

**PROPOSED AMENDMENTS TO THE BYLAWS OF
BAPTIST STATE CONVENTION OF NORTH CAROLINA, INC.**

Motion One:

The Board of Directors moves that the messengers at the 2019 annual meeting amend the Bylaws by changing the designation of current Section H. in Article IV. entitled “Amendments to Bylaws” to Section I. in Article IV. and by adding the following new section as Article IV. H. entitled “Removal from Convention Position”:

H. Removal from Convention Position

This section shall apply to the President and Vice Presidents of the Convention as set forth in Article I.B.1.d., members of Convention committees as provided in Article I.C.2.e., at-large members of the Board as provided in Article II.A.1.b., any member of a special committee of the Board who is not a member of the Board as provided in Article II.F.1.b., and the Fruitland Directors as provided in subparagraphs (vii) and (viii) of Article II.G.2.a. (collectively, “Convention Positions”).

1. Any individual holding a Convention Position shall be removed from such Convention Position in the event that (1) such individual moves their residence from the State of North Carolina; or (2) such individual ceases to be a member of a cooperating church as defined in Article VI.A.3. of the Articles. In addition, any individual serving in a Convention Position may be removed for serious misconduct damaging to the people, mission, or ministry of the Convention, whether such conduct is related or unrelated to the individual’s duties in the Convention Position, in order to provide an environment that protects and promotes the Christian witness of the cooperating churches and their members. Such conduct shall occur or become known during the term of an individual serving in the Convention Position and shall exclude any controversy concerning a local church.

2. The Board shall apply this section related to an individual’s removal from a Convention Position and shall adopt appropriate policies which may include the delegation to its designees of the application of this section.

Motion Two:

The Board of Directors moves that the messengers at the 2019 annual meeting amend six sections of the Bylaws, Article I.B.1., Article I.C.2.e., Article II.A.1.b., Article II.B.1., Article II.F.1., and Article II.G.2.a., as follows:

Article I.B.1.

1. The current Article I.B.1. be amended by adding the following new paragraph at the end of existing subparagraph c. to Article I.B.1.:

- d. The President and the Vice-Presidents shall be members of cooperating churches as defined in Article VI.A.3. of the Articles. The President and Vice-Presidents may be removed from office for any of the reasons set forth in Article IV.H. of these Bylaws under the process described in that section.

Article I.C.2.e.

- 2. The current Article I.C 2.e. be deleted in its entirety and replaced with the following paragraph indicated as the “New Reading”:

Current Reading:

- e. The membership of members of Convention committees moving from this state shall be terminated upon the date of the move from this state. In addition, the membership of a member of a Convention committee shall immediately terminate in the event that either (1) the member fails to attend at least one (1) meeting of the Convention committee in each full calendar year of the member’s term; or (2) after the first full calendar year of the member’s term, the member fails to attend at least fifty percent (50%) of the meetings of the Convention committee measured from the beginning of the member’s term.

New Reading:

- e. The membership of a member of a Convention committee shall immediately terminate in the event that (1) the member fails to attend at least one (1) meeting of the Convention committee in each full calendar year of the member’s term; (2) after the first full calendar year of the member’s term, the member fails to attend at least fifty percent (50%) of the meetings of the Convention committee measured from the beginning of the member’s term; or (3) the member is removed for any of the reasons set forth in Article IV.H. of these Bylaws under the process described in that section.

Article II.A.1.b.

- 3. The current Article II.A.1.b. be deleted in its entirety and replaced with the following paragraph indicated as the “New Reading”:

Current Reading:

- b. In the event at-large members of the Board move from the region from which they were elected, their membership shall continue through the remainder of the calendar year. The membership of those moving from the state shall be terminated upon the date of the move from the state. In addition, the membership of an at-large member shall immediately

terminate in the event that either (1) the member fails to attend at least one (1) meeting of the Board in each full calendar year of the member's term; or (2) after the first full calendar year of the member's term, the member fails to attend at least fifty percent (50%) of the regular meetings of the Board measured from the beginning of the member's term.

New Reading:

- b. In the event at-large members of the Board move from the region from which they were elected, their membership shall continue through the remainder of the calendar year. In addition, the membership of an at-large member shall immediately terminate in the event that (1) the member fails to attend at least one (1) meeting of the Board in each full calendar year of the member's term; (2) after the first full calendar year of the member's term, the member fails to attend at least fifty percent (50%) of the regular meetings of the Board measured from the beginning of the member's term; or (3) the member is removed for any of the reasons set forth in Article IV.H. of these Bylaws under the process described in that section.

Article II.B.1.

- 4. The last sentence of Article II.B.1. be deleted in its entirety and replaced with the following sentence indicated as the "New Reading:"

Current Reading:

. . . No one who is employed by the Convention, or any institution or agency of the Convention as described in Article III.A.(1) below, whether the salary be total or supplemented, shall be eligible for at-large membership on the Board or as an at-large member (other than an ex-officio member) of any special Committee of the Board.

New Reading:

. . . No one who is employed by the Convention, or any institution or agency of the Convention as described in Article III.A.(1) below, whether the salary be total or supplemented, shall be eligible for at-large membership on the Board.

Article II.F.1.

5. The current Article II.F1. be deleted in its entirety and replaced with the following paragraph and subparagraphs with the entire section indicated as the “New Reading”:

Current 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. The assignment process and notification of assignments will be finished at least two (2) weeks prior to the January meeting of the Board. 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.

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. The assignment process and notification of assignments will be finished at least two (2) weeks prior to the January meeting of the Board. Also, the President-elect and Vice-president-elect will review and take into consideration any recommendation furnished by the Executive Leader associated with the work of a specific committee.
 - a. 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. Any member of a special committee of the Board who is not a member of the Board (other than an ex-officio member) shall not be employed by the Convention, or any institution or agency of the Convention as described in Article III.A.(1) below, whether the salary be total or supplemented.
 - b. Any member of a special committee of the Board who is not a member of the Board may be removed for any of the reasons set forth in Article IV.H. of these Bylaws under the process described in that section.

Article II.G.2.a.

6. The current Article II.G.2.a. be deleted in its entirety and replaced with the following language indicated as the “New Reading”:

Current Reading:

- a. The Fruitland Directors shall consist of twelve (12) members, each serving a four-year (4) term. One-fourth (1/4) of the members shall be elected each year at the September meeting of the Board. The term of service shall begin January 1. During the May meeting of the Executive Committee of the Board, the Chairperson shall appoint three (3) members of the Executive Committee to serve as a nominating committee for the purpose of recommending nominees for the Fruitland Directors to the Board. The Fruitland Directors shall comply with the following:
- (i) One-third (1/3) of the membership shall be chosen from the alumni of the Fruitland who may or may not be presently serving as members of the Board;
 - (ii) One-third (1/3) of the members shall be chosen from those presently serving on the Board when the member is elected;
 - (iii) One-third (1/3) of the members shall be chosen at large from among members of cooperating North Carolina Baptist churches not presently serving on the Board when the member is elected. The at large members should have expertise in budget, finance, and Baptist life;
 - (iv) At least four (4) of the members shall be laypersons;
 - (v) If for any reason a member of the Fruitland Directors shall cease to be a member of a church cooperating with this Convention, or shall remove residence from the state, membership on the Fruitland Directors will be thereby terminated. Vacancies on the Fruitland Directors shall be filled by the Executive Committee between sessions of the Board;
 - (vi) No person shall be eligible to succeed himself/herself as a member of the Fruitland Directors whether such service has ended through expiration of the term, resignation or otherwise until one (1) full term has elapsed; provided, however, that any member of the Fruitland Directors who shall have been elected to fill a vacancy of less than two (2) years shall be eligible to be re-elected to a full term; and

- (vii) No person shall serve as a Fruitland Director, who at the same time is employed, either partially or fully, by the Convention, or any institution or agency of the Convention.

New Reading:

- a. The Fruitland Directors shall consist of twelve (12) members, each serving a four-year (4) term. One-fourth (1/4) of the members shall be elected each year at the September meeting of the Board. The term of service shall begin January 1. During the May meeting of the Executive Committee of the Board, the Chairperson shall appoint three (3) members of the Executive Committee to serve as a nominating committee for the purpose of recommending nominees for the Fruitland Directors to the Board. The Fruitland Directors shall comply with the following:
 - (i) One-third (1/3) of the membership shall be chosen from the alumni of the Fruitland who are active members of cooperating churches as defined in Article VI.A.3. of the Articles and who may or may not be presently serving as members of the Board;
 - (ii) One-third (1/3) of the members shall be chosen from those presently serving on the Board when the member is elected;
 - (iii) One-third (1/3) of the members shall be chosen at large from among members who are active members of cooperating churches as defined in Article VI.A.3. of the Articles not presently serving on the Board when the member is elected. The at large members should have expertise in budget, finance, and Baptist life;
 - (iv) At least four (4) of the members shall be laypersons;
 - (v) No person shall serve as a Fruitland Director, who at the same time is employed, either partially or fully, by the Convention, or any institution or agency of the Convention.
 - (vi) No person shall be eligible to succeed himself/herself as a member of the Fruitland Directors whether such service has ended through expiration of the term, resignation or otherwise until one (1) full term has elapsed; provided, however, that any member of the Fruitland Directors who shall have been elected to fill a vacancy of less than two (2) years shall be eligible to be re-elected to a full term;
 - (vii) In the event that the Executive Committee becomes aware that a Fruitland Director should be removed for any of the reasons set forth in Article IV.H. of these Bylaws, then the Executive Committee shall immediately refer the issue of the potential removal of a

Fruitland Director to the Fruitland Directors. The Fruitland Directors have primary responsibility for the resolution of the issues concerning the potential removal of a Fruitland Director and shall report the resolution of the issues to the Executive Committee;

- (viii) In the event that the Fruitland Directors do not report the resolution of the issue of the potential removal of a Fruitland Director within ninety (90) days of its referral, then the Executive Committee may initiate the process set forth in Article IV.H. concerning the removal of an individual from a position in the Convention; and
- (ix) Vacancies on the Fruitland Directors shall be filled by the Executive Committee between sessions of the Board.