

AMENDED AND RESTATED

**CONSTITUTION OF THE
BAPTIST GENERAL CONVENTION OF
THE STATE OF OKLAHOMA**

**ARTICLE I
NAME**

Section 1. Name. This body shall be known as the Baptist General Convention of the State of Oklahoma.

**ARTICLE II
OBJECT**

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

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

Section 3. Statement of Faith. This convention declares the Bible as the foundation for its faith and practice, and affirms as its confession of faith the Baptist Faith and Message, as revised and adopted in 2000 by the Southern Baptist Convention, as the doctrinal parameter for its cooperative work.

**ARTICLE III
CONSTITUENCY**

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

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

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the convention shall be a president, a first vice president, a second vice president, an executive director-treasurer, and a senior associate executive director (if one shall be elected by the board of directors).

Section 2. Elections.

- A. The president, first vice president, and second vice president shall be elected annually by the messengers of the convention and shall hold their respective offices until their successors are elected. The person receiving the majority of all votes shall be declared elected. No person shall be elected to the same office for more than two consecutive terms.
- B. The executive director-treasurer shall be elected by majority vote of the messengers of the convention and shall serve until he resigns, is removed from office, or his successor is elected.
- C. The senior associate executive director shall be elected by majority vote of the board of directors upon nomination by the executive director-treasurer and shall serve until he resigns, is removed from office, or his successor is elected.

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

Section 4. Convention Voting Method. During election of officers at the convention, in races drawing more than one nominee, the presiding officer shall take care to ensure that the voting method accurately represents the will of the convention and, to that end, shall have the authority to require a standing counted vote and/or ballot vote at his own discretion.

Section 5. Vacancies. In addition to death, resignation, and removal from office, an office shall be deemed vacant if the individual holding said office is no longer a member of a church cooperating with and contributing to the work of the Baptist General Convention of Oklahoma.

Section 6. Succession.

- A. **Presidential Succession.** Upon a vacancy in the office of president, the first vice president shall succeed to the presidency; upon a vacancy in the office of first vice president, the second vice president shall succeed to the office of first vice president; vacancies in the office of second vice president shall be filled by the board of directors.

- B. **Executive Director-Treasurer Succession.** Upon a vacancy in the office of the executive director-treasurer, the senior associate executive director, if there be one, shall serve as interim executive director-treasurer until such time as the board of directors determines an executive director-treasurer-elect. Should there not be a senior associate executive director, the board of directors shall elect an interim executive director-treasurer to serve until an executive director-treasurer-elect is determined.
- C. **Other Offices.** The board of directors shall fill any officer vacancies. Officers so elected shall serve until their successors are elected.

Section 7. Duties. The general duties of officers of the convention are listed in Bylaws, Article I, and other duties may be assigned by the convention and/or board of directors.

Section 8. Limitations. No person shall hold more than one office at a time.

Section 9. Removal from Office.

- A. **Not Convention-Elected.** All officers and agents, other than those elected by the convention, hold office at the discretion of the board of directors and shall be subject to removal at any time by the affirmative vote of a majority of the entire board of directors.
- B. **Convention-Elected.** The president, first vice president, second vice president, and executive director-treasurer shall be subject to removal at any time by a two-thirds vote of the entire board of directors, provided that the removal is considered at a special meeting of the board of directors called for that purpose.

ARTICLE V
GENERAL CONVENTIONS AND THEIR PROCEEDINGS

Section 1. Annual Meeting. The convention shall hold its meetings annually at such time and place as it may determine.

Section 2. Special Meetings. Special meetings may be called by a majority of the entire board of directors, provided that one month's notice shall be provided to the churches.

Section 3. Time and Location. The time and place of meetings may be changed by the officers of the convention with the consent of the board of directors in case of an emergency deemed sufficient to justify the action.

Section 4. Quorum. Those messengers registered at duly called meetings of the convention shall constitute a quorum for the transaction of business.

Section 5. Voting. Each messenger elected in accordance with this constitution and bylaws shall be entitled to one vote. Voting by proxy shall not be allowed.

Section 6. Terms of Office. Officers elected at the annual meeting shall assume their offices upon the close of the convention at which they are elected.

Section 7. Reports. The proceedings of the convention, including the report of the board of directors, shall be made available annually to the churches.

Section 8. Resolutions. All resolutions, the adoption of which would result in the Baptist General Convention of the State of Oklahoma taking a position on an issue rather than taking an action, must be submitted to the Resolutions Committee at least 30 days prior to the scheduled annual meeting. The committee, in turn, will present resolutions to the annual convention.

Section 9. Minutes. The assistant to the executive director-treasurer shall record minutes of the convention.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Function. There shall be a board of directors elected by this convention through which this convention shall function in its cooperative work. The board of directors shall function as the convention at all times the convention is not in session.

Section 2. Authority. The business and property of the Baptist General Convention of the State of Oklahoma shall be managed and controlled by the board of directors. The board of directors herein provided for shall execute bonds, mortgages and other evidence of indebtedness by a three-fourths majority vote of the board of directors. It is understood that as many of these actions as practicable shall be presented to the general convention in annual session.

Section 3. Composition. The board of directors shall consist of sixty (60) members, plus the president, first vice president, and second vice president.

Section 4. Election. The board of directors shall be elected by a majority vote of the Baptist General Convention of the State of Oklahoma in its annual convention which meets from year to year.

Section 5. Terms. The board of directors shall consist of sixty (60) members, plus the president, first vice president and second vice president, who shall be chosen by the convention. The term of office for the sixty (60) members shall be three (3) years. Twenty (20) of them shall retire annually. Board members having served not more than one full term of three years shall be eligible for re-election to a second three-year term. Board members

having served a second term shall be ineligible for re-election to this board for a period of two years.

Newly elected board members will begin their terms upon their election by the convention in annual session. Members elected during the year to fill unexpired terms will begin service upon the vote of the board of directors.

Section 6. Diversity. The membership of this board shall include no fewer than sixteen (16) persons who are not ordained ministers of the gospel, including at least eight (8) men and at least eight (8) women. In electing members of the board of directors, due regard shall be given to both geographical and numerical representation.

Section 7. Process.

- A. **Associational Area Members.** The committee on nominations shall present one nominee for each recognized associational area. Additional nominee(s) shall be determined on the basis of one nominee for each additional 10,000 resident members of churches in a given associational area with the minimum being 20,000. Any board member elected from a specific associational area shall vacate the position when the person moves from that associational area.
- B. **At-Large Members.** At-large members may be elected from any area of the state. The number of at-large positions shall vary in accordance with the number of members elected from specific associational areas. An at-large member who moves from one associational area to another within the state shall retain the position.

Section 8. Officers of the Board. The president, first vice president, and second vice president of the convention shall hold the same offices of the board of directors.

Section 9. Meetings of the Board.

- A. **Regular Meetings.** The board of directors shall hold three (3) regular meetings per year. Regular meetings shall be scheduled by the president in consultation with the executive director-treasurer.
- B. **Special Meetings.** The board of directors shall hold special meetings upon the call of the president or upon request of one-third of the entire board, provided that fifteen (15) days notice is provided to each board member.
- C. **Polling.** In lieu of calling a special board meeting, the president and executive director-treasurer in emergency situations may poll the board by U.S. and/or electronic mail upon the appropriate committee's recommendation, and the matter shall be decided upon the unanimous vote of the membership of the board of directors.

D. **Minutes.** The assistant to the executive director-treasurer shall record minutes of the board of directors.

Section 10. Quorum. Thirty (30) members of the board of directors shall constitute a quorum for the transaction of business at all meetings of the board of directors.

Section 11. Voting. Each member of the board of directors shall be entitled to one vote. Voting by proxy shall not be allowed.

Section 12. Attendance. In case any member misses two consecutive meetings of the board without giving advance notification to the office of the executive director-treasurer, the member shall be considered as having resigned.

Section 13. Vacancies. In case of any vacancy on the board of directors, the remaining directors by an affirmative vote of a majority of those present and voting may elect a successor to hold the office for the unexpired portion of the vacated term.

Section 14. Accountability. The board of directors shall make a general report of all of its actions at the annual meeting of the Baptist General Convention of the State of Oklahoma.

Section 15. Annual Meeting Date. The board of directors for good cause may change the time and place for the annual meeting of the convention, taking care to duly notify churches of necessary changes.

Section 16. Legal Counsel. The board of directors shall have the power to appoint a general counsel to represent the board of directors in such legal matters it may deem necessary. The executive director-treasurer may retain legal counsel for specialized matters as necessary.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Composition. The president, first vice president, second vice president, executive director-treasurer, and chairmen of all standing committees of the board of directors shall serve as the executive committee of the board of directors.

Section 2. Authority. The executive committee shall function as the board of directors of the corporation for legal purposes when the board of directors is not in session, and the acts of said directors of the convention shall be sufficient to bind the convention for all legal purposes, provided their action shall at all times be subject to and governed by the acts of the convention or of the board of directors elected by the convention, acting in the convention's place and stead.

Section 3. Actions. The executive committee may perform such duties as may be referred to it for action from time to time by the board of directors. In addition, the executive committee may act upon matters that, in the judgment of the executive director-treasurer and the elected

officers of the convention, require action before the next meeting of the board of directors. Such action by the executive committee shall be reported to the board of directors.

Section 4. Minutes. The assistant to the executive director-treasurer shall record minutes of the executive committee.

ARTICLE VIII

BOARDS, TRUSTEES, AND COMMITTEES, INCLUDING THOSE OF AUXILIARY CORPORATIONS

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

Section 2. Election. This convention shall have power to elect such boards, trustees, and committees, including those of auxiliary corporations, as may be necessary for the handling of the affairs of the convention. All such boards, trustees, and committee members, including those of auxiliary corporations, shall be nominated to the convention in its annual session by the convention committee on nominations.

Section 3. Reports. These boards, trustees, and committees, including those of auxiliary corporations, shall make detailed annual reports of all transactions fully covering all work committed to them by this convention.

Section 4. Conformity. All boards, trustees, and committees, including those of auxiliary corporations, shall institute and maintain their corporate charters and other documents controlling policy and operation in harmony with and conformity to the constitution of the Baptist General Convention of the State of Oklahoma.

Section 5. Authority. No boards (with the exception of the Baptist General Convention of the State of Oklahoma board of directors), trustees, and/or committees, including those of auxiliary corporations, shall launch any expansion project, major expenditure of capital funds, creation of debt for capital needs, or any significant change in usual operations except upon authority given by a vote of the convention or the board of directors.

Section 6. Standing Committees.

- A. **Nominating Committee.** The president shall appoint a fifteen (15) member nominating committee composed of persons from various geographical areas and size of churches. The committee shall meet at least twice: an orientation meeting prior to June 1 and a meeting to begin the nominating process prior to September 15. Between the two meetings, the committee shall provide opportunity for the general constituency to submit recommendations. The committee shall not recommend a fellow committee member or the member's spouse for nomination to any convention-

elected position. All persons nominated by the committee shall be contacted prior to the annual session to affirm their willingness to serve if elected. The nominating committee shall recommend to the convention in annual session:

- i. persons to serve on the convention's board of directors and boards of all auxiliary corporations,
- ii. nominations for the standing committees elected by the convention, and
- iii. preacher for the following year's convention annual meeting.

B. Standing Convention Committees. The Nominating Committee shall submit nominations for members of standing convention committees. Members of all standing convention committees will be elected for three-year rotating terms. The board of directors shall establish policies and procedures governing the composition and responsibilities of each standing committee. Standing convention committees include:

- i. Ethics and Religious Liberty Committee,
- ii. Historical Commission,
- iii. Audit Committee, and
- iv. other committees that may be necessary from time to time.

Section 7. Special Committees.

A. Authorization. The board of directors may authorize certain special committees as it may consider beneficial from time to time. The president shall appoint members to committees so authorized. The board of directors shall establish policies and procedures governing the composition and responsibilities of each special committee, including annual meeting committees.

B. Annual Meeting Committees. The president shall appoint the special committees related to the annual session over which he presides. The basic committees are

- i. Credentials Committee,
- ii. Resolutions Committee, and
- iii. Tellers Committee.

Section 8. Vacancies. A member of any convention committee shall be considered as having resigned when missing two consecutive meetings without giving advance notification to the office of the executive director-treasurer.

ARTICLE IX DESIGNATED FUNDS

Section 1. Policy. All funds paid into the treasury of the convention for any special object shall be applied according to the donors' designation.

**ARTICLE X
DISSOLUTION**

Section 1. Distribution of Assets. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

Section 1. Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Baptist General Convention of the State of Oklahoma in all cases to which they are applicable and in which they are not inconsistent with the law, constitution, bylaws, and any special rules of order the convention may adopt.

**ARTICLE XII
AMENDMENT OF CONSTITUTION**

Section 1. Method. This constitution may be amended by a two-thirds vote of the messengers present and voting at any session of any regular annual meeting provided a) that the proposed amendment is submitted in writing at the previous annual meeting or b) that such amendment is recommended by the board of directors and published in the *Baptist Messenger* thirty (30) days prior to the meeting of the convention.

Section 2. Exception. Section 1 of Article II and this Section 2 of Article XII shall not be changed or amended but shall be held inviolate.

AMENDED AND RESTATED

**BYLAWS OF THE
BAPTIST GENERAL CONVENTION OF
THE STATE OF OKLAHOMA**

**ARTICLE I
OFFICERS AND DUTIES**

Section 1. President. The president of the convention shall serve as president of the board of directors and shall preside at all meetings of the board, and by virtue of his office shall be a member of the executive committee and ex officio member of all boards and committees of the convention. He shall have general supervision of such matters as may be designated by the board of directors. He shall have authority to appoint all standing committees of the board of directors, in consultation with the first and second vice presidents and the executive director-treasurer of the convention. The president may delegate moderating responsibilities at meetings of the convention and/or board of directors.

Section 2. First Vice President. The first vice president of the convention shall serve as first vice president of the board of directors and as a member of the executive committee. He shall, in the absence of the president, preside at meetings of the board of directors and/or convention. He shall have such other duties as shall be assigned by the board of directors and/or convention.

Section 3. Second Vice President. The second vice president of the convention shall serve as second vice president of the board of directors and shall serve as a member of the executive committee. He shall, in the absence of the president and first vice president, preside at meetings of the board of directors and/or convention. He shall have such other duties as shall be assigned by the board of directors and/or convention.

Section 4. Executive Director-Treasurer.

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

B. Election.

- i. **Search Committee.** A search committee of seven members of the board of directors shall be elected without nomination by the board of directors by secret ballot; the seven persons receiving the largest number of votes shall form the committee and the one receiving the largest number of all votes shall be chairman.
- ii. **Board Approval.** When the committee has a nomination to make to the board, a meeting of the board of directors will be called to consider the recommendation, and the nominee may be elected by the board of directors by a majority vote, subject to approval of the convention.
- iii. **Convention Approval.** The person elected by the board of directors shall serve as executive director-treasurer-elect until the convention next meets, at which time the election of such person shall be approved or disapproved by a majority vote of the convention.

Section 5. Signing Authority. The president, each of the vice presidents, the executive director-treasurer, the senior associate executive director, or other individuals as approved by the board of directors shall have the power and authority to sign documents affecting title to real estate owned by the convention, promissory notes, contracts, and other documents on behalf of the corporation, which do not obligate the corporation to pay more than 1 percent of the budget as approved at the Annual Meeting, the signatures of whom shall be attested as required by law. For documents that obligate the corporation to pay more than 1 percent of the budget, two officer signatures shall be required, one of which must be the president or a vice president. Each of such officers shall have the power and authority to ratify on behalf of the corporation, as necessary, any documents signed by any other person acting on behalf of the corporation.

ARTICLE II ELECTRONIC MEETINGS

Section 1. Authorization. The board of directors, executive committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as each participant may simultaneously hear each other and participate during the meeting.

ARTICLE III COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing Committees. The board of directors is authorized to create such standing committees as it may determine beneficial. The president, in consultation with the executive director-treasurer, shall appoint members of committees so created.

Section 2. Special Committees. The board of directors and the executive committee are authorized to create such special committees as it may determine are beneficial. The president, in consultation with the executive director-treasurer, shall appoint members of all committees so created.

Section 3. Composition. The president is authorized to appoint Oklahoma Baptists who are not members of the board of directors to committees of the board.

ARTICLE IV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

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

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

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

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

ARTICLE V
AMENDMENT OF BYLAWS

Section 1. Method. The convention shall have the power to amend these bylaws by a vote of two-thirds of the messengers present at any session of any annual meeting, or the board of directors shall have the power to amend the bylaws of the convention at any regular or specially called meeting by a vote of two-thirds of the entire membership of the board of directors, provided that the notice calling the board meeting shall specify that amendments to the bylaws will be voted upon at the particular meeting. In case of emergency, the bylaws may be amended at any general or special meeting of the board of directors without prior notice, provided that three-fourths of the entire membership of the board of directors votes affirmatively.

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