:

7. Articles and Bylaws Special Committee.

- a. Composition. . . . The remaining four (4) shall not be members of the Board when appointed. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint the two (2) new members to this committee: one (1) member from the Board and the other a non-member of the Board; their terms shall begin January 1st. Any vacancy occurring during the President of the Board's term may be filled by the President's appointment. . . .
- b. Chair. The Chairperson of the committee will be selected by the President-elect of the Board and shall be one of the eight members of the committee. . . .

Article II.F.8.a. and b.

Current Reading:

8. Budget Special Committee.

- a. Composition. . . . The remaining four (4) will not be members of the Board when appointed. The President of the Board shall appoint the six (6) members currently serving on the Committee to terms as close as practical to the remainder of their current terms on the Committee; the President shall appoint the other two (2) members of the Committee to serve for one (1), two (2), three (3) or four (4) years in order to effectuate the staggered terms set forth herein. The President of the Board shall appoint two (2) new members to this committee thereafter. Each subsequent annual appointment shall consist of two members: one (1) member from the Board and the other a non-member of the Board. The President of the Board should strive to have diversity on the Budget Special Committee taking into account representation from churches of various sizes, types, and geographical areas, and representation by individuals who are lay persons and ministers and have expertise in budget, finance and Baptist life.
- b. Chair. The Chairperson of the committee will be selected by the President of the Board and shall be one of the eight members of the committee. . . .

New Reading:

8. Budget Special Committee.
 - a. Composition. . . . The remaining four (4) will not be members of the Board when appointed. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint two (2) new members to this committee: one (1) member from the Board and the other a non-board member; their terms shall begin January 1st. Any vacancy occurring during the President of the Board's term may be filled by the President's appointment. The President-elect of the Board should strive to have diversity on the Budget Special Committee taking into account representation from churches of various sizes, types, and geographical areas, and representation by individuals who are lay persons and ministers and have expertise in budget, finance and Baptist life.
 - b. Chair. The Chairperson of the committee will be selected by the President-elect of the Board and shall be one of the eight members of the committee.
...

Article II.F.9.a. and b.

Current Reading:

9. Business Services Special Committee.
 - a. Composition. The membership shall consist of twenty (20) members, eight (8) of whom shall be at-large members elected by the Board for four (4) year terms and twelve (12) of whom shall be members of the Board. . . .
 - b. Chair. The Chairperson shall be selected by the committee from its Board members at its January meeting.

New Reading:

9. Business Services Special Committee.
 - a. Composition. The membership shall consist of twenty (20) members, (12) of whom shall be members of the Board, and eight (8) of whom shall not be members of the Board; all members shall serve four (4) year terms. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint two (2) new non-Board members of the Committee. Any vacancy of non-Board members occurring during the President of the Board's term may be filled by the President's appointment. . . .
 - b. Chair. The Chairperson shall be selected by the committee from its Board members at its September meeting.

Articles II.F.11.a. and b.

Current Reading:

11. Christian Life and Public Affairs Special Committee
 - a. Composition. The committee shall consist of not more than sixteen (16) members, twelve (12) of whom shall be members of the Board. Also, the committee shall consist of four (4) at-large members serving four (4) year terms who are to be elected by the Board.
 - b. Chair. The Chairperson shall be elected from one (1) of the members of the Board at its January meeting.

New Reading:

10. Christian Life and Public Affairs Special Committee
 - a. Composition. The committee shall consist of not more than sixteen (16) members, not more than twelve (12) of whom shall be members of the Board. Also, the committee shall consist of four (4) members who are not serving on the Board and who shall serve four (4) year terms. After being elected at the September meeting of the Board, the President-elect of the Board shall appoint one (1) new non-Board members of the Committee. Any vacancy of non-Board members occurring during the President of the Board's term may be filled by the President's appointment.
 - b. Chair. The Chairperson shall be elected from one (1) of the members of the Board at its September meeting.

Article II.F.13.b.

Current Reading:

13. Church Planting and Missions Partnerships Committee
 - ...
 - b. Chair. The Chairperson shall be selected by the Committee from its members at its January meeting.

New Reading:

11. Church Planting and Missions Partnerships Committee
 - ...

- b. Chair. The Chairperson shall be selected by the Committee from its members at its September meeting.

Article II.F.14.b.

Current Reading:

- 14. Communications Committee

...

- b. Chair. The Chairperson shall be selected by the committee from its committee members at its January meeting.

New Reading:

- 12. Communications Committee

...

- b. Chair. The Chairperson shall be selected by the committee from its committee members at its September meeting.

Article II.F.15.b.

Current Reading:

- 15. Evangelism and Discipleship Committee

...

- b. Chair. The chairperson shall be selected by the committee from its committee members at its January meeting.

New Reading:

- 14. Evangelism and Discipleship Committee

...

- b. Chair. The chairperson shall be selected by the committee from its committee members at its September meeting.

Motion 3:

The Board of Directors moves that the effective date of the amendments in Motion 2 related (a) to the terms of office of the Board officers, committee chairs, Board committee members and special committee members, (b) to the time of appointment of committee members and committee chairs, and (c) to the time of election of Board officers, committee chairs, and committee members shall be July 1, 2018.

Motion 4:

The Board of Directors moves that the duties of the Committee on Nominations be amended by deleting each of the sections or portions thereof of Article I.C.6.a. of the Bylaws as indicated by the “Current Reading” below and replacing each of them with the “New Reading” as set forth below:

Current Reading:

6. Duties and Membership of Standing Committees
 - a. The Committee on Nominations shall consist of eighteen (18) members serving three (3) year terms, six (6) of which shall rotate off each year. Its duties shall be to nominate persons for election by the Convention to the committees listed in Article I.C.1 (b) – (d) of these Bylaws, such other committees as may be assigned to it, the chair of such Convention committees, the boards of trustees and directors of all institutions and agencies of the Convention, the Board, and such other nominations as may be delegated to the committee by the Convention, in accordance with the following procedures:
 - ...
 - (ii) This committee shall invite in writing each institution and agency to submit recommendations for vacancies for their respective institutions and agencies occurring annually or between annual meetings of the Convention. The committee shall invite individuals through the *Biblical Recorder* and the Convention’s website to submit recommendations for trustees and directors of institutions and agencies and for terms on the Board; this invitation shall include a current list of how many persons are to be elected to the Board in that year from each region. . . . Recommendations and supporting material shall be submitted early enough for the committee to acknowledge and carefully evaluate each recommendation and make an informed decision based upon character, churchmanship, and special skills required by the particular institution. All such materials shall be kept by the chair of the committee during the period of active work up to

and until the time of the Convention, and all such materials received from churches and individuals shall be shared upon receipt with the particular institution involved. . . .

(iii) When the committee meets to do its work, it shall give careful consideration to those who have been recommended from the various sources indicated above and to the fact that the trustees or directors of each institution or agency are close to that institution or agency, have expert knowledge of its needs and possibilities, possess an interest and concern for the institution or agency, and know the men and women who can best serve the institution or agency.

(iv) When considering nominations, the committee shall:

(a) Consult with the representatives of the boards of trustees and directors of the Convention's institutions and agencies for the purpose of determining the specific trustee or director skills needed;

(b) Consult as needed with persons making recommendations with respect to their recommendations for membership on the Board, the boards of trustees of institutions and the boards of directors of agencies;

(c) Share with the institutions and agencies its proposed nominations prior to notification of these nominees. This is for the purpose of further consultation, if further consultation is deemed necessary by either the Committee or the boards of trustees or directors;

. . .

(vi) No person shall be nominated to serve on more than one (1) Convention committee, board of the Convention, special committee of the board of the Convention (as hereinafter named in Article II.F.), or board of its institutions, its agencies, or the Hospital (all as hereinafter defined in Article III.A.) at the same time.

(vii) It is desirable that at least twenty-five percent (25%) of members nominated to all committees of the Convention, the Board, the boards of trustees and directors of the Convention's institutions and agencies shall come from churches with a membership under four hundred (400). It is desirable that no church shall have more than six (6) members serving at one (1) time on Convention committees, the Board, and the boards of directors or trustees of the Convention's institutions and agencies. . . .

- (viii) . . . If necessary, the committee, after prior consultation with and approval from the respective board of trustees or directors of any applicable institution or agency, shall be allowed to amend its report to the Convention in session to replace any previously reported nominee who has been determined to be unable to serve following the publication of the report of the committee to the Convention.
- (ix) . . . In addition, biographical material relating to any person proposed to be nominated from the floor of the Convention shall be given to the institution or agency involved and to the Committee on Nominations at least one (1) week prior to such meeting.

New Reading:

6. Duties and Membership of Standing Committees

- a. The Committee on Nominations shall consist of eighteen (18) members serving three (3) year terms, six (6) of which shall rotate off each year. Its duties shall be to nominate persons for election by the Convention to the committees listed in Article I.C.1 (b) – (d) of these Bylaws, such other committees as may be assigned to it, the chair of such Convention committees, the Board, the members of the boards of trustees and directors to be elected by the Convention of the Related Entities (as defined below), and such other nominations as may be delegated to the committee by the Convention, in accordance with the following procedures:

...

- (ii) The Related Entities (and individually, a “Related Entity”) are Baptist Children’s Homes of North Carolina, Inc. (“Children’s Homes”), North Carolina Baptist Hospital (“Hospital”), Biblical Recorder, Inc. (“Recorder”) and North Carolina Baptist Foundation, Inc. (“Foundation”). This committee shall invite in writing each Related Entity to submit recommendations for vacancies for its respective board occurring annually or between annual meetings of the Convention. The committee shall invite individuals through the *Biblical Recorder* and the Convention’s website to submit recommendations for trustees and directors of Related Entities and for terms on the Board; this invitation shall include a current list of how many persons are to be elected to the Board in that year from each region. . . . Recommendations and supporting material shall be submitted early enough for the committee to acknowledge and carefully evaluate each recommendation and make an informed decision based upon character, churchmanship, and special skills required by the particular Related Entity. All such materials shall be kept by the chair of the committee during the period of active work up to and until the time of the Convention, and all such materials received

from churches and individuals shall be shared upon receipt with the particular Related Entity involved. . . .

(iii) When the committee meets to do its work, it shall give careful consideration to those who have been recommended from the various sources indicated above and to the fact that the trustees or directors of each Related Entity are close to that Related Entity have expert knowledge of its needs and possibilities, possess an interest and concern for the Related Entity, and know the men and women who can best serve the Related Entity.

(iv) When considering nominations, the committee shall:

(a) Consult with the representatives of the boards of trustees and directors of the Related Entities for the purpose of determining the specific trustee or director skills needed;

(b) Consult as needed with persons making recommendations with respect to their recommendations for membership on the Board and the boards of trustees and directors of Related Entities;

(c) Share with the Related Entities its proposed nominations prior to notification of these nominees. This is for the purpose of further consultation, if further consultation is deemed necessary by either the Committee or the boards of trustees or directors of Related Entities;

. . .

(vi) No person shall be nominated to serve on more than one (1) Convention committee, Board of the Convention, special committee of the Board of the Convention (as hereinafter named in Article II.F.), or board of its Related Entities at the same time.

(vii) It is desirable that at least twenty-five percent (25%) of members nominated to all committees of the Convention, the Board, and the boards of trustees and directors of the Related Entities shall come from churches with a membership under four hundred (400). It is desirable that no church shall have more than six (6) members serving at one (1) time on Convention committees, the Board, and the boards of directors or trustees of the Related Entities. . . .

(viii) . . . If necessary, the committee, after prior consultation with and approval from the respective board of trustees or directors of any applicable Related Entity, shall be allowed to amend its report to the Convention in session to replace any previously reported nominee who has been determined to be unable to serve following the publication of the report of the committee to the Convention.

- (ix) . . . In addition, biographical material relating to any person proposed to be nominated from the floor of the Convention shall be given to the Related Entity involved and to the Committee on Nominations at least one (1) week prior to such meeting.

Motion 5:

The Board of Directors moves that the following miscellaneous amendments be made to Article III.B.2.c. and Article IV.D. of the Bylaws as indicated by the “Current Reading” below and replacing each of them with the “New Reading” as set forth below:

Article III.B.2.c.

Current Reading:

- c. No individual who is employed, either on a full-time or part-time basis, by the Convention or any institution, agency or affiliated educational institution of the Convention shall be eligible to serve on the board of directors or trustees of any institution or agency.

New Reading:

- c. No individual who is employed, either on a full-time or part-time basis, by the Convention or any institution or agency of the Convention shall be eligible to serve on the board of directors or trustees of any institution or agency.

Article IV.D.

Current Reading:

- D. Borrowings by Institutions and Agencies of the Convention

Upon approval of its trustees in accordance with its articles and by-laws, any institution or agency described in Article III.B. of the Bylaws shall have the authority to borrow money without approval of the Convention, Board or Executive Committee; provided that the Convention will not directly or indirectly be involved in or liable for such borrowing.

New Reading:

- D. Borrowings by Institutions and Agencies of the Convention

Upon approval of its trustees or directors in accordance with its articles and by-laws, any institution or agency listed in Article III.A.(1) of the Bylaws shall have the authority to borrow money without approval of the Convention, Board or Executive Committee; provided that the Convention will not directly or indirectly be involved in or liable for such borrowing.

