

# Bylaws of the Baptist State Convention of Michigan

## ARTICLE I – LEADERSHIP STRUCTURE

### Section 1. Officers of the Convention

#### 1. Election of Officers

- a. The officers of the Convention shall include President, First Vice-President, Second Vice-President, Recording Secretary, and Assistant Recording Secretary.
- b. The officers shall be elected and installed annually at the annual session by the Convention with their term beginning at the end of the annual session.
- c. The officers shall be elected in the order of their rank, beginning with the President. Nominations shall be made from the floor, with the prior consent of the nominee.
- d. To be eligible for nomination as an officer of the Convention, a person must have been a member of the same cooperating church for at least the preceding one (1) year.
- e. To be eligible for nomination as an officer of the Convention, a person's church must be giving at least five percent (5%) of undesignated receipts to the Convention through the Cooperative Program as reported in the current Annual Church Profile of the church.
- f. In the case of a vacancy, the officers shall succeed in order. In the case of a vacancy in the offices of the Second Vice-President or Assistant Recording Secretary, the Convention officers shall elect someone who meets the eligibility requirements to complete the term until the next annual session.
- g. No person employed by the Convention or any other Southern Baptist Convention (SBC) entity, or his/her spouse, shall serve as an officer of the Convention.
  - i. An employee is defined as any person who receives a W-2 from the Convention or any SBC entity.
  - ii. Family members of existing Executive Committee members are ineligible to serve during the tenure of the existing member. Family members include spouses; parents and children (including stepparents and stepchildren), siblings (including stepsiblings); and "in-law" relationships.

#### 2. Duties of Officers

- a. President – The President shall preside over meetings of the Convention and the Board of Trustees.
  - i. The President, in cooperation with the Convention’s Executive Director-Treasurer, will regularly highlight the Convention’s mission, vision, values, and strategy among the cooperating churches.
  - ii. The President shall have authority to appoint ad hoc or special committees as necessary for the work of the Convention and/or in fulfilling the will of Convention messengers at the annual meeting.
  - iii. The President, in partnership with the Convention’s Executive Director-Treasurer & the First Vice-President, will complete a quarterly review of the accounting ledger to be followed by a summary report to the Board of Trustees by the First Vice-President.
  - iv. The President will represent the Convention at appropriate gatherings on the local, state, and national levels when possible.
- b. First Vice-President – The First Vice-President shall preside at all meetings in the absence of the President, or at the President’s request.
  - i. The First Vice-President shall serve as the Assistant Registration Officer of the Convention. In cooperation with the Second Vice-President, the First Vice-President shall receive, review, and make recommendations, to the Board of Trustees, for churches seeking affiliation with the Convention, and perform an annual review of churches who have ceased cooperating with the Convention followed by a recommended action.
  - ii. The First Vice-President shall automatically accede to the office of the President in the event the office becomes vacant.
  - iii. The First Vice-President shall serve the Convention by working in partnership with the Convention’s Executive Director-Treasurer to evaluate, prepare, and present the annual budget for approval by the Board of Trustees and adoption at the annual meeting.
  - iv. The First Vice-President, in partnership with the Convention’s Executive Director-Treasurer & the President, will complete a quarterly review of the accounting ledger to be followed by a summary report to the Board of Trustees.
- c. Second Vice-President – The Second Vice-President shall preside at the meetings of the Convention in the absence of the President and First Vice-President, or at their request,
  - i. The Second Vice-President shall automatically accede to the office of the First Vice-President in the event the office becomes vacant.
  - ii. The Second Vice-President shall serve as the Registration Officer of the Convention and as ex-officio chair of the Credentials Committee. In

cooperation with the First Vice-President, the Second Vice-President shall receive, review, and make recommendations, to the Board of Trustees, for churches seeking affiliation with the Convention, and perform an annual review of churches who have ceased cooperating with the Convention followed by a recommended action. In their role as the Registration, they shall aid the BSCM staff in the registration of messengers during the annual or special called meetings.

- d. Recording Secretary – The Recording Secretary shall keep minutes of the annual session of the Convention and all meetings conducted by the Executive Committee and Board of Trustees.
  - i. The Recording Secretary shall present any reports requested by the Convention President on behalf of the Convention officers and/or Board of Trustees.
  - ii. The Recording Secretary shall assist the President during the annual and special called meetings with the handling motions and Convention business.
  - iii. The Recording Secretary, working in partnership with the Assistant Recording Secretary shall evaluate, plan, and conduct an annual emphasis encouraging churches to complete and submit their Annual Church Profile.
- e. Assistant Recording Secretary – The Assistant Recording Secretary shall keep minutes of all Convention proceedings in partnership with and/or the absence of the Recording Secretary and shall automatically accede to the office of the Recording Secretary in the event the office becomes vacant.
  - i. The Assistant Recording Secretary shall also perform other duties at the request of the President and Recording Secretary.
  - ii. The Assistant Recording Secretary, working in partnership with the Recording Secretary, shall evaluate, plan, and conduct an annual emphasis encouraging churches to complete and submit their Annual Church Profile.

### 3. Terms of Office

- a. The President, First Vice-President, and Second Vice-President shall be elected annually and can serve no more than two (2) consecutive years in each position.
  - i. If the unfulfilled term is longer than six (6) months, the person is eligible to serve one additional full term.
  - ii. If the unfulfilled term is shorter than six (6) months, the person is eligible to serve two additional full terms.
- b. The Recording Secretary and Assistant Recording Secretary shall be elected annually and can serve no more than five (5) consecutive years in each position.

## **Section 2. Executive Committee**

1. Membership:
  - a. The Executive Committee shall be comprised of the elected Convention officers and immediate past president.
  - b. The Executive Director/Treasurer shall serve as a consulting, non-voting member of the Executive Committee.
  - c. The immediate past president shall serve as a consulting, voting member of the Executive Committee and Board of Trustees.
2. Responsibilities:
  - a. The Executive Committee shall serve in conjunction with the Convention Staff to present the agenda and proposals (including but not limited to the annual budget) to the Board of Trustees for the work of the Convention between annual sessions.

## **Section 3. The Board of Trustees**

1. Membership:
  - a. The Board of Trustees shall be comprised of representatives from the cooperating churches of the Convention and shall include the Executive Committee of the Convention.
  - b. The Board of Trustees shall be comprised of a minimum fifteen (15) members without a cap, which shall include the five (5) elected officers, immediate past president, and a minimum of nine (9) at-large trustees.
    - i. The primary responsibility for recruiting Trustees shall be shared by the Board of Trustees. Trustee candidates shall be nominated by a standing Committee on Nominations to be approved by the messengers at the State's Annual Meeting. The standing Committee on Nominations will be voted on by the messengers in order to approve Board of Trustee memberships and be able to present the vacancies for approval at the Annual Meeting.
    - ii. The Board of Trustees may be filled by candidates approved by the Board of Trustees between annual sessions of the Convention. Such positions shall be presented to the Convention at its next annual session for election to the remainder of that term.
    - iii. Every effort will be made to recruit Trustees who will reflect the diverse make-up of the Convention churches.
2. Eligibility:

- a. All candidates for the Board of Trustees must have been a member of the same cooperating church for at least one (1) year.
    - i. No person or his/her spouse who is an employee of the Convention, or any other Southern Baptist Convention (SBC) entity, shall be eligible to serve on this board (an employee is defined as any person who receives a W-2 from the Convention or any SBC entity.).
    - ii. Family members of existing Board of Trustee members are ineligible to serve during the tenure of the existing member.
    - iii. Family members include spouses; parents and children (including step-parents and stepchildren), siblings (including stepsiblings); and “in-law” relationships.
3. Terms:
- a. Trustees shall serve no more than two (2) consecutive terms of three (3) years.
    - i. A person elected to complete an unexpired term of less than two (2) years shall be eligible for re-election for two (2) full terms.
    - ii. After a Trustee’s term limit is fulfilled, one (1) full year must elapse before the individual is eligible for election.
    - iii. If the unfulfilled term is longer than six (6) months, the person is eligible to serve one (1) additional full term; if shorter, then two (2) additional full terms.
4. Responsibilities:
- a. The Board of Trustees, in conjunction with the Executive Committee, shall have the authority to administer and oversee the work and business of the Convention between annual sessions.
    - i. This authority includes the receiving of real or personal property of any amount/value and the buying, selling, and leasing of real or personal property up to \$100,000 in amount/value. The buying, selling, and leasing of real or personal property with an amount/value in excess of \$100,000 must be approved by majority vote of the Messengers at the annual or special called meeting.
    - ii. This authority includes the arbitration of personnel matters among Convention employees that exceed solutions by the Executive Director-Treasurer.
    - iii. This authority includes oversight of the Michigan Southern Baptist Foundation.
      - 1. In partnership with the Executive Director-Treasurer, the Board of Trustees will give guidance to the fiduciary investments of the Convention.

2. The Board of Trustees will evaluate and implement ways to educate and resource cooperating churches in matters of stewardship, budgeting, and investments.
  - iv. The Board of Trustees shall recommend an annual budget for the approval of the Convention in annual session.
  - v. The Board of Trustees shall make a report of all its work to the Convention in annual session.
5. Removal of Committee Member:
  - a. A Committee member may be removed from serving for ethical or moral failures or any other conduct that would discredit the work of the Convention or the advancement of the Kingdom.
    - i. Addressing failures in biblically appropriate means shall not be viewed as discrediting the Convention.
  - b. Officers and trustees may be removed for failure to fulfill the responsibilities of their role.
    - i. The officer's or trustee's removal shall take place with a two-thirds (2/3) vote of the Board of Trustees.
    - ii. The officer or trustee in question will not be included in the vote.

## **ARTICLE II – MEMBERSHIP**

### **Section 1. Messengers**

The Convention in session shall be composed of messengers who are members in good standing of cooperating Southern Baptist churches, as defined in these Bylaws, and selected by those individual churches.

### **Section 2. Cooperating Churches**

1. A church shall be considered a cooperating church when it:
  - a. Supports the vision, mission, and doctrinal statement of the Convention,
  - b. has a faith or practice that is consistent with & not contrary to the current adopted doctrinal statement of the Convention,
  - c. has completed a credentialing process:
    - i. preferably through a local association, or
    - ii. through the Credentials Committee if no associational process is completed,

- d. has submitted an Annual Church Profile within the preceding eighteen (18) months, and
- e. has contributed financially through the Convention to the Cooperative Program within the preceding eighteen (18) months.

### **Section 3. Credentialing**

1. The credentialing process for affiliation through the Convention shall be as follows:
  - a. Churches shall be encouraged to go through the credentialing (or affiliation process) of their local association. That process shall be accepted by the Convention once a “Letter Recommending Affiliation” has been received from the association.
  - b. If a church selects to affiliate directly with the Convention rather than through an association, the First and Second Vice-Presidents of the Convention and a Credentials Committee appointed by the President shall work with the leadership of the established churches and church plants not endorsed by the North American Mission Board (NAMB) pursuing affiliation with the Convention in order to receive, review, and recommend actions for the Board of Trustees, through an application process that shall include at minimum:
    - i. a membership application,
    - ii. a current copy of the church constitution and bylaws,
    - iii. a current copy of the articles of faith, and
    - iv. at least one interview with church leadership (ie. pastor/elders, deacons, church council).
  - c. through a six (6) month care period, overseen by the Credentials Committee will be required for all new affiliating churches, not affiliated through a local association process.
  - d. If approved by the Credentials Committee, the church shall be presented as a potential cooperating church to the Board of Trustees for final approval. A vote of affirmation for affiliation is secured by two-thirds (2/3) approval by the Board of Trustees.
  - e. The applying church must agree to be a cooperating church as defined in in these Bylaws, if accepted after the credentialing process.

### **Section 4. Dismissal**

1. The credentialing process for dismissing a church no longer in cooperation as defined in these Bylaws from affiliation with the Convention shall be as follows:

- a. When an issue arises between annual meetings whether a church is in cooperation with the Convention, the Credentials Committee shall consider the matter and review any information available to it.
  - i. If the committee forms the opinion that a church is not in friendly cooperation with the Convention as described in Article III of the Constitution, the committee shall submit to the Board of Trustees a report stating that opinion and the committee's reasons for its opinion. The Board of Trustees shall, at its next meeting, consider the report of the Credentials Committee and determine whether the church is in cooperation with the Convention. The church in question shall be removed from the Convention membership by a two-thirds (2/3) vote of the Board of Trustees. The Board of Trustees' decision shall be final unless the church appeals the decision to the Convention during the next annual meeting.
  - ii. A church which has been found not to be in cooperation may appeal the decision to the Convention by submitting a written appeal to the chair of the Credentials Committee at least thirty (30) days prior to the Convention's annual meeting. The Credentials Committee chair shall immediately notify the Credentials Committee, the Board of Trustees, and the Executive Director-Treasurer of the Convention that an appeal to the Convention has been lodged.
  - iii. The Recording Secretary shall notify the Convention of the appeal in the initial registration report to the Convention.
  - iv. The Convention shall consider the appeal during a time established for business during the Annual Meeting. The question before the messengers will be "Shall the decision of the Credentials Committee and the Board of Trustees that [name of the church in question] is not in cooperation with the Baptist State Convention of Michigan be sustained?" One representative of the church under consideration and one representative of the Credentials Committee or Board of Trustees shall be permitted to speak to the question, subject to the normal rules of debate. When debate is concluded, the Convention shall vote whether to sustain the Board of Trustees' ruling. If the ruling of the Board of Trustees is reversed, messengers from the church shall immediately be registered and seated in accordance with the Convention's rules.
2. If a church which has been found not to be in cooperation with the Convention addresses the issues which led to that finding, it may apply to the Credentials Committee for a reconsideration of its status. If the circumstances warrant, the



Credentials Committee may recommend to the Board of Trustees that the church be once again considered a cooperating church.

3. The committee may make inquiries of a church but shall never attempt to exercise any authority over a church through an investigation or other process that would violate Article III of the Constitution.
4. An annual written report of the churches cooperating with the Convention and those churches removed from affiliation will be shared in the Convention's annual book of reports.

### **Section 5. Representation**

1. Resident membership, as reported on the Annual Church Profile, shall determine messenger representation of cooperating churches in the Convention. Messengers shall be sent from cooperating churches using the following guidelines:
  - a. Each church shall have three (3) messengers for the first fifty (50) resident members.
  - b. There shall be an additional messenger for each fifty (50) members or fractional part thereof, or for every one-thousand dollars (\$1,000) given to the BSCM for Cooperative Program causes.
    - i. This does not include contributions made to the Lottie Moon Christmas Offering, Annie Armstrong Easter Offering, or Frances Brown State Missions Offering.
2. No church shall have more than ten (10) messengers, including the pastor.

## **ARTICLE III – MEETINGS**

### **Section 1. Frequency of Annual Convention Sessions**

The Convention shall meet a minimum of one (1) time annually; but the Convention may gather in additional special called meetings or emergency meetings as called by the President or Executive Director-Treasurer.

### **Section 2. Frequency of Board of Trustees Meetings**

The Board of Trustees shall meet a minimum of three (3) times annually.

### **Section 3. Notification**

1. Notice of regular meetings must be provided a minimum of fourteen (14) calendar days prior to the meeting date.
2. Notice of special called meetings must be provided a minimum of ten (10) calendar days prior to the meeting date. The agenda for special called meetings is restricted to the agenda distributed in the notification of the meeting.
3. Notice of an emergency meeting shall be given in the timeliest manner possible. An emergency meeting may be called if a situation is deemed of the utmost gravity as determined by one-half (1/2) of the members of the Board of Trustees. The agenda for an emergency meeting is restricted to the agenda distributed in the notification of the meeting.
4. Notice must be given by the appropriate leader:
  - a. Annual Session – President or Executive Director-Treasurer
  - b. Board of Trustees – President or Executive Director-Treasurer
  - c. Other Committees – President, Executive Officers, Appointed Committee Chairs, or Executive Director-Treasurer

#### **Section 4. Quorum**

A quorum for any properly called meeting of the Convention, Board of Trustees, or other organized committees shall consist of those in attendance.

#### **Section 5. Challenge to Seating Messengers**

1. A motion to challenge the seating of messengers from a Convention church may be submitted in writing by any duly elected messenger and shall be immediately referred to the Second Vice-Presidents serving as the Registration Officer for the Convention.
  - a. The Credentials Committee shall study the challenge and bring a report as soon as possible to the Convention.
    - i. If the Credentials Committee is not present at the annual meeting, the President in consultation with the Second Vice-President shall appoint a temporary committee in its place or its temporary replacement.
    - ii. Upon recommendation of the Credentials Committee, the Convention in annual session reserves the right to not seat messengers from any church for failing to conform to these Bylaws, by a two-thirds (2/3) vote of the messengers present and voting.

#### **Section 5. Parliamentary Procedure**

The most current edition of ***Robert's Rules of Order***, shall govern the annual session of the Convention, except where these Constitution and Bylaws prescribe otherwise. It shall be acceptable for Convention groups to use a “relaxed approach” of ***Robert's Rules of Order*** with group consensus.

### **Section 6. Parliamentarian**

The President shall appoint one or more parliamentarians for meetings, when needed.

## **ARTICLE IV – CONVENTION EMPLOYEES / STAFF**

### **Section 1. Employment**

1. The Convention in session shall employ the Executive Director-Treasurer. Other Convention staff and employees shall be employed by the Executive Director-Treasurer in partnership with the Board of Trustees, unless otherwise specified in these Bylaws.
  - a. When there is a vacancy of the Executive Director-Treasurer, the Elected Officers of the Convention, or a special appointed search committee, shall search for a qualified candidate and bring a recommendation to the Convention. Should the Board of Trustees believe someone should serve as an interim Executive Director-Treasurer, they may elect that person via two-thirds (2/3) vote of the Board of Trustees until a permanent Executive Director-Treasurer is employed.
  - b. Upon the vacancy of a Convention staff position, the Executive Director-Treasurer shall make the recommendation of a qualified candidate to the Board of Trustees for approval.
  - c. When hiring Convention employees, the appropriate Convention staff in consultation with the Executive Director-Treasurer shall make the recommendation of a qualified candidate to the Board of Trustees for approval.
  - d. The Executive Ministry Assistant shall be hired by the Executive Director-Treasurer.
  - e. Ministry Assistants shall be hired by the Executive Director-Treasurer and his Executive Ministry Assistant in consultation with the appropriate Convention staff.
  - f. All Convention staff and employees shall be active members of a cooperating church of the Convention.

2. Convention employees shall be employed/dismissed by the Convention staff with oversight of those employees with the approval of the Executive Director-Treasurer and the Board of Trustees.

## **Section 2. Employee Policies**

The Board of Trustees shall be the Personnel Committee for the Convention and shall maintain an Employee Policy and Procedure Manual defining all policies, relationships, job descriptions, and other information related to the employees of the Convention.

## **Section 3. Termination of Employees**

1. The Board of Trustees may terminate the employment of any employee of the Convention that it determines to be ill suited to the position held or has engaged in conduct injurious to the Convention.
2. If an appeal is made by the terminated employee, the Board of Trustees may suspend the employee from the duties of his employment until the Board of Trustees has considered the appeal and action is taken.
3. Any terminated employee, regardless of the reason for termination, shall be paid their regular salary through the notice period set forth in the Employee Policy and Procedure Manual at the time of employment.

## **ARTICLE V - ABILITY TO ENTER AGREEMENTS**

3. The Board of Trustees shall have the authority to approve and submit denominational documents, establish formal partnerships, cooperative agreements, rental agreements, building loans, etc. on behalf of the Convention.
4. All agreements must assist the Convention in the fulfillment of its mission, vision, values, and strategy among the cooperating churches and not be in conflict with the Convention's Constitution or Bylaws.

## **ARTICLE VI -FINANCES**

### **Section 1. Fiscal Year**

The fiscal year of the Convention shall begin on the first (1st) day of January and close on the thirty-first (31st) day of December.

## **Section 2. Maintaining Financial Records**

The Convention shall maintain adequate, current, and correct financial records in accordance with generally recognized accounting principles.

## **Section 3. Recording of Funds**

All funds received and disbursed for all purposes shall be properly recorded in the records of the Convention.

## **Section 4. Financial Audit**

An outside audit shall be conducted concerning all receipts, disbursements, investments, financial records, and reports every even numbered year, or when a new Executive Director-Treasurer is hired by the Convention. A thorough internal financial review shall be done every odd numbered year. These reports shall be available for review in the Convention offices to members in good standing of cooperative Convention churches.

## **Section 5. Reporting of Gifts**

A report of the gifts of the churches shall be published in every edition of the official publication of the Convention, *The Baptist Beacon*, whether in print or electronic form.

# **ARTICLE VII – INDEMNIFICATION**

## **Section 1. Indemnification of Directors, Officers, Employees and Agents**

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 Trustees by a majority vote consisting of members who were not parties to such action, suit, or proceedings.

## **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 Articles of Incorporation or Constitution, Bylaws, statutes, regulations, and agreement, any insurance purchased by the Convention, vote of the disinterested director, members or otherwise, and shall continue as to a person who has ceased to be an officer, employee, or agent of the Convention and shall be 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/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Convention would have the power to indemnify him/her against such liability under the provision of this Article.

## **ARTICLE VIII – BINDING ARBITRATION**

In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other Convention matter, the parties involved shall use their best efforts to settle such disputes, claims, questions, or disagreement as befits Christians. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution. If they do not reach such solution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in the Employee Policy and Procedure Manual.

## **ARTICLE IX – AMENDMENTS**

### **Section 1. Proposing an Amendment to the Bylaws**

1. A proposed amendment to the Bylaws by any person shall be submitted to the Board of Trustees not less than sixty (60) days prior to the annual session.
2. With approval by the Board of Trustees, the amendment shall be presented at the annual session for debate and decision by the seated messengers of the Convention.
3. The Convention shall approve the amendment by a two thirds (2/3) majority of the messengers present and voting.

### **Section 2. Notification**

If the proposed amendment is rejected by the Board of Trustees, the person proposing the amendment shall be notified in writing.

### **Section 3. Proposal of Rejected Amendment**

A proposed amendment rejected by the Board of Trustees may be presented by the original author of the amendment to the Convention in annual session, as long as the proposed amendment is submitted to cooperating churches no less than thirty (30) days before the annual meeting.

### **Section 4. Amendment Approval**

Once submitted, the proposed amendment shall require a two thirds (2/3) majority of the seated messengers for approval. The proposed amendment shall become effective at the close of the annual session of the Convention in which it is properly considered and approved.