

STATE BOARD OF MISSIONS: BYLAWS

Last Revision November 2009 [Current 2010]

Bylaw 1: Statement of Facts and Intent

- A. This Corporation is a non-profit corporation of the State of Florida, organized and existing under and by virtue of Chapter 4854, Acts of 1899, Laws of Florida and Amended Charter as appears of record in Incorporation Record Book 27, at Pages 291-297 of the current public records of Duval County, Florida.

On August 20, 1992, the Florida Baptist Convention filed with the Florida Secretary of State, a Certificate of Reincorporation for the Florida Baptist Convention to comply with a revision in Chapter 617 of the State of Florida Statutes which deals with "Corporations Not-For-Profit."

- B. The Bylaws under which this Corporation has been operating were adopted December 7, A.D. 1926, by the Florida Baptist State Convention and by the Florida Baptist State Board of Missions on the 4th day of January, A.D. 1927. Said Bylaws appear on pages 19-21 of the Florida Baptist Annual for 1926. Subsequent revisions of these Bylaws were adopted by the State Board of Missions, on the 2nd day of September, A.D. 1960. These Bylaws were ratified and approved by the Florida Baptist State Convention at its 1960 annual session, held in St. Petersburg, Florida, November 16, A.D. 1960. Subsequently, revisions in specific Bylaws have been made as deemed necessary. It is the intent that the following shall be a complete revision thereof and that upon approval and adoption by the Florida Baptist State Convention, its Mission Board, and this Corporation that same shall supersede and replace all former Bylaws.
- C. The name of the mission group or mission board, which is incorporated as: "FLORIDA BAPTIST CONVENTION, INC." is now known as "The State Board of Missions of the Florida Baptist State Convention." Through the years, this entity has been frequently known and in common parlance referred to by various names, such as: "State Board of Missions of the Baptist Denomination of Florida," "Florida Baptist State Board of Missions," "Florida Baptist Board of Missions," "State Board of Missions," "The State Board of Missions," "The State Mission Board," and "The Florida State Mission Board." While such variations of the name are erroneous or have become obsolete, yet when so referred to they shall be considered as having reference to the mission group or board which is incorporated as "FLORIDA BAPTIST CONVENTION," and for convenience herein the contraction, "State Board of Missions," or "Board" is being used. The Florida Baptist State Convention will be referred to herein as "Convention" or "State Convention." The Florida Baptist Convention will be referred to herein as "Corporation" or the "Corporate Body."
- D. These Bylaws shall be included in the annual publication of the Florida Baptist Annual and the Board's Book of Policies. The latest issue of these publications shall include the most recent revisions approved by the Florida Baptist State Convention.

Bylaw 2: Board of Directors

A. Definition

The State Board of Missions functions as the board of directors of the Florida Baptist Convention, Inc., a Not-for-Profit Corporation. The affairs of the Corporation are managed and directed under the authority of this Board. Persons who serve on the State Board of Missions are elected and governed by the provisions set forth in the State Convention's Constitution and Bylaws, amended and approved by the duly elected messengers attending the annual meeting of the Florida Baptist State Convention, an unincorporated association of cooperating Baptist churches in the State of Florida.

B. Members

- (1) The State Board of Missions shall be composed of members elected from within the bounds of each cooperating Baptist association. The geographical distribution of Board members is to be made on the following basis of church membership as recorded in the associational statistical reports which appear in the prior year's published issue of the Florida Baptist Annual.
- (a) One Board member for 1-15,000 church members which shall increase by one Board member for each additional 15,000 church members or portion thereof;
 - (b) Total elected membership of the Board shall be at least 90 members and no more than 99 members. If the total membership is projected to fall below 90 persons or exceed 99 persons in the succeeding year, the basis of church membership shall be adjusted accordingly either by decreasing or increasing by 1,000 church members as needed.
 - (c) In no instance shall any association be permitted to have more than seven (7) elected Board member representatives.
- (2) Persons eligible for membership on the State Board of Missions are hereby divided into two groups – ordained to the gospel ministry and lay person:

- (a) One group shall be comprised of ordained persons whether they serve on the staff of a cooperating local church and/or an association. For the purposes of this bylaw, a person who has been ordained to the gospel ministry shall be classified as ordained, whether or not they are serving in a ministry capacity.
 - (b) The second group shall be comprised of lay persons who are not ordained to the gospel ministry and who are members in good standing with a cooperating local church. No more than three-fifths of the members of said Board shall be drawn from either grouping.
- (3) Not more than one person from any given cooperating local church shall serve on the State Board of Missions. An exception would permit an ex officio Board member and a regular Board member to hold membership in the same church and serve on the State Board of Missions concurrently.
 - (4) No person shall be nominated to serve on the State Board of Missions until after the person has been a member for at least one year of their present church. The Board member's church must be in friendly cooperation with the association which will be represented by the nominee. And the Board member's church must be affiliated with the Florida Baptist State Convention and give to world missions through the Cooperative Program.
 - (5) There will be three (3) ex officio members assigned to the Board. These shall include:
 - (a) The State Convention President who also will be a voting member of the Administrative /Personnel Committee.
 - (b) The Recording Secretary of the Florida Baptist State Convention.
 - (c) The Executive Director-Treasurer of the Florida Baptist Convention, Inc.
 - (d) The Recording Secretary and the Executive Director-Treasurer shall be without vote.
 - (6) The Board shall elect its own president and other officers.
 - (a) The President and Vice-President of the Board shall be the President and the Vice-President, respectively, of the Corporation.
 - (b) The Executive Director-Treasurer shall be the General Secretary of the Corporation.
 - (c) The Assistant Executive Director shall be the Assistant General Secretary of the Corporation.

C. Term of Office

- (1) Each member, with the exception of the ex officio members, shall be elected for a three-year term.
 - (a) A person elected to fill an unexpired term may serve for a shorter period.
 - (b) These Bylaws may specify other exceptions.
- (2) The terms of the President of the State Convention, the Recording Secretary of the State Convention, the Executive Director-Treasurer and the Assistant Executive Director shall be for such periods as they hold their respective offices or positions.
- (3) Terms will be for three years, with a Board member being eligible for a second term.
- (4) An unexpired term will be considered as a full term if the individual serves more than one-half of the time specified for the term.
- (5) Following service on the Board, a person will not be eligible for nomination until a period of three years has elapsed.
- (6) A variety of restrictions shall govern continued membership on the Board including the following exceptions:
 - (a) Membership on the Board shall cease when the Board member either: (1) moves from the state; or (2) moves their church membership to a congregation which cooperates with another association; or (3) ceases to be a member in good standing with a church that is in cooperating fellowship with the local Baptist association and/or the State Convention; or (4) becomes deceased. See item (7) that follows for clarification on residency.
 - (b) Additionally, a person's membership on the Board shall cease if the church of which they are a member either: (1) no longer cooperates with the local Baptist association; or (2) no longer cooperates with the State Convention, as defined by Bylaw 2 of these Bylaws, or (3) the church affiliates with another Baptist association.
- (7) A Board member shall retain membership on the Board should they change church membership to another cooperating Florida Baptist congregation cooperating with the same association from which the Board member was elected to represent. Additionally, a Board member may continue their Board service, although their residence may

change, as long as they either continue being a member in good standing or serving on the paid staff of the church cooperating with the same association from which the Board member was elected to represent.

- (8) Termination of membership on the Board will be recommended when a member accumulates three (3) consecutive unexcused absences at Board meetings. The Board may vote to excuse a member's single or accumulated absences for good and sufficient reasons.
 - (a) An absence shall be defined as not being physically present at the actual meeting of the full Board. While attendance at a Board committee meeting is essential for effective Board service, being present at a Board committee meeting shall not be considered in lieu of actual Board meeting attendance.
 - (b) The Board meeting days shall be those calendar dates annually approved by the Board. Attendance, excused absences, and unexcused absences shall be recorded at every Board meeting, with the exception of a member's absence at a post-Convention meeting shall not be considered as either excused or unexcused.
 - (c) A Board member who anticipates being absent for "good and sufficient reason" from a regularly scheduled Board meeting, is required to notify the Executive Director-Treasurer's Office no later than one day prior to the Board meeting. The definition of "good and sufficient reason" shall be left to the integrity and determination of the individual Board member.
 - (d) The Executive Director-Treasurer shall report to the Board all members who have notified him of their anticipated absence. The Board shall take action, then and there, by a simple majority affirmative vote, on a motion, "to excuse the recorded absence of those Board members who have communicated in advance concerning their anticipated absence from this regularly scheduled Board meeting."
 - (e) Failure to make advance notification of a planned absence, in addition to an actual absence from the Board meeting, shall be counted as an unexcused absence for the purposes of this Bylaw.
 - (f) The Executive Director-Treasurer immediately following the second meeting at which the member was absent, without excuse or without Board approval of their absence, shall notify a member who accumulates two unexcused absences.
 - (g) The Executive Director-Treasurer shall notify the Board upon the third consecutive unexcused absence of a member. The Board shall vote by simple majority, whether or not to terminate the membership status of the respective member and declare the existence of a Board vacancy.
- (9) Vacancies will be filled according to provisions outlined in Bylaw 7,H,4 of the State Board of Missions Bylaws.

D. Method of Election

- (1) Members of the Board, other than ex officio members, shall be elected by the State Convention in annual session.
- (2) The Committee on Nominations of the State Convention shall bring nominations for all vacancies.
- (3) Due to the recognized Baptist principle of the autonomy of various Baptist bodies, and while recognizing the value of an association's experience and advice, the Committee on Nominations shall not be bound to accept the suggested nominees from an association.
 - (a) If an association chooses to suggest nominees to the Committee on Nominations, the association should submit at least twice the number of persons required to fill the Board vacancies in that association.
 - (b) These nominees should be grouped as specified in Bylaw 2,B(2). Specifically, one group shall be comprised of ordained persons and members of the professional staff of a cooperating local church and/or an association; the second group shall be comprised of lay persons other than members of the professional staff of a cooperating local church and/or an association.
- (4) Notification of the final date for receiving suggestions will be made by the Committee on Nominations in the Florida Baptist Witness.
- (5) The Committee on Nominations shall indicate in its report to the State Convention, the total number of years each nominee has previously served on the Board.

E. Conflicts of Interest

The State Board of Missions shall adopt and adhere to a "Conflicts of Interest" policy statement and procedures that shall govern the conduct of Board members and employees of the Florida Baptist Convention, Inc. This policy shall emphasize the fiduciary duty and responsibilities these persons have to exercise their best care, skill and judgment for the sole benefit of the Convention. Each Board member shall be required to annually complete, sign and submit a Board-approved questionnaire on "Conflicts of Interest."

Bylaw 3: Provisions as Established by the State Convention

A. Organization

The State Board of Missions shall organize itself to carry out the work of the State Convention as committed to it.

- (1) The State Board of Missions shall elect annually an Administrative/Personnel Committee, which shall act as an executive committee of the Board, to be composed of:
 - (a) The President and Vice-President of the Board.
 - (b) The President of the Florida Baptist State Convention to be a voting member.
 - (c) The Recording Secretary of the Board to be an ex officio non-voting member.
 - (d) The chairmen of the standing committees.
 - (e) Eleven (11) other persons on the Board, to be elected by the Board.
- (2) The other standing committees shall be:
 - (a) Budget-Allocations
 - (b) Convention Properties
 - (c) Program
 - (d) Loans
 - (e) Denominational Polity and Practice
 - (f) Nomination of Board Committees
- (3) The president of the Board shall serve as chairman of the Administrative/Personnel Committee.

B. Special Works

The State Board of Missions shall have the following special works:

- (1) The State Board of Missions acts for the Florida Baptist State Convention between its annual meetings. Consequently, the State Board of Missions should counsel the agencies and institutions of the Florida Baptist State Convention between the State Convention's annual meetings. There should be a free exchange between all of the agencies and institutions of the Florida Baptist State Convention and the State Board of Missions.
- (2) Have full charge of state mission work, including church building funds and all other loan funds.
- (3) Make an annual estimate of the needs of the work supported by this State Convention and establish state objectives for all causes.
- (4) Provide for the current financial support in the operation and maintenance of its work.
 - (a) In carrying out its fiduciary responsibilities, the Board shall ensure, by whatever policy and/or procedures are practicable, that the provisions of the State Convention's Business and Financial Plan (as defined in Bylaw 17 of the Florida Baptist State Convention Bylaws) are followed.
 - (b) The Board, acting on behalf of the Florida Baptist State Convention, shall have the authority to approve financial loans, as defined by the State Convention's Bylaw 17,D and which are required by an agency, institution or the Florida Baptist Convention, Inc.
- (5) Develop, review, revise and approve appropriate policies to regulate assistance programs, ministries, services and procedures authorized by either the Florida Baptist State Convention or the Board.
 - (a) To facilitate administration and monitoring of financial assistance programs, the Board may annually appoint three-member oversight committees. These will include, but not be limited to, a Tuition Assistance Committee and a Ministers Emergency Assistance Committee.
 - (b) All policies of the Board and the Florida Baptist State Convention shall be collected and annually published in a Book of Policies, which shall be made available to any Florida Baptist upon request.

- (6) Authorize the establishment of a Florida Baptist Church Site Committee, which shall operate under Board-approved policy referred to as the Church Site Plan.
 - (a) The Church Site Committee shall be empowered to act on behalf of the Florida Baptist Convention Corporation to purchase, receive, otherwise acquire, and dispose of real and personal property on behalf of the Church Site Committee for the establishment of strategically located churches and missions. The Committee shall be authorized to recommend indebtedness for approval by the State Board of Missions within the guidelines of the Church Site Plan and the State Convention's Business and Financial Plan.
 - (b) The Administrative/Personnel Committee of the Board shall recommend any changes to the policies of the Church Site Plan. The Committee also will annually nominate persons to serve on the Florida Baptist Convention Church Site Committee for approval by the Board.
 - (c) The Convention Properties Committee of the Board will receive at least annually, a report on the work of the Church Site Committee.
 - (d) The Board shall review and approve all proposed changes to the policies of the Church Site Plan.
- (7) Employ an Executive Director-Treasurer. The Executive Director-Treasurer shall have the following primary responsibilities:
 - (a) Provide general supervision of all departments of work.
 - (b) Take charge of the funds of the Florida Baptist Convention, Inc., and hold same, subject to the order of the State Convention or the State Board of Missions, the Florida Baptist Convention, Inc., the incorporated body, during the recess of the State Convention.
 - (c) Make an annual report of all receipts and expenditures, which shall be audited and published in the Convention Annual.
 - (d) Ensure the publication of a Convention Annual each year.
 - (e) Serve as a non-voting member of all State Convention appointed and elected committees and State Board of Missions committees, or, he shall appoint persons to serve with him or in his behalf, when needful or when it seems wise to him to do so.
 - (f) Serve as an ex officio, voting member of any newly-created committee or study group authorized by the State Convention.
 - (g) Serve as an ex officio, non-voting member of all boards of trustees or directors of State Convention agencies and institutions. The Executive Director-Treasurer or his designee shall be permitted to attend all regular and special meetings, including executive sessions, of the respective boards and their committees.
 - (h) Serve as a permanent voting member of the Florida Baptist Convention Church Site Committee and the Board of Trustees of the Pembroke Foundation.
 - (i) Provide reasonable secretarial and staff assistance to the State Convention and its committees as specified in the Convention's Bylaws.
 - (j) In compliance with requirements by the Convention Corporation's auditor-of-record, the executive director-treasurer shall on a periodic basis submit his monthly travel expense reports to the State Board of Missions' President for review and sign-off.
- (8) Employ, upon recommendation of the Executive Director-Treasurer, all professional staff members and agents and employees as are found necessary to carry out its work.
- (9) The Administrative/Personnel Committee of the State Board of Missions is empowered to fully investigate any charges of misconduct which are brought against any elected or appointed official or committee member of the Florida Baptist State Convention or any person serving as a trustee or director of any agency or institution of the Florida Baptist State Convention.
 - (a) The basis for an investigation shall be any misconduct, unscriptural practices or behavior which may bring dishonor to the cause of Christ and to the position in which he or she serves.
 - (b) There may be any one of several actions which could cause the Administrative/Personnel Committee to undertake an investigation of removal. These would include, but not be limited to:

- [1] The individual's resignation or removal from a leadership position in his or her local church or association which was the result of the individual's misconduct, unscriptural practices or behavior which may bring dishonor to the cause of Christ.
 - [2] Requests by a local church or association that the Administrative/Personnel Committee remove an individual from a statewide elected or appointed leadership position. Such requests, which must be in writing and signed, shall be sent to the President of the State Board of Missions and the Executive Director-Treasurer.
 - (c) The Administrative/Personnel Committee shall establish its own procedure for investigating the charges. However, the Committee shall make every reasonable attempt to hear from both the party requesting the removal of an individual, as well as the individual being challenged. Once the Committee has made its determination, the Committee shall report its decision on a timely basis, to the parties involved.
 - (d) If the charges are substantiated and the elected or appointed official chooses not to resign his or her elected or appointed position, the Administrative/ Personnel Committee shall then recommend to the State Board of Missions the removal of that elected official, committee member, trustee or director of the Florida Baptist State Convention.
 - (e) A vote of removal requires a two-thirds vote of the members of the State Board of Missions present at the meeting during which the matter is presented. Should the action for removal be affirmed, the Board shall report its action and the existence of a position vacancy to the Committee on Nominations, if appropriate, and to the next annual meeting of the Florida Baptist State Convention.
- (10) The State Board of Missions may call special meetings of the State Convention as provided for in Article 12 of the Florida Baptist State Convention Constitution.
- (a) To call a special session of the Florida Baptist State Convention requires a two-thirds (2/3) affirmative vote of the total membership of the State Board of Missions.
 - (b) The Board members shall be polled by the Executive Director-Treasurer and the member's vote shall be secured in writing.
 - (c) The call and ballot for a special session of the Convention must be sent to each Board member with a written notice of the session and its purpose, at least thirty (30) calendar days before the session is to be held.
- (11) To provide oversight and financial resources for the Florida Baptist Historical Society, a non-corporate fraternal organization of the Florida Baptist State Convention. The Society, through its board of directors, shall promote and encourage the collection and preservation of materials and information related to the history of Southern Baptists in Florida.
- (a) The State Board of Missions shall: approve proposed policy and procedures developed by the Society's board of directors; appoint its board of directors; receive annual reports from its board of directors; and provide for an annual operating budget.
 - (b) As a result of authorization by the State Convention, the Florida Baptist Historical Society is expected to utilize a reasonable portion of the Society's annual operating budget for assisting the Florida Baptist Historical Collection in the acquisition of historical resources.
- (12) Shall establish guidelines and procedures by which to review and recommend actions on all pertinent matters pertaining to the theology, faith, practice and polity of Florida Southern Baptists, including the Florida Baptist State Convention, the State Board of Missions, cooperating Florida Baptist churches and cooperating Florida Baptist associations.
- (13) The Board shall assign to the appropriate committee the task of receiving, evaluating and recommending to the Board all requests to mortgage, sell or any transfer of ownership of any real property proposed by Florida Baptist State Convention related agencies, institutions and corporate and non-corporate entities. The assigned committee shall recommend to the Board whether or not to approve such request. Those requests approved by the Board shall then be recommended to the Florida Baptist State Convention for approval of the mortgage, sale or any transfer of ownership of any real property proposed by a State Convention related entity. This requirement shall not apply to land that was received as a gift or by other means and does not constitute an integral part of the entity's operations. Additionally, this requirement shall not apply to the Florida Baptist Convention Church Site Committee, which is governed by Bylaw 3,B,(6), State Board of Missions.

C. Quorum

Fifty-one percent of the membership shall constitute a quorum.

Bylaw 4: Officers

The officers of this Corporation shall be a President, a Vice-President, a Recording Secretary, a General Secretary, to be known as Executive Director-Treasurer, and an Assistant General Secretary, to be known as Assistant Executive Director.

A. President — The President of the State Board of Missions shall be the President of the Corporation. He shall perform the following duties:

- (1) Preside over all meetings of the Administrative/ Personnel Committee and the State Board of Missions.
- (2) Exercise all powers, duties, and functions incident to the presidency of similar corporations. With the Executive Director-Treasurer or the Assistant Executive Director, execute deeds, mortgages, and contracts relating to the purchase, sale, and encumbrancing of real property.
- (3) Appoint the Nomination of Board Committees Committee, using the other Board-elected officers to assist him if he so desires.
- (4) Appoint all special committees deemed necessary and appropriate by the Board.
- (5) Serve as a permanent voting member of the Florida Baptist Convention Church Site Committee.
- (6) Serve as an ex officio voting member of all standing and special committees of the Board.
- (7) In compliance with requirements by the Convention Corporation's auditor-of-record, the Board President shall on a periodic basis receive, review and sign off on the monthly travel expense reports of the executive director-treasurer.

B. Vice-President — The Vice-President of the State Board of Missions shall be the Vice-President of the Corporation. He shall perform the following duties:

- (1) Assist the President in the performance of his duties.
- (2) In the absence or disability of the President, perform the duties of the President, including the execution of deeds, mortgages, and contracts relating to the purchase, sale and encumbrancing of real property.
- (3) Perform any other duties as requested by the Board.

C. Recording Secretary — The Recording Secretary of the State Board of Missions shall perform the following duties:

- (1) Record the minutes of all meetings of the Board.
- (2) Perform any other duties as requested by the Board.

D. Executive Director-Treasurer — The Executive Director-Treasurer of the Florida Baptist Convention, Inc., shall perform the following duties:

- (1) Supervise and direct the entire mission program of the Convention, being subject at all times, to the direction and control of the State Board of Missions.
- (2) Perform those duties designated by the Corporation as described in Bylaw 3,B(7) of these Bylaws.
- (3) He shall execute with the President or Vice-President of the Corporation, all deeds, mortgages, and contracts relating to the purchase, sale, and encumbrancing of real property. He shall execute, in the name of the Corporation, partial releases and satisfactions of mortgages, subordination and subrogation agreements, conditional release agreements or reverter and reversion clauses contained in deeds or other documents for the life of any mortgage, trust indenture or bond, and shall affix or place the corporate seal upon all legal papers which require same.
- (4) Maintain complete and permanent records and accounts, and shall be the custodian of all property, books, papers, records, insurance policies, bonds, and other effects belonging to the Florida Baptist Convention, Inc., or pertaining to the work and affairs of the Florida Baptist Convention, Inc., the Board and the Corporate body.
- (5) Upon leaving the office, deliver to his successor, or such person as the Board shall designate, all property, books, papers, records, insurance policies, bonds, and effects of the Florida Baptist Convention, the Board and the Corporation.
- (6) Issue all notices for meetings of the Board or State Convention.
- (7) Perform all such other duties as may be requested by the State Convention or the Board.

E. Assistant Executive Director — The Assistant Executive Director of the Florida Baptist Convention shall perform the following duties:

- (1) Assist the Executive Director-Treasurer in the performance of his duties.
- (2) Perform the duties of the Executive Director-Treasurer in the absence or disability of the Executive Director-Treasurer. This task shall include the execution, along with the President or Vice-President, of deeds, mortgages, and contracts relating to the purchase, sale and encumbrancing of real property. He shall execute, in the name of the Corporation, partial releases and satisfactions of mortgages, subordination and subrogation agreements, conditional release agreements or reverter and reversion clauses contained in deeds or other documents for the life of any mortgage, trust indenture or bond, and shall affix or place the corporate seal upon all legal papers which require same.
- (3) Perform all other such duties as shall be assigned to him by the Executive Director-Treasurer and as may be requested by the State Convention or the Board.

Bylaw 5: Meetings

A. The State Board of Missions shall meet four (4) times annually, one of which meetings shall be held immediately preceding the annual meeting of the State Convention.

B. Special meetings of the Board may be called by the President of the Board or by the Executive Director-Treasurer as necessary.

C. The Florida Baptist Convention, Inc., will pay expenses for all meetings of the Board, except the pre-convention meeting, unless the Board member's church does not normally provide for expense reimbursement to attend the annual meeting of the Florida Baptist State Convention.

D. Meetings shall be held at Lake Yale Baptist Assembly, Leesburg, Florida, at least once a year and rotate to other locations within the limits of the State of Florida (i.e.: near institutions and agencies of the Florida Baptist State Convention) as needed and approved by the Board.

E. Although a quorum shall be specified in Bylaw 3,C, of these Bylaws, meetings may be held with less than a quorum, provided that no decision, resolution, vote, or action by less than a majority of Board members shall become effective.

F. Notices of regular meetings shall be sent by the Executive Director-Treasurer in writing at least ten (10) days in advance.

(a) Notices of special called meetings shall include the purpose for the meeting, unless it is of a confidential nature.

(b) Notices for meetings at which amendments to the Bylaws or the Charter are to be considered, shall include a copy of the proposed amendments.

G. Robert's Rules of Order Revised, so far as applicable, shall be followed when rules of order are needed.

Bylaw 6: Voting and Vacancies

A. Each member shall have one vote.

(1) The Recording Secretary of the Florida Baptist State Convention, the Executive Director-Treasurer and the Assistant Executive Director, shall not be permitted to vote on any issue.

(2) Proxies shall not be permitted.

B. Should any office in the Corporation become vacant, the vacancy shall be filled by election from within the Board. This provision shall not apply to the Executive Director-Treasurer or the Assistant Executive Director.

Bylaw 7: Committees

A. General Provisions

(1) There shall be the following standing committees namely: Administrative/Personnel, Budget-Allocations, Convention Properties, Program, Loans, Denominational Polity and Practice, and Nomination of Board Committees.

(2) The members of the standing committees, with the exception of the Nomination of Board Committees, shall be elected by the State Board of Missions during the first regular meeting after the meeting of the Florida Baptist State Convention.

(3) The Nomination of Board Committees Committee shall be appointed by the President of the State Board of Missions.

- (4) The standing committees shall be entitled to have and elect subcommittees from their own members. Such subcommittees shall be responsible and report to the standing committee which elects them.
- (5) Members of the Nomination of Board Committees Committee may serve on one additional committee, since their main function is at the beginning of the Convention year.

B. Administrative/Personnel — The membership of this committee shall be as set forth in Bylaw 3,A(1). The duties of the Administrative/Personnel Committee shall be:

- (1) To function between meetings of the State Board of Missions, acting as an executive committee of the Board having full authority to act on behalf of the Board, with the understanding that such actions shall be subsequently reported to the Board. If requested to do so by the Administrative/Personnel Committee, and/or as a result of bylaw or other legal requirements, the full Board shall vote whether or not to ratify such actions.
- (2) To give general direction to the operations of the State Board of Missions.
- (3) To serve as the Personnel Committee.
 - a. To review the position descriptions, specification sheets, and make recommendations to the State Board of Missions for the employment of professional (Board-elected) staff.
 - b. To determine and recommend to the Budget-Allocations Committee the annual salary adjustments (merit and cost-of-living) if any, for inclusion in the annual budget.
 - c. To annually review and approve all personnel policies for the staff of the Florida Baptist Convention.
- (4) To assure that all recommendations to the State Board of Missions and to the State Convention are in keeping with the Constitution, Bylaws and Business and Financial Plan, and to make recommendations regarding changes in the official documents of both the Florida Baptist State Convention and the State Board of Missions.
- (5) To serve as the liaison between the Florida Baptist Convention and other Baptist groups in denominational relationships.
- (6) To establish guidelines and policies related to the program of stewardship and the promotion of the Cooperative Program.
- (7) To evaluate and recommend to the State Board of Missions all proposals related to program expansion and to the establishment of new programs of the Florida Baptist Convention.
- (8) To relate to the Annuity Board of the Southern Baptist Convention in providing retirement and annuity benefits for the staff, pastors and other church workers related to the Florida Baptist Convention.
- (9) To review legal matters related to the Florida Baptist Convention as needed.
- (10) To give general direction to the program of public relations of the Florida Baptist Convention.
- (11) To recommend all changes to the policies of existing financial assistance programs for approval by the State Board of Missions.
- (12) To annually nominate persons to serve on the Florida Baptist Convention Church Site Committee for approval by the State Board of Missions.
- (13) To annually nominate persons to serve on the Board of Directors of the Florida Baptist Historical Society for approval by the State Board of Missions. The committee shall have the option to receive recommendations on nominees from the then current Society's board of directors.
- (14) To carry out any special works as defined by Bylaw 11,G, of the Florida Baptist State Convention Bylaws.
- (15) To accept the responsibility of other matters not assigned to other committees of the State Board of Missions.

C. Budget-Allocations — The duties of the Budget-Allocations Committee of the State Board of Missions shall be:

- (1) To serve as the budget planning and budget control committee of the State Board of Missions, and to recommend the annual budget of the Florida Baptist Convention to the State Board of Missions.
- (2) To examine all audits of the agencies of the Florida Baptist State Convention, including the Florida Baptist Convention, Inc., and to report on each to the State Board of Missions.

To facilitate the fulfillment of this requirement, the Committee shall follow two procedures, one for the Convention Corporation, and a separate parallel procedure for the other agencies of the State Convention.

- a. Each agency shall select and employ a certified public accountant to conduct an annual audit of their financial records and accounts in keeping with standards defined by the Financial Accounting Standards Board (FASB). Copies of these annual audits shall be secured and distributed according to the procedures defined by the "Business and Financial Plan" [Bylaw 16(M), Bylaws, Florida Baptist State Convention].
 - b. The Budget-Allocations Committee shall meet with the Convention Corporation's certified public accountant of record at the May meeting of the State Board of Missions each year to hear the auditor's presentation and review the audit and management letter.
 - c. Each year the chairman of the Budget-Allocations Committee shall appoint a five member Audit Subcommittee selected from the membership of the Budget-Allocations Committee.
 - d. The Audit Subcommittee shall annually meet with the certified public accountant(s) of record for each State Convention agency at the May meeting of the State Board of Missions to hear the respective auditor's presentation and review each agency's audit and management letter. The Subcommittee shall report its findings to the full Budget-Allocations Committee.
 - e. The Budget-Allocations Committee shall receive the report on the audit of the Convention Corporation and the Audit Subcommittee's report on the audits of the State Convention agencies and make a determination for a final report to the State Board of Missions.
 - f. In the event that issues identified in any agencies' audit management letter need further consideration (including the Convention Corporation), the Audit Subcommittee shall follow these procedures:
 - [1] Letters will be sent from the Audit Subcommittee to the chief executive officers and board chairmen of each agency/institution requiring written responses to comments and recommendations in audit management letters.
 - [2] The Audit Subcommittee will meet each year before the summer meeting of the Budget-Allocations Committee to review the written responses from agencies/institutions. Chief executive officers of the agencies/institutions will be present for the meeting if requested by the Audit Subcommittee.
 - [3] Copies of all audit reports and written responses to audit management letters are to be kept in an ongoing confidential file in the Business Services Division Office.
 - [4] Each year, prior to the May meeting with the auditors, the director of the Business Services Division will advise the Audit Subcommittee chairman of the file and any ongoing concerns from prior years.
 - [5] Ongoing, unresolved concerns will be referred to the Budget-Allocations Committee if additional action is deemed necessary.
- (3) To coordinate and oversee all planned giving activity of the Florida Baptist State Convention, Inc. These tasks shall include, but not be limited to, the following:
- a. To review the development, implementation of and compliance with the Board's policies on planned giving;
 - b. To establish and monitor guidelines for the evaluation and acceptance of non-cash gifts;
 - c. In consultation with the Executive Director-Treasurer of the Florida Baptist Convention, to recommend to the Board for its review and final determination on the acceptance by the Corporation any contribution, including any designated gift, planned gift, bequest or devise that may or may not conform to existing policies on planned giving;
 - d. To establish guidelines and review any proposal that involves the naming of a Convention owned real property, facility or building in the honor and/or memory of any person(s) living or deceased, and to make such appropriate recommendations to the Board for its review and final determination;
 - e. To receive status reports from the Executive Director-Treasurer on the filing of appropriate notification and registration forms with the appropriate state government regulators related to charitable solicitation, charitable gift annuities and charitable remainder trusts;
 - f. To review staff administration goals and benchmarks for implementing planned giving policies and obtaining planned gifts;
 - g. To ensure that the intent and spirit of the State Convention's "Business and Financial Plan" dealing with "Designated Gifts" is followed.

- (4) To monitor all Endowment Fund(s), Special Fund(s) and undesignated investment fund(s) established by and for the benefit of the Florida Baptist State Convention, the State Board of Missions, the Florida Baptist Convention, Inc., the Florida Baptist Historical Society, and/or any financial assistance program operated by the State Board of Missions. Such monitoring tasks may include, but not be limited to the following:
 - a. To serve as the Board's Investment Committee for any Endowment, Special Fund(s) or undesignated investment fund(s) which were not previously assigned to any other entity and which tasks shall include: recommending to the Board all investment objectives and policies of the respective funds; determining the overall asset allocation of investments; appointing and evaluating investment managers; monitoring the implementation and performance of the fund(s); and ensuring that procedures are consistent with the State Convention's Business and Financial Plan, and/or the Internal Revenue Code, and/or the Florida Uniform Management of Institutional Funds Act, to the extent applicable.
 - b. To receive and review the annual investment performance reports of any and all funds as required by Board policy;
 - c. To review and recommend to the Board any disbursements as required by Board policy or the respective fund's operating guidelines;
 - d. To review and recommend to the Board any donor requests for special provisions, memorials or other special recognitions associated with their financial contribution to any existing or newly established Endowment Fund or Special Fund; and
 - e. To review and recommend to the Board any revisions, additions, and deletions to Board policies which govern any one and/or all Endowment Fund(s), Special Fund(s), or undesignated investment fund(s).
 - f. Each year the chairman of the Budget-Allocations Committee shall appoint a three-member Investment Subcommittee selected from the membership of the Budget-Allocations Committee. The chairman shall designate the subcommittee's chairman and vice-chairman.
 - [1] The subcommittee shall meet at least three times a year, generally prior to the scheduled meetings of the Board. And if necessary the subcommittee may meet at other times and, if feasible, by electronic video and/or other audio means.
 - [2] The subcommittee shall be responsible to generally perform the fiduciary responsibilities assigned to the Budget-Allocations Committee related to endowment funds, special funds and undesignated investment funds as herein defined in Bylaw 7C(4),(a)(b)(c)(d)(e). The subcommittee shall advise the Budget-Allocations Committee of any germane investment and related issues that require the attention and/or action of the Committee and/or the State Board of Missions.
 - [3] The specific responsibilities of the subcommittee shall be to provide counsel to the Convention staff (i.e. Executive Director-Treasurer, Business Services Division Director, and Accounting Director, among others) regarding: investment objectives and policies; allocation of assets that comprise the Convention's endowment funds, special funds and undesignated investment funds; the selection and retention of any third-party investment managers and/or advisors; and any related tasks.
 - [4] The subcommittee shall receive reports from Convention staff at each meeting regarding: the several endowment funds, special funds and undesignated investment funds; the respective funds' year-to-date balances; the respective funds' earnings and/or loss performances; and any other germane matters to inform the subcommittee on the overall performance of the Convention's invested funds.
 - [5] The subcommittee shall report to the Budget-Allocations Committee, during its regularly scheduled meetings, on the status of the Convention's several endowment funds, special funds and undesignated investment funds.
- (5) To consider all requests for expenditures not included in the budget and/or previously approved by the State Board of Missions.
- (6) To consider requests of the Florida Baptist State Convention institutions and boards for loans whether or not repayment of the loan requires funds from the Florida Baptist Convention.
- (7) To review the budget reports of the Florida Baptist Convention, Inc., and other Florida Baptist agencies and non-corporate entities related to the State Board of Missions. The Executive Director-Treasurer will review Cooperative Program income at each meeting of the State Board of Missions and provide an analysis of budgetable income.
- (8) To assure that the Business and Financial Plan of the Florida Baptist State Convention is followed by all institutions and boards of the Florida Baptist State Convention.

- (9) To receive and evaluate all budget requests for funds required by Florida Baptist Convention ministries, programs and non-corporate entities, which are the responsibility of the State Board of Missions. The Committee shall receive and evaluate all requests to conduct any special campaigns and offerings proposed by Florida Baptist State Convention agencies, institutions, non-corporate entities, including Florida Baptist Convention programs.
- (10) To accept other responsibilities as assigned by the State Board of Missions.

D. Convention Properties — The duties of the Convention Properties Committee of the State Board of Missions shall be:

- (1) To study the needs for properties of the programs of the Florida Baptist Convention and make recommendations to the State Board of Missions regarding the acquisition of new property, the sale of Florida Baptist Convention-owned property, the construction of new buildings and the major remodeling or repairing of existing buildings and equipment, including major improvements on Convention property.
- (2) The Committee shall receive, evaluate, and recommend to the Board all requests to mortgage, sell or any transfer of ownership of any real property proposed by Florida Baptist State Convention related agencies, institutions and corporate and non-corporate entities. The assigned committee shall recommend to the Board whether or not to approve such request. Those requests approved by the Board shall then be recommended to the Florida Baptist State Convention for approval of the mortgage, sale or any transfer of ownership of any real property proposed by a State Convention related entity. This requirement shall not apply to land that was received as a gift or by other means and does not constitute an integral part of the entity's operations. Additionally, this requirement shall not apply to the Florida Baptist Convention Church Site Committee, which is governed by Bylaw 3,B,(6), State Board of Missions.
- (3) To propose necessary budget requests to the Budget-Allocations Committee for recommendation to the State Board of Missions.
- (4) To assure that all legal requirements are met regarding Florida Baptist Convention properties.
- (5) To assure proper maintenance of all properties and equipment of the Florida Baptist Convention.
- (6) To receive at least annually a report on the work of the Florida Baptist Convention Church Site Committee.
- (7) To accept other responsibilities as assigned by the State Board of Missions.

E. Program — The duties of the Program Committee of the State Board of Missions shall be:

- (1) To work in cooperation with and receive regular reports from the appropriate institutional or agency representatives in order to view the total work of the Florida Baptist State Convention.
- (2) To assist institutions and agencies of the Florida Baptist State Convention in preparing program changes to be recommended to the Administrative/ Personnel Committee for action by the State Board of Missions.
- (3) To consider programs not assigned to an institution or agency of the Florida Baptist State Convention to be recommended to the Administrative/ Personnel Committee for action by the State Board of Missions.
- (4) To review with the Executive Director-Treasurer, the programs of work under the direction of the State Board of Missions and to bring to the attention of the Administrative/Personnel Committee needs not being met by existing programs.
- (5) To hear requests, set goals and recommend allocations and methods of promotion of the Maguire State Mission Offering to be recommended to the Budget-Allocations Committee for action by the State Board of Missions.
- (6) To receive annually a report from the Florida Baptist Historical Society on its assignment to promote the preservation of history of Southern Baptists in Florida.
- (7) To receive at each meeting of the committee, a report on the Ministers Emergency Assistance Program.
- (8) The chairman of the Program Committee will serve as a member of the Theological Education Advisory Committee.
- (9) To accept other responsibilities as assigned by the State Board of Missions.

F. Loans — The duties of the Loans Committee of the State Board of Missions shall be:

- (1) To administer the program of Financial Assistance to Churches and Missions, being responsible for action on applications for loans, in accordance with the policies of the State Board of Missions. In the case of an exception to the policy, a recommendation will be made to the Administrative/Personnel Committee for action by the State Board of Missions.

- (2) To facilitate the duties of the Loans Committee, a Loans Subcommittee shall be appointed annually from the membership of the Loans Committee. The following procedures shall be followed:
 - a. The Loans Subcommittee shall consist of five members to be appointed annually by the chairman of the Loans Committee. The vice-chairman of the Loans Committee shall serve as chairman of the Subcommittee.
 - b. The Loans Subcommittee is authorized to approve loan applications between regular meetings of the State Board of Missions provided the loans do not require an exception to the policy.
- (3) To recommend necessary changes in the policies of the State Board of Missions related to financial assistance to churches and missions to the Administrative/ Personnel Committee for action by the State Board of Missions.
- (4) To accept other responsibilities as assigned by the State Board of Missions.

G. Denominational Polity and Practice — The duties of the Denominational Polity and Practice Committee of the State Board of Missions shall be:

- (1) To review, develop and recommend action by the Board on all pertinent matters pertaining to the theology, faith, practice and polity of Florida Southern Baptists, including the Florida Baptist State Convention, the State Board of Missions, cooperating local churches and cooperating associations.
- (2) To review, develop and recommend any changes, revisions and additions to the Constitution and Bylaws of the Florida Baptist State Convention.
- (3) To review, develop and recommend any changes, revisions and additions to the Bylaws of the State Board of Missions.
- (4) To review, develop and recommend any changes, revisions and additions to the Policies of the State Board of Missions which are not assigned to any other committee of the Board.
- (5) To serve as the credentials committee of the Board in reviewing and recommending action by the Board regarding any church which seeks status as a Church-at-Large.
- (6) To ensure that all churches and missions started or sponsored by the Florida Baptist Convention, within a reasonable time after being constituted, fulfill all the criteria required of a cooperating Baptist church as defined by the bylaws of the Florida Baptist State Convention.
- (7) To serve as the credentials committee of the Board in reviewing and recommending action by the Board regarding any new or reorganized Baptist association applying for unconditional status as a cooperating Baptist association as defined by the Bylaws of the Florida Baptist State Convention.
- (8) To review and recommend appropriate action(s) to be taken as a result of any cooperating local church which, during the prior year, fails to fulfill the criteria of a cooperating church as defined by the Bylaws of the Florida Baptist State Convention.
- (9) To develop procedures, which this committee shall follow, when requested to review, assess and make a recommendation to the Board, concerning the theology, faith, practice and polity of a cooperating Florida Baptist church or cooperating Baptist association. Such a review shall occur only upon the specific written request from duly authorized leadership of a cooperating Florida Baptist church or a cooperating Florida Baptist association.
- (10) To accept other responsibilities as assigned by the State Board of Missions.

H. Nomination of Board Committees — The membership of the Nomination of Board Committees Committee shall be five in number. The duties of the committee shall be:

- (1) To recommend the nomination of committee personnel for election by the State Board of Missions. The election shall be conducted during the first regular meeting of the State Board of Missions after the meeting of the Florida Baptist State Convention. Committee chairmen and vice-chairmen shall be designated by the Nomination of Board Committees Committee.
- (2) To assure a proper balance of personnel on each committee.
- (3) To fill necessary committee vacancies during the year.
- (4) To fill a vacancy on the State Board of Missions (if the vacancy occurs before the May meeting of the Board) the committee shall make a temporary appointment, as soon as practicable, of a person from the association where the vacancy has occurred.

- (a) The executive board of the affected association may submit from two (2) to five (5) nominees for consideration by the Nomination of Board Committees Committee.
 - (b) This temporary appointment shall be subject to the approval by the State Board of Missions, with the understanding that such approval shall be effective until the next annual State Convention meeting.
 - (c) The Committee on Nominations of the Florida Baptist State Convention shall recommend a nominee, to fill the vacancy for the remainder of the term, which may or may not be the Board's temporary appointee, for final approval by the State Convention.
 - (d) If a vacancy occurs following the May meeting of the State Board of Missions, the vacancy shall remain until the next annual meeting of the Florida Baptist State Convention.
- (5) To nominate personnel for special committees established during the year as requested.
- (6) To accept other responsibilities as assigned by the State Board of Missions.

Bylaw 8: Business and Financial Plan

The Business and Financial Plan of the State Convention, which may be amended from time to time, shall be binding upon this Corporation and is hereby made a part of these Bylaws by reference.

Bylaw 9: Calendar and Fiscal Years

The Calendar and Fiscal Years of the Corporation shall be from January 1 through December 31.

Bylaw 10: Seal

A. The corporate seal shall be the one which has been in use through the years, which is disk in shape, and which has the words "FLORIDA BAPTIST CONVENTION" and "ORGANIZED NOV. 1854" in the outer circle, and in the center appears an open Bible, with a lamp in front of it.

B. The Executive Director-Treasurer shall be the custodian of the seal and shall affix same to all writings, documents, and legal papers requiring the seal of the Corporation. The seal shall be kept in the business office of the Corporation.

Bylaw 11: Amendments

A. Amendments to these Bylaws may be made at any regular or special meeting of the State Board of Missions as follows:

- (1) A copy of the proposed amendment must be sent to each Board member, with a written notice of the meeting and its purpose, at least ten (10) days before the meeting is to be held.
- (2) Amendments to the Bylaws must receive an affirmative vote of at least two-thirds (2/3) of the members.
- (3) Following adoption by the State Board of Missions, amendments to the Bylaws must be approved by the Florida Baptist State Convention before they can become operative.
- (4) Any amendment to these Bylaws, duly approved by the State Board of Missions and the Florida Baptist State Convention, may create an unintentional error in the numbering sequence, editorial formats, or other typographical recording. In those instances, editorial corrections may be made to this document without Board action.

B. Amendments to the State Board of Missions Charter may be made in accordance with law and following these procedures:

- (1) A copy of the proposed amendment must be sent to each Board member, with a written notice of the meeting and its purpose, at least ten (10) days before the meeting is to be held.
- (2) Amendments to the Charter must receive an affirmative vote of at least two-thirds (2/3) of the members.
- (3) Following adoption by the State Board of Missions, amendments to the Charter must be approved by the Florida Baptist State Convention before they can be presented to legal authorities for approval.

Bylaw 12: Repealing Clause

A. All Bylaws and parts of Bylaws in conflict herewith or which are not included herein shall stand repealed by the adoption of these Bylaws, which must also have the ratification and approval of the State Convention, and from the date of such ratification and approval by the State Convention, these Bylaws shall be in full force and effect.