

# **BYLAWS of the STATE CONVENTION OF BAPTISTS IN INDIANA**

## **ARTICLE I – NAME**

The name of this body is the STATE CONVENTION OF BAPTISTS IN INDIANA, INCORPORATED.

## **ARTICLE II – INCORPORATION**

The STATE CONVENTION OF BAPTISTS IN INDIANA, INCORPORATED shall be incorporated as a corporation, not for profit, under the laws regulating such corporations in the State of Indiana. This Convention shall have no other corporations except as may be duly authorized by this body and its Executive Board.

## **ARTICLE III – NATURE**

Section 1. This Convention is, and shall ever remain, only and solely a medium through which Southern Baptist churches may work harmoniously and cooperatively with each other, promoting the work and objects set forth in these Bylaws. This Convention does not have, nor shall it ever have, any ecclesiastical authority over any association, church or the messengers of the churches as to limit the autonomy of the local association and church.

Section 2. This Convention shall maintain a cooperative relationship with the Southern Baptist Convention in all its work and agencies.

## **ARTICLE IV – PURPOSE**

Section 1. The State Convention of Baptists in Indiana exists to

- Exalt Jesus
- Encourage Pastors
- Equip Churches

Section 2. This Convention is organized for missionary, educational and benevolent purposes and not for profit. No stock or shares shall be required or issued and no dividends or profits shall be declared. No part of the income shall be distributed to its members, directors or officers except the payment of reasonable compensation for services rendered. It is established to encourage and motivate the making of gifts, donations and benefactions by deed, will, gift, annuity contract or otherwise for the advancement, promotion, extension and maintenance of like causes and objectives now or at any time hereafter fostered by the STATE CONVENTION OF BAPTISTS IN INDIANA, INCORPORATED.

## **ARTICLE V – LIMITATIONS**

The Convention shall have no ecclesiastical jurisdiction over the churches or associations cooperating with and contributing to the Convention; nor does it act as a legal arbitrator in case of differences between the churches or associations; nor does it interfere with the constitution/bylaws of any church or association.

## **ARTICLE VI – DOCTRINE**

The STATE CONVENTION OF BAPTISTS IN INDIANA adopts as its own expression of faith, THE BAPTIST FAITH AND MESSAGE 2000, as adopted by the Southern Baptist Convention in annual session.

## **ARTICLE VII – MEMBERSHIP**

### Section 1. Membership Requirements

Members of the Corporation shall be autonomous, cooperating Southern Baptist churches located in the State of Indiana and adjoining states. The following criteria must be met to qualify as a cooperating church with the State Convention of Baptists in Indiana:

- (1) The church shall contribute annually through the State Convention of Baptists in Indiana Cooperative Program Budget and/or the State Mission Offering of the State Convention of Baptists in Indiana. These gifts must have been received within the last year, no later than the month ending prior to the annual meeting.
- (2) The church shall submit basic Annual Church Profile data (name, address, contact information, membership).
- (3) The church shall either be affiliated with a cooperating SCBI association or have been credentialed as an at-large church through the process adopted by the Executive Board of SCBI.

If a church fails to meet the criteria of a cooperating church, they will not be able to seat messengers at the State Convention annual meeting.

### Section 2. Credentialing Requirements

The Credentials Committee, as later defined in Article VIII, PART B, Section 3 (6), shall be responsible to make recommendations to the Executive Board concerning any church requesting at-large standing.

### Section 3. Membership Exclusion

- (1) The Credentials Committee, SCBI, shall be assigned the task of determining any church who, by their actions and/or doctrine, has ceased to be a “Cooperating Southern Baptist Church.”
- (2) SCBI Executive Board shall adopt and oversee a process of intervention with each church deemed to no longer be a cooperating church as defined in Section 1 above.
- (3) Should a church in affiliation with SCBI, after intervention, choose not to cooperate with SCBI/SBC, the SCBI Credentials Committee shall bring a recommendation to the Administrative Committee of the SCBI Executive Board for release.
- (4) The SCBI Executive Board shall report all actions for release to the Annual SCBI meeting, as part of the Executive Board Report, as well as to the Southern Baptist Convention Executive Committee.

## **ARTICLE VIII – ANNUAL MEETING PROCEDURES**

### **PART A – GENERAL GUIDELINES**

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

Section 2. The Officers of the Convention may change the time and meeting place with the consent of the Executive Board.

Section 3. The number of sessions of the Annual Meeting shall be determined by the Order of Business Committee. Reports and business shall be distributed throughout the sessions.

Section 4. Each session shall be opened with Scripture and prayer.

Section 5. Each member church shall be entitled to send messengers to the annual meeting according to the formula below:

1-150 members	–	4 messengers
151-300 members	–	8 messengers
301-500 members	–	12 messengers
500 + members	–	16 messengers

Each messenger present shall have one vote on any action taken at the annual meeting. All responsibilities of elected messengers shall cease upon the adjournment of such meeting.

Section 6. No person addressing the Convention may speak more than twice on the same subject until all others have spoken, unless by consent of the Convention.

Section 7. All resolutions for consideration by the Convention must be presented in written form two months prior to the annual meeting. All resolutions shall be referred automatically to the Resolutions Committee. The Resolutions Committee shall review all resolutions and report on the disposition of each to the Convention. The committee is responsible for the final form of all resolutions to be acted upon by the Convention.

## **PART B – OFFICERS OF THE CONVENTION**

### Section 1. Election of Officers

(1) The elected officers of the Convention shall be a President, a First Vice President, a Second Vice President and a Recording Secretary. The Executive Director and the Treasurer shall serve as ex-officio officers of the convention. In case of the Convention President's death, disability, resignation or relocation out of state, the First Vice President shall automatically succeed to the office of President and the Second Vice President shall automatically succeed to the office of First Vice President. A Vice President succeeding to the office of President shall be eligible for election to one full term. The Executive Board shall fill any other vacancies, which may occur between the Annual Meetings of the Convention.

(2) No elected officer may serve more than two consecutive terms in the same office. All elected officers shall be nominated separately and elected separately. Election shall be by secret ballot or taken via voice when there is a single nominee for an office. On such an occasion, the President shall instruct the Secretary to cast one unanimous ballot for that particular nominee. A majority of votes cast shall be required for election to any office. If a runoff election becomes necessary,

only the names of the two persons receiving the most votes on the first ballot shall be eligible for election on the second ballot.

(3) The time for election of officers of this Convention shall be determined by the Order of Business Committee. Nominations will be received from the floor from among the duly certified messengers to the Convention. The newly elected officers shall be installed at the closing session of the Annual Meeting, and they shall hold their respective offices until their successors are duly elected and installed.

(4) Each elected officer of the Convention must meet the following criteria:

- a. must be a member of a cooperating Southern Baptist church with the State Convention of Baptists in Indiana.
- b. must have been a member of the church for at least one year.
- c. the church must be giving at least 3% of undesignated receipts through the Cooperative Program budget of the State Convention of Baptists in Indiana.
- d. must be present in attendance at the Annual Meeting when they are nominated unless Provisionally hindered.

(5) Anyone receiving compensation directly or indirectly from this Convention or any institution or board of the Convention shall be ineligible for these elected offices.

(6) A Parliamentarian shall be appointed or if necessary contracted by the President in an advisory capacity and shall not be considered an officer of the convention.

## Section 2. Duties of Officers

(1) The President of the Convention

- a. shall preside over deliberations of the Convention.
- b. shall appoint the Convention Music Director for the purpose of planning, coordinating and directing the music at the Annual Meeting and performing such other duties as may be requested by the President.
- c. shall be an ex officio member of all Convention committees and boards with voting privileges.

(2) The Vice Presidents, in order, may, in the absence of the President or when requested by the President, preside over the Convention, and shall perform other duties requested by the President.

(3) The Recording Secretary shall keep accurate minutes of all sessions of the Convention, which shall be published in the annual report of the Convention, together with such other information as the Convention, the Executive Director or the Executive Board deems necessary.

## Section 3. Committees of the Convention

(1) Each Convention committee, board and commission shall include ministers and laypersons as members. Every attempt shall be made to reflect the diversity of our state.

(2) The members of the committees of the Convention shall be elected by the Convention for a one-year term unless otherwise specified. Interim vacancies on Convention committees may be filled by presidential appointment. This appointment will prevail only until the next Annual Meeting.

(3) Each convention committee shall furnish the President and Executive Director copies of all its reports, activities, official minutes or other publications. The Executive Director shall maintain these records in such fashion that they are available to all interested Indiana Baptists.

(4) **The Committee on Order of Business** shall be composed of the President as Chairman, the Vice-Presidents, the Convention Music Director, the Recording Secretary as secretary, the Chairman of the Executive Board, the Executive Director, a local site coordinator and others as assigned by the Convention President. The committee shall meet no later than February 1 for its first meeting and as many times as necessary for the complete planning and confirming of the annual program. This committee shall provide time for all business, for reports of the general phases of the work of the Convention and for full discussion of each report.

(5) **The Registration Committee** shall be chaired by the Executive Director or his designate who will be charged with providing for an effective registration process. This committee shall enroll all messengers duly qualified according to Article VII of these Bylaws and certify the number of messengers and visitors at each Annual Meeting. All necessary materials shall be supplied by the Executive Director.

(6) **The Credentials Committee** shall be composed of the Second Vice President and six committee members. The committee members shall be appointed by the President two months prior to the Annual Meeting, three persons being appointed annually. Committee members shall serve two-year terms with any vacancies filled by appointment of the President. The Second Vice-President shall chair the committee. The committee shall be responsible to make recommendations to the Executive Board concerning any church requesting at-large standing. The committee shall also decide any questions concerning the eligibility of any messenger in keeping with the provisions of these Bylaws. Any contention arising on the floor concerning the seating of messengers shall be referred to this committee for consideration and the committee shall report back to the Convention.

(7) **The Tellers Committee** consisting of five persons shall be appointed by the President two months prior to the Annual Meeting. It shall be responsible for the tabulation of all ballots.

(8) **The Arrangements Committee** consisting of five persons shall be appointed by the President four months prior to the Annual Meeting. This committee shall recommend to the Convention the date and place of the Annual Meeting three years in advance. Also, it shall recommend the presenter of the Annual Message and his alternate one year in advance.

(9) **The Resolutions Committee** consisting of five persons shall be appointed by the President at least two months prior to the Annual Meeting. The First Vice President shall serve as the chairman of this committee.

(10) **The Nominations Committee** consisting of one person from each associational area shall be appointed by the President at least four months prior to the Annual Meeting. Its duties shall be to nominate members for the Executive Board, Convention committees, the Indiana Baptist Foundation Board and other nominations as may be referred to it by the Convention.

(11) **The Prayer Committee** consisting of at least four members shall be appointed by the President at least four months prior to the Annual Meeting. The State Prayer Coordinator will chair this committee and will work with the President to provide prayer support during the annual meeting.

#### Section 4. Committees

(1) **Terms of Service:** After serving a full three-year term or partial term (two years) on a committee, a member is eligible for re-election to a three-year second term after which one full year must elapse before being eligible for re-election. After serving an unexpired term of one year or less, a member can be elected for two additional terms.

(2) **The Christian Life Committee** shall be composed of six members, at least two of whom shall be nominated annually by the Nominations Committee for election by the Convention. Members shall be elected for three-year terms. After rotating off the committee, a member shall not be eligible for re-election until at least one year has elapsed. The committee shall assist the Convention in addressing ethical, moral and governmental concerns.

(3) **The Historical Committee** shall consist of six members, at least two of whom shall be elected each year for a three-year term upon nomination by the Nominations Committee. In addition, the President, the Convention Recording Secretary, and the Recording Secretary of the Executive Board shall be ex-officio members. Its duties shall be to collect, preserve and make readily available historical materials and to stimulate an appreciation for Baptist history among Indiana Baptists.

(4) The Convention may create other special committees as needed.

#### Section 5. Parliamentary Authority

Any question that is not provided for by the foregoing rules shall be decided according to Roberts' Rules of Order, latest revised edition, in all sessions of the Convention and all sessions of bodies related to this Convention.

#### Section 6. New Enterprises

(1) Proposals from the floor of the Annual Convention for the launching of new institutions, movements or other enterprises calling for expenditures of money shall be referred to the Executive Board for study and a report given at the next Convention.

(2) No institution, agency or employee of this Convention shall launch any move or enterprise calling for the raising or expenditure of money until same has been approved by the Convention and/or the Executive Board.

## **ARTICLE IX - EXECUTIVE BOARD**

### **Section 1.** Membership

(1) The Executive Board of this Convention shall be determined by the following criteria, based on number of churches and church plants in an associational area:

- up to 20 – two board members
- 21-40 – three board members
- 41-60 – four board members
- 61-80 – five board members
- 81+ – six board members (the maximum allowed)

(2) The President, First Vice-President and Second Vice-President of the Convention shall also be members of the Executive Board, if not already, when elected.

(3) The Executive Director and Treasurer shall be ex-officio members of the Executive Board.

(4) Board members shall be selected because of their ability to make a maximum contribution to the objectives of this Convention and their special ability to assist the needs of a specific committee of the Executive Board.

(5) In the event a member of the Board is absent from two consecutive meetings without prior notice being given, his/her membership shall be declared vacant and the vacancy filled according to Article IX, Section 2 (2).

### **Section 2.** Election

(1) Members of the Executive Board shall be elected by the Convention in its Annual Meeting at the time designated by the Committee on Order of Business.

(2) If vacancies occur between Annual Meetings, replacements may be selected by the Executive Board to serve until the next Annual Meeting. They shall be called "Board elect."

### **Section 3.** Term of Service

Board members shall be divided into three groups. Terms shall be for three years unless filling an unexpired vacancy. At least One-third of the Board members shall be elected at the Annual Meeting of the Convention. Vacancies shall also be filled. The elected members shall be known as the Executive Board of the STATE CONVENTION OF BAPTISTS IN INDIANA, INCORPORATED.

### **Section 4.** Eligibility of Executive Board Members

The following shall govern eligibility for membership on the Executive Board:

(1) Persons or their spouses who receive regular remuneration directly or indirectly from this

Convention or any institution or Board of this Convention shall be ineligible for membership on the Board, excluding retirement benefits.

(2) The reimbursing of expenses incurred by committees in performance of duties or Board members in attendance at Board meetings or honorarium of clerkship in compiling and editing of the minutes shall not be construed as making one ineligible for service on the Board.

(3) No person shall be eligible for membership until he or she shall have had membership for one year in a church cooperating with this Convention.

(4) A husband and wife shall be ineligible for membership on the Board at the same time.

(5) The Board shall have no more than one member from any one church, except when one is an elected Convention officer.

(6) After serving a full three-year term or partial term (two years) on the Board, a member is eligible for re-election to a three-year second term after which one full year must elapse before being eligible for re-election. After serving an unexpired term of one year or less, a member can be elected for two additional terms.

(7) If an Executive Board member moves outside the bounds of his or her associational area, membership on the Executive Board ceases and replacement shall proceed according to Section 2 (2) of this Article.

(8) A former employee of the State Convention of Baptists in Indiana or his/her spouse shall be eligible to serve on the Executive Board only after a minimum of three years from the end of SCBI employment.

#### Section 5. Duties of the Executive Board

(1) The Board shall be the fiduciary, fiscal and executive agency of the Convention in all of its affairs not specifically committed to another board or committee. It is empowered to act for the Convention in all areas of the Convention's work between sessions of the Convention but may not act contrary to or reverse any action of the Convention.

(2) The Board shall make full report of the work of the Convention at the Annual Meeting.

(3) The Board shall elect for an indefinite term an Executive Director to administer the work of the Convention, and he shall serve as the Chief Executive Officer for the Convention. The Board is responsible for the supervision of the Executive Director in administering the work of the Convention.

(4) The Executive Director shall have such authority as the Executive Board shall authorize for the normal operations of the Convention.



(5) The Executive Board, in the absence of an Executive Director, may elect an interim Executive Director who may serve as Chief Executive Officer for the Convention.

(6) The Board shall approve all salary ranges and duties of all Convention employees.

(7) Upon recommendation of the Executive Director, the Board shall approve all other SCBI Team Leaders and a Treasurer. The Chairman of the Executive Board shall serve with the Executive Director as a search committee for SCBI Team Leaders and a Treasurer. Their recommendation shall be presented to the Administrative Committee and the appropriate committee of the Executive Board. They shall then recommend the Team Leaders and a Treasurer to the entire Executive Board for a final vote of approval to call. The Treasurer shall serve as the Chief Financial Officer for the Convention.

(8) The Board shall recommend to the Convention the annual program of its work, supporting budget and calendar.

#### Section 6. Officers of the Executive Board

(1) The officers of the Executive Board shall be the Chairman, the Vice Chairman and the Recording Secretary. They shall be elected by the Executive Board in the last session of the regularly scheduled meeting prior to the convention annual meeting. The terms of service will begin with the first session of the first meeting of the Executive Board following the Annual Meeting of the Convention. They shall serve one year terms for no more than two consecutive years, and one year shall elapse before they are eligible to serve again in the same office.

(2) Should a vacancy occur in the offices of the Executive Board, the Board shall, from its membership, elect such officers to serve until the next annual Convention.

#### Section 7. Meetings of the Executive Board

(1) The Board shall hold at least two meetings each year. The dates shall be determined by the Board.

(2) Special meetings may be called by the Chairman or at the request of one-sixth of the Board. Written notice (including email) of the same is to be given to all members of the Board two weeks before the meeting. Special meetings may be conducted in person or electronically.

(3) A simple majority of the membership of the Board shall constitute a quorum for conducting business.

#### Section 8. Audit of the Financial Records

The Board shall have all financial records audited annually by an independent auditor and shall make a full report of the audit at the Annual Meeting. A copy of the audit shall be printed in the Convention Book of Reports.

## Section 9. Committees of the Executive Board

(1) The Board shall organize itself into standing committees. If the Convention's officers (President, First Vice President, and Second Vice President) are not already members of the Board, they will be assigned by the Nominating Committee to meet with any of the committees as needed. They will have the privilege of being voting members.

(2) Committees shall be responsible to the Board for the recommendation of policies, review of staff proposals and evaluation of the area of ministry of the Convention assigned to them. Committees may meet as often as needed to accomplish their tasks. They may meet in connection with meetings of the Board but need not limit their meetings to those times.

(3) The Chairman of the Board is an ex-officio member of all committees with voting privileges.

### **(4) Nominating Committee** of the Executive Board

- a. The members of the Nominating Committee shall be the Chairman of the Board, the Vice Chairman of the Board, the Recording Secretary, and three at-large members chosen by the Chairman of the Board. The Executive Director shall serve as an ex-officio member of the Nominating Committee of the Board.
- b. The Nominating Committee of the Board shall recommend to the Board annually the officers of the Board, the chairperson of each standing ministry committee, and the membership of each standing ministry committee. Nominations may also be received from the floor.
- c. In order to maintain balance on each committee, the Nominating Committee of the Board may move Board members annually. The intent of the Nominating Committee is to allow a Board member, when possible, to remain on a standing ministry committee for the length of his or her term.

### **(5) Administrative Committee** of the Executive Board

- a. The Board shall have an Administrative Committee composed of the Chairman, the Vice Chairman, the Recording Secretary of the Executive Board, the President of the Convention and the Chairmen of all standing ministry committees. The Executive Director and Treasurer shall serve as ex-officio members of the Administrative Committee of the Executive Board.
- b. In order to maintain continuity between out-going and in-coming presidents of the Convention, the Convention President shall remain an ex-officio member of the Executive Board and the Administrative Committee with voting privileges for one year after his term of office as president has expired.
- c. The Chairman of the Board shall serve as Chairman of the Administrative Committee.

- d. The Administrative Committee shall be authorized to act for the Board in interim of its sessions except as restricted and/or directed by the Board. The Administrative Committee shall not have authority to lease, mortgage, sell, exchange or otherwise dispose of or purchase any of the real property for the Convention unless specifically authorized and directed to do so by vote of the Board as provided in Article X.
- e. Meetings of the Administrative Committee may be called by the Chairman at his discretion or upon the request of three members of the Committee. Due notice of the meetings shall be given to all members of the Administrative Committee. Five members shall constitute a quorum.
- f. The Administrative Committee shall have all doctrinal disputes arising on the convention floor referred to it for study. It is required that anyone with a doctrinal concern should indicate the same in writing two months prior to the convention and given to the Executive Director and Convention President so that the Administrative Committee may be alerted. This requirement may be waived at the discretion of the Administrative Committee. Unsettled disputes will be reported to the Convention.
- g. The Administrative Committee shall coordinate the work of the standing and any special committees of the Board and carry out any other duties assigned to it by the Executive Board.
- h. The Administrative Committee shall function as the personnel and finance committee of the State Convention of Baptists in Indiana, and should there be a vacancy of the Executive Director position, they will serve as a Search Committee.
- i. The Chairman of the Administrative Committee shall form a sub-committee from its members to serve as a Compensation Committee. The Compensation Committee will be responsible for reviewing and recommending the compensation, including benefits, for the Executive Director and/or any other employee who has powers similar to those of an officer that would qualify him as a "Disqualified Person" under Internal Revenue Code section §4958. As part of its review and recommendation, it must obtain comparability compensation data from external sources.

**(6) Audit Committee** of the Executive Board

An audit committee consisting of no fewer than three and no more than seven persons shall annually recommend an auditor to the Executive Board. The chairman of the Executive Board, the chairman of the Indiana Baptist Foundation and one independent member with financial expertise shall serve on this committee. The charter of the audit committee is to oversee the annual audit and ensure the Convention has a reliable system of internal controls.

**ARTICLE X – ASSETS AND DISPOSITION OF PROPERTY**

All the assets and property of this Convention shall be owned by the STATE CONVENTION OF BAPTISTS IN INDIANA, INCORPORATED. The Executive Board by vote of two-thirds majority of

those present and voting may acquire, lease, mortgage, sell, exchange or otherwise dispose of any of the real property for the STATE CONVENTION OF BAPTISTS IN INDIANA, INCORPORATED.

#### **ARTICLE XI – DISSOLUTION**

In the event of dissolution of the Convention, the Executive Board, after paying or making provision for payment of all of the liabilities of the Convention, shall dispose of all remaining assets by distributing them to another organization or organizations, qualifying as tax-exempt under Section 501c (3) of the Internal Revenue Code or any corresponding section of any future Federal codes and organized and operated exclusively for the same or similar purposes as the Convention. Preference will be given to Southern Baptist organizations for distribution of assets.

#### **ARTICLE XII – AMENDMENTS**

These Bylaws may be amended at any Annual Meeting of the Convention by three-fourths of the messengers present and voting in favor. Member churches will be notified of any proposed changes at least two weeks prior to the Annual Meeting. Amendments shall be presented for discussion in the first session and the time for voting to be determined by the Order of Business Committee.

*Approved by the Convention  
October 11, 2016*