

**EXECUTIVE COMMITTEE OF THE BAPTIST CONVENTION OF THE STATE OF
GEORGIA**

d/b/a GEORGIA BAPTIST MISSION BOARD

Resolutions Certifying Recommendation to the Convention

Regarding Incorporation of Georgia Baptist Convention, Inc.

WHEREAS, Executive Committee of the Baptist Convention of the State of Georgia is a corporation organized and existing under the laws of the State of Georgia and is in good standing in the State of Georgia (the "Corporation");

WHEREAS, upon the advice of legal counsel and the concurrence of the Corporation's CEO and COO, the Georgia Baptist Convention was incorporated as Georgia Baptist Convention, Inc. (the "Convention"), through the filing of articles of incorporation with the Georgia Secretary of State on or about March 1, 2023;

WHEREAS, under the oversight of the Committee on the Review of the Constitution, the CEO, and the COO of the Corporation, and in cooperation with the Corporation's legal counsel, the Convention's Constitution was reviewed and amended, and presented to the Corporation in amended form and under a new name as the Bylaws of the incorporated Convention;

WHEREAS, the attached Articles of Incorporation of the Convention have been unanimously recommended by the foregoing parties and the Administration Committee to serve as the highest governing document for the Convention;

WHEREAS, the Constitution of the unincorporated Convention may be amended if approved by two-thirds of the Convention messengers present and voting, if the amendments have been previously recommended by the Executive Committee;

WHEREAS, the attached Bylaws of the incorporated Convention have been unanimously recommended by the foregoing parties, to amend and supersede the current Constitution of the unincorporated Convention; and

WHEREAS, if the amendments to the Constitution of the Convention are recommended by the Executive Committee, the Constitution may be amended if the amendments are approved by two-thirds of the Convention's messengers present and voting;

NOW THEREFORE, the Corporation approves and adopts the following motions:

- 1. Resolved, that the Corporation hereby ratifies the incorporation of Georgia Baptist Convention, Inc. and the prior filing of the attached Articles of Incorporation on or about March 1, 2023; and**

2. **Resolved, that the Corporation hereby recommends that the Convention ratify, by a proper vote of the messengers, the attached Articles of Incorporation of Georgia Baptist Convention, Inc.; and**
3. **Resolved, that the Corporation hereby recommends that the Convention adopt, by a proper vote of the messengers, the attached Bylaws of the Georgia Baptist Convention, Inc., amending and superseding entirely the current Constitution of the Georgia Baptist Convention.**

I hereby certify that the foregoing is a true and correct copy of the resolutions duly adopted by the Corporation at its meeting on September 12, 2023, and that said resolutions continue in full force and effect.

WITNESS my hand and the seal of the Corporation on this ____ day of September, 2023.

Jill Johnson
Corporate Secretary

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

GEORGIA BAPTIST CONVENTION, INC.

a Domestic Nonprofit Corporation

has been duly incorporated under the laws of the State of Georgia on **03/01/2023** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **03/03/2023**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**ARTICLES OF INCORPORATION OF
GEORGIA BAPTIST CONVENTION, INC.
A NONPROFIT CORPORATION**

ARTICLE I. NAME

The name of the corporation is:

GEORGIA BAPTIST CONVENTION, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended (the “Georgia Code”). The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ, and it shall be governed according to the religious beliefs, as protected by the U.S. Constitution.

ARTICLE III. PURPOSES

The corporation (sometimes referred to as “The Baptist Convention of the State of Georgia”) is organized and operated exclusively for religious purposes (including charitable, educational, scientific and literary purposes related thereto) within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law, referred to herein as the “Code”), including but not limited to operating a convention of churches associated with the Southern Baptist Convention, as well as making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding the foregoing, the corporation may make the election provided in Section 501(h) of the Internal Revenue Code, if at the time it is permitted to do so by applicable law.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than one member, and of not more than a maximum number permitted by the corporation's Bylaws as amended from time to time. Notwithstanding the foregoing, the President of the corporation, as elected at the annual meeting of the corporation, shall be a director of the corporation, and unless the Bylaws provide otherwise, the President shall be the sole director of the corporation.

Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Georgia and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt, repeal and amend the corporate governing documents, other than the Articles of Incorporation or the Bylaws, by a majority vote, in any way not inconsistent with the Holy Bible, the corporation's Statement of Faith, the Articles of Incorporation, or applicable law.

Section 3. Term and Election. (a) The term of each member of the Board of Directors shall be as established in the Bylaws. (b) The registered messengers shall appoint and remove at the annual meeting the President and any Vice Presidents of the corporation, along with such other officer positions as provided for in the Bylaws.

Section 4. Amendment. The annual meeting of the corporation, composed of the registered messengers from cooperating Southern Baptist churches, must approve any amendment to these Articles or the Bylaws.

Section 5. Initial Director. The initial Board of Directors shall consist of one (1) member, which is Josh Saefkow, President, who may be reached at the corporation's principal office.

ARTICLE VII. MEMBERS

The corporation shall have members. The members of the corporation are cooperating Southern Baptist churches, with such rights, powers, and responsibilities as may be provided for in the corporation's Bylaws.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 14-3-302 of the Georgia Code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Code.

Section 3. Charitable Trusteeship. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The corporation may cease corporate activities and dissolve and liquidate the corporation, provided that the decision is approved by a proper vote of the registered messengers at the annual convention and the consent of the Board of Directors.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine, or (ii) exclusively to or for the use of Executive Committee of the Baptist Convention of the State of Georgia, or such other organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, and to the extent that the Board of Directors become deadlocked regarding this or any other issue, any such dispute shall be settled by the President.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies,

notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the initial registered agent and registered office of the corporation shall be Jonathan T. McCants, 3350 Riverwood Parkway, Suite 670, Atlanta, Cobb County, Georgia 30339.

Section 2. Principal Office. The mailing address of the initial principal office is 4295 Brogdon Exchange, Suwanee, Georgia 30024-3980.

ARTICLE XII. STATEMENT OF FAITH

The corporation subscribes to the understanding of particular doctrinal matters as set forth in The Baptist Faith and Message 2000 (including any future revisions). Notwithstanding any other statement to the contrary, that portion of the Bylaws, as well as this Article XII, shall only be amended or restated by the registered messengers at the annual meeting, and any other provision that conflicts with The Baptist Faith and Message 2000 (including any future revisions) shall be null and void.

ARTICLE XIII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864 as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

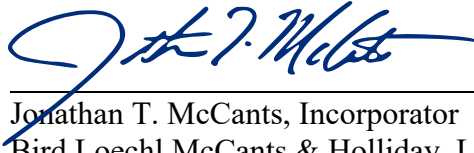
Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XIV. INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

Jonathan T. McCants
3350 Riverwood Parkway, Suite 670
Atlanta, Georgia 30339

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Georgia Nonprofit Corporation Code, on this 1st day of March, 2023.

BY: 

Jonathan T. McCants, Incorporator
Bird Loechl McCants & Holliday, LLC
3350 Riverwood Parkway, Suite 670
Atlanta, Georgia 30339

**BYLAWS OF
GEORGIA BAPTIST CONVENTION, INC.**

(Originally named Constitution and adopted in 1919, and amended thereafter)

Proposed for Adoption on November 14, 2023

Article I. Name and Purpose

Section 1. Name. The name of this corporate body shall be Georgia Baptist Convention, Inc. and may also be referred to as The Baptist Convention of the State of Georgia (hereinafter, the “**Convention**” or sometimes, the “**Corporation**”). The Convention is a religious nonprofit corporation formed under the Georgia Nonprofit Corporation Code (the “**Georgia Code**”).

Section 2. Organizational Structure. The Convention is a voluntary association or convention of cooperating Southern Baptist churches growing in grace, strengthening one another in faith and working together in obedience to the teachings and Great Commission of Jesus Christ.

Section 3. Relationship with the Georgia Baptist Mission Board. The Convention shall serve as the sole member of a separate, religious nonprofit corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code and described in Section 170(b)(1)(A)(i), namely “Executive Committee of the Baptist Convention of the State of Georgia” d/b/a “Georgia Baptist Mission Board” (herein, such corporation is referred to as “**GBMB**”). In its position as sole member of the GBMB, the Convention determines various officers and committee compositions of the GBMB as may be found herein and in the GBMB governing documents. In addition to its other powers, the Convention elects the highest governing body of the GBMB, which is known as its Executive Committee (herein, the “**GBMB Executive Committee**”).

Article II. Affiliation and Membership

Section 1. Affiliates. The affiliated churches of the Corporation are the affiliated Southern Baptist churches that give evidence of belief in Holy Scripture as its authority in matters of faith and practice and are in harmony and agreement with the work and purpose of the Convention (each such member is an “**Affiliated Church**”). All Affiliated Churches must not subscribe to beliefs or act in ways that are, in the opinion of either the Convention or the GBMB, materially contrary to the Convention’s Statement of Faith as it may be amended from time to time by the Convention, which is presently The Baptist Faith and Message 2000.

Section 2. Becoming an Affiliated Church.

(a) *Association Path.* Each Association recognized pursuant to Article VIII has its own procedures for joining the Association. Once a church has joined the Association and its joinder has been reported to the Convention’s recording secretary and the administrative secretary of the GBMB and properly approved by the Convention, then the applicant church shall be recognized as an Affiliated Church unless and until dissolved, disbanded, or formally

disfellowshipped pursuant to Section 3 of this Article.

(b) *GBMB Path.* The GBMB Executive Committee may approve procedures for applicant churches to become an Affiliated Church of the Convention as an at-large member. Once a church has completed the application process, it may be preliminarily approved or rejected by the GBMB Executive Director, with such action being reported to the Convention's recording secretary and the administrative secretary of the GBMB. Preliminarily approved churches shall be forwarded for approval by the Convention. Once approved, then the applicant church shall be recognized as an Affiliated Church unless and until dissolved, disbanded, or formally disfellowshipped pursuant to Section 3 of this Article.

Section 3. Disfellowshipping of an Affiliated Church.

(a) *By the Convention.* The Convention can determine, by vote of the registered messengers, that a church does not qualify as an Affiliated Church, as defined in Section 1 of this Article, whereupon such church shall be excluded from the Convention, and all rights and privileges thereof shall be terminated.

(b) *By the GBMB Executive Committee.* In addition to disfellowshipping under Section 3(a), above, the GBMB Executive Committee may disfellowship a church whose status as an Affiliated Church has been properly suspended according to Article VII, Section 4(c) (the "**Suspended Church**"), upon recommendation to disfellowship in writing signed by the GBMB Executive Director, stating the date, time and place of the meeting when such action shall be considered by the GBMB Executive Committee, provided further that (1) the Suspended Church shall be notified in writing at the time such recommendation is made, (2) the Suspended Church shall be entitled to present any additional written materials for the GBMB Executive Committee to consider at least five (5) days prior to the meeting; and (3) the motion to disfellowship is approved by at least a two-thirds (2/3) affirmative vote of the GBMB Executive Committee with a quorum present. For the avoidance of doubt, the provisions of this Section 3 apply in full force to the Cooperating Churches. Notwithstanding the foregoing, any final decision of the GBMB Executive Committee to disfellowship a Suspended Church, despite taking effect on the date specified by such decision, is subject to appeal by the disfellowshipped church at an annual meeting of the Convention held within fifteen (15) months of the decision. The Convention's decision with regard to the appeal shall not be limited in any manner, but if no action is taken in response to an appeal, the decision of the GBMB Executive Committee shall stand and be final.

Section 4. Registered Messengers and Cooperating Churches. Each Affiliated Church in good standing, having contributed at least \$500 through the GBMB for the Convention's Cooperative Program and has completed during the preceding year the Annual Church Profile (ACP) shall be known as a "Cooperating Church" for the following year and shall be a Member of the Convention. Each Cooperating Church shall be entitled to two (2) registered messengers and to one (1) additional messenger for each \$800 contributed through this Convention for the Convention's Cooperative Program and causes, but in no case shall any Cooperating Church be entitled to more than fifteen (15) registered messengers. In addition, Cooperating Churches may receive such other benefits and/or entitlements as may be determined by the GBMB or the Convention from time to time.

Section 5. General Powers. Members shall have the authority to elect and remove directors and officers of the Corporation, establish Convention's committees and

commissions and elect their respective members. Each registered messenger shall have one (1) vote at the annual meeting of the Convention and at any special meeting.

Article III. Meetings

Section 1. Annual Meeting. The Convention shall meet at least once each year, the time and place to be fixed by the Convention, or otherwise by a majority vote of the GBMB Executive Committee. The dates and places of meetings shall be planned two years in advance.

Section 2. Special Meetings. The Convention may be called into a special meeting by a two-thirds' (2/3) vote of the members of the GBMB Executive Committee. The call for the special meeting shall state the purpose, time, date and place of the meeting. The meeting shall be held no sooner than twenty-one (21) days or later than sixty (60) days after action of the GBMB Executive Committee to call the meeting. Notice of the purpose, time, date and place for the special meeting shall be published on the website of the Georgia Baptist Mission Board for no fewer than two (2) weeks immediately prior to the date of the special meeting. The special meeting shall be limited to the purpose stated in the notice by the GBMB Executive Committee.

Section 3. Quorum. The quorum for the annual meetings or special meetings shall be ten percent (10%) of the registered messengers.

Section 4. Participation by Remote Means. Unless expressly approved by resolution of the GBMB Executive Committee for a particular year, participation at any annual or special meeting shall be in person, and no messenger who is not physically present at such meeting may vote.

Section 5. Vote by Proxy. Voting by proxy is not permitted at meetings of the Convention, or at meetings of any committee or ancillary body thereof.

Article IV. Powers

Section 1. The Convention shall never attempt to exercise authority over any Affiliated Church but shall always recognize and uphold each Affiliated Church's autonomy under Christ. Any Affiliated Church may cease fellowship with or membership within the Convention at any time.

Section 2. Funds donated to the Convention shall be received by or granted to the GBMB for the work of GBMB and its agencies, and the GBMB shall dispense such funds according to applicable law, and it shall fulfill any and all legal restrictions applicable to donor gifts.

Article V. Board of Directors

Section 1. Number and Election. The Board of Directors shall consist of not fewer than one (1) and of not more than five (5) members. Directors shall be elected by a

two-thirds' (2/3) vote of the registered messengers at the annual meeting of the Convention. The President of the Convention, as elected at the annual meeting of the Corporation, shall be a director of the Corporation, and unless changed by a resolution of the messengers at the annual meeting, the President shall be the sole director of the Corporation.

Section 2. Contingent Provisions. If, for any reason, the President is unable to serve as director of the Corporation and no other director remains, then the First Vice President shall serve as sole director. If the First Vice President is unable to serve as director, then the Second Vice President shall serve as sole director.

Section 3. Qualifications. Each director must be a registered messenger and an active member in good standing of a Cooperating Church. Such person must affirm and adhere to the Statement of Faith of the Convention. If, subsequent to election, a director ceases to be a member of any Cooperating Church in good standing, or refuses to affirm and adhere to the Statement of Faith of the Convention, then such person forfeits his remaining term of service and shall be ineligible to serve as director or officer.

Section 4. Terms. The term of the President or acting President as director is coterminous with his term as President or acting President. If other directors are elected by the registered messengers, then unless otherwise stated, the term shall be one (1) year. Notwithstanding the foregoing, the terms of directors ordinarily shall expire at the later of completion of the annual meeting of the Convention or the election of their respective successors. A decrease in the number of directors does not shorten an incumbent director's term. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5. Removal. A director may be removed by a three-quarters' (3/4) vote of messengers present at the special meeting of the Convention after proper notice to the director of his potential removal.

Section 6. Resignation. A director may resign at any time by communicating such resignation to the Convention's recording secretary or the administrative secretary of the GBMB. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 7. Action Without a Meeting. (a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. For such purposes, any director who has a conflict of interest (as determined by majority vote of the remaining directors) or who recuses himself from consideration, due to a conflict of interest or otherwise, shall not be counted, such that a unanimous consent of all non-recused and non-conflicted directors shall constitute unanimous written consent. (b) Such written consents may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means. (c) More specifically and without limiting the foregoing, (i) electronic voting may take place on any electronic platform to which the Corporation provides access to all directors and on which a record of the resolution and each director's vote is created, and, alternatively, (ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the Secretary

is authorized to sign the consent on behalf of such director or, once sufficient consents have been received, to certify that the resolution was duly passed. (d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records. (e) Action by written consent shall not require a motion or second to be made or recorded. (f) A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors required for an action to be taken. (g) Action taken under this Section 7 is effective when the last required signed consent is delivered to the Corporation, unless the consent specifies a different effective date.

[The following Sections 8-11 only apply if the Board of Directors has more than one director. They shall also apply to any committee of the Convention to the extent not in conflict with other provisions of these Bylaws or bylaws for the respective committee.]

Section 8. Notice. Regular and special meetings of the Board may be held with at least two (2) days' notice at such time and place as shall from time to time be determined by the Board. Unless waived by the Board, notice shall be provided for any meeting where an amendment to the Articles of Incorporation or these Bylaws or the removal of a director shall be considered. Such notice shall include the proposed amendment, date, time, place, and purpose of the meeting.

Section 9. Waiver. Whenever any notice of the meetings of the Board is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where such person objects at the start of such meeting to the transaction of business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present and voting at a duly constituted meeting of the Board shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 11. Participation by Virtual Means. Members of the Board of Directors or of any committee designated thereby may participate in the meeting of such Board or of such committee by means of a videoconference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

Article VI. Officers

Section 1. Officers. The officers of the Convention shall be President, First and

Second Vice Presidents, Recording Secretary and two (2) Assistant Recording Secretaries, each of whom shall be elected at the Convention's annual meeting by the registered messengers and who shall hold their offices until their successors are elected. The officers shall assume office at the close of the Convention's annual meeting at which they are elected. The vice presidents shall be elected by plurality, without regard to receiving a majority of the total votes, First Vice President being the person receiving the most votes and Second Vice President receiving the second most votes, and all other officers shall be elected by majority. Their duties shall be those usually discharged by such officers. No person shall be nominated and elected as an officer who is not a registered messenger of the Convention at the time of the nomination and election.

Section 2. President's Term. No person shall serve as President more than two (2) years, and thereafter he shall not be eligible for re-election to that office. If the President, for any reason, is unable to complete the term for which he is elected, then the First Vice President shall immediately become President and shall serve for the remainder of the unexpired term. If the First Vice President is unable to serve, then the Second Vice President shall become President.

Section 3. President's Ex Officio Membership. The President shall serve as an *ex officio*, nonvoting member of all standing and special committees of the Convention.

Section 4. President's Appointment Power. The President shall appoint the Committee on Nominations and the chairman of the committee. Furthermore, the President shall have the appointment powers provided for in Article VII, Section 11 of these Bylaws.

Article VII. Committees, Boards, and Commissions

Section 1. GBMB Executive Committee. As stated in Article I, the Convention is entitled to elect the GBMB Executive Committee, the membership of which shall consist of (a) six (6) *ex officio* members, (b) one (1) member elected from each cooperating Association, and (c) five (5) members from each of the six (6) state regions (thirty (30) members total from the six regions). Each elected member shall be elected to a five-year (5) term. It is important that at least one-half of the at-large positions (group (c) above) elected annually to serve on the GBMB Executive Committee be laypersons. The President, First Vice President, Second Vice President, Recording Secretary, and the two (2) Assistant Recording Secretaries shall serve as *ex officio* (voting) members of the GBMB Executive Committee. Each GBMB Executive Committee member shall also be a member in good standing of a Cooperating Church.

Section 2. GBMB Executive Committee Membership Eligibility. No person who is (a) either employed by or compensated under contract with any Convention Institution, whether full-time or part-time, or (b) a member of a governing board of any Convention Institution included in the budget of the GBMB, shall be eligible to serve as a member of the GBMB Executive Committee. For purposes of the preceding sentence, speaking honoraria shall not affect a person's eligibility to serve on the GBMB Executive Committee. No person serving as an elected member of the GBMB Executive Committee shall be eligible for re-election to membership on the GBMB Executive Committee after the expiration of their term of service or after a forfeiture of such service, until such person has been off the membership of the GBMB Executive Committee for at least one (1) year;

provided, however, where a person is elected to replace another member and where the replacement member will serve less than one-half of the original term, such person shall be eligible for re-election to membership on the GBMB Executive Committee.

Section 3. GBMB Executive Committee Vacancy. Any vacancy occurring in an elected position on the GBMB Executive Committee, caused by any reason, shall be filled by the Convention at its next annual meeting.

Section 4. GBMB Executive Committee Authority.

(a) *Standing Authority.* The GBMB Executive Committee shall have charge and control of all work, business, and affairs of the Convention not carried out directly by the Convention, including missions, education, and benevolence, in the interim between meetings of the Convention and any action of the GBMB Executive Committee shall be in all matters the action of the Convention and shall be binding upon the Convention unless such action is contrary to the Convention's Statement of Faith or these Bylaws.

(b) *Affiliated Churches.* Should matters of concern arise related to the issue of whether a church is or should remain an Affiliated Church from either (i) action of an Association, (ii) action of the GBMB Executive Committee, or (iii) an action of the Convention, the matter shall be referred to the office of the GBMB Executive Director. The GBMB Executive Director, in consultation with the GBMB Administration Committee, shall review the matter, which shall include hearing the concerns of the body that initiated the process and the concerns of the Affiliated Church, and seeking to restore the relationship between such church, Association (if applicable), and the Convention. The GBMB Executive Director shall consult with the President, who shall jointly make a recommendation to the GBMB Administration Committee, which will determine by two-thirds (2/3) affirmative vote with a quorum present either (x) that no further action is needed, whereupon the matter will be closed; or (y) that the Affiliated Church's status will be suspended (in accordance with Section 4(c), below) and the matter should be referred to the Convention or the GBMB Executive Committee for appropriate action.

(c) *Suspension of Affiliated Churches.* If the GBMB Executive Director believes that continued affiliation with an Affiliated Church is likely to cause immediate and irreparable harm to the Convention, then he may, in consultation with the President, recommend suspension and provisional disfellowshipping of the Affiliated Church's status to the GBMB Administration Committee until the decision to disfellowship can be brought to the Convention or the GBMB Executive Committee. Though not exhaustive, the reason(s) for suspension must include grave harm, such as refusing to address acts of the church leadership or of the church as a whole constituting apostasy or blasphemy, open defiance of and opposition to the stated biblical beliefs of the Convention, sexual misconduct, embezzlement or clear misappropriation of church funds, bigamy or polygamy, or felonies that also constitute immoral conduct. Upon a two-thirds (2/3) affirmative vote of the Executive Committee with a quorum present, such church's Affiliated Church and/or Cooperating Church status(es), including its membership in good standing within any Association, shall be suspended pending final action by the Convention or the GBMB Executive Committee.

Section 5. Other GBC Bodies: Required Attendance and Vacancies. Persons serving as members of any governing board, supervisory body, commission or other board

or committee of a Convention Institution, and who do not attend at least fifty percent of the meetings during any year, without being excused from a meeting by the appropriate chairman, shall forfeit their membership on such board, body, commission or committee. Any vacancy occurring due to forfeiture shall be reported to the Executive Committee and the Convention shall follow its regular procedure in electing a person to fill such vacancy with no interim replacements being made.

Section 6. Other GBC Bodies: Eligibility and Rotation. No person, nor a member of the family of such person (as determined under Internal Revenue Code Section 4958(f)(4), herein “Family Member”), who is employed by any Convention Institution shall be eligible to serve as a voting member of any governing board, supervisory body, commission or other board or committee of such Convention Institution. Except as stated herein or in the GBMB Bylaws to the contrary, no person appointed or elected by the Convention to any governing board, supervisory body, commission or other board or committee of any Convention Institution (herein, an “**Elected Position**”) shall be eligible for re-election to such Elected Position after the expiration of their term of service or after a forfeiture of such service, until such person has been out of such Elected Position for at least one (1) year; provided, however, where a person is elected to replace another member and where the replacement member will serve less than one-half of the original term, such person shall be eligible for re-election to the Elected Position.

Section 7. Audits and Bonds. Each governing body, supervisory body, commission, or other board or committee of any Convention Institution shall have its financial statements prepared in accordance with generally accepted accounting principles accompanied by an audit opinion from a certified public accountant.

Section 8. Committee on Nominations. As stated above, the President shall appoint the Committee on Nominations and its chairman.

(a) Within (60) sixty days after each annual meeting of the Convention, the President shall appoint fifteen (15) members, at least five (5) of whom shall have served on the immediately previous Committee on Nominations, to serve as a Committee on Nominations to report at the next annual meeting of the Convention. Unless expressly delegated elsewhere herein or in the GBMB bylaws, the Committee on Nominations shall nominate for vote to the Convention all candidates to serve on the committees, boards and commissions of a Convention Institution. Each person nominated to the Convention by the Committee on Nominations shall be an active member in good standing of a Cooperating Church. No person who is nominated by the Committee on Nominations shall serve at the same time on more than one governing board, supervisory body, commission or other board or committee of any Convention Institution. Furthermore, no member of the Committee on Nominations nor any Family Member of such member shall be eligible for nomination by the Committee on Nominations.

(b) At least ninety (90) days before each annual meeting of the Convention, the Committee on Nominations shall publish on the website of the Georgia Baptist Mission Board the names of the Associations (under Article VIII) from which the GBMB Executive Committee members will be elected at the next meeting of the Convention, and it shall at the same time remind the registered messengers within the fellowship of such Associations that they may offer suggestions to the Committee on Nominations concerning the GBMB Executive Committee members to be elected from within their respective Associations.

(c) The Committee on Nominations shall make its recommendation to the Convention in the form of a motion to elect those persons it recommends for specific terms of office. The motion may be amended, but no registered messenger shall be allowed to propose more than one (1) person at a time for election. When adopted by the Convention, the motion of the Committee on Nominations, as amended, shall constitute the election of the persons named in the motion to their respective terms of office.

(d) The report of the Committee on Nominations shall include the name of the Cooperating Church and the Association of each nominee. The report shall be made available to the registered messengers prior to the presentation of the report; however, the Committee on Nominations may make any needed corrections or additions.

Section 9. Committee on Resolutions.

(a) The Committee on Resolutions, composed of six (6) elected members (eight total), shall be nominated by the Committee on Nominations and elected at the annual meeting of the Convention to serve the following year. The chairman shall be indicated on the report of the Committee on Nominations and, whenever possible, shall be someone who has previously served as a member of the immediately previous Committee on Resolutions. In addition to the elected members, the President of the Convention and the GBMB Executive Director shall be *ex officio* nonvoting members of the Committee on Resolutions.

(b) The Committee on Resolutions shall prepare and present such resolutions as it deems appropriate for the Convention's consideration. Resolutions may be based upon proposals received by the Committee or may originate with the Committee. Only resolutions recommended by the Committee may be considered by the Convention, except the President of the Convention may, at his discretion, allow the consideration of any other resolution that has been properly submitted under paragraph (c) of this Section 9. Whenever possible, resolutions presented by the Committee on Resolutions for consideration by the Convention shall be available to the registered messengers prior to their presentation.

(c) Resolutions proposed by the registered messengers must be signed and personally delivered by their authors or their designees to the Recording Secretary, or one of the Assistant Recording Secretaries, by the end of the Monday evening session of the Convention.

Section 10. General Supervision. To the extent not expressly reserved to the Convention or to the President herein or in the Articles of Incorporation, the GBMB Executive Committee shall determine the duties, responsibilities, terms, members, and appointment or election procedures for the members of any Convention governing board, supervisory body, commission or other board or committee.

Section 11. Special Committees. (a) The Convention may create a special committee for a specific or special purpose by a two-thirds (2/3) vote of the messengers. The members of any such committee shall be named by the President of the Convention unless otherwise specified by the Convention. (b) In addition to the Convention's power to create special committees, the President may also create and appoint the members of one or more special committees in order to accomplish one or more specific tasks. (c) After any such committee completes its authorized task(s), it shall automatically cease to exist. (d) Notwithstanding the foregoing, any special committee expressly authorized herein shall comply with any relevant Bylaws provision regarding its creation, composition, or otherwise.

Section 12. Ex Officio Status of Executive Director. The GBMB Executive Director shall serve as an *ex officio* nonvoting member on all standing and special committees of the Convention.

Section 13. Membership in a Cooperating Church.

(a) Any person elected by the Convention to the GBMB Executive Committee, or to a board, commission or committee, or as an officer, or to any other position shall be an active member in good standing of a Cooperating Church. Such person shall affirm and adhere to the Statement of Faith of the Convention. In addition, any person elected to the GBMB Executive Committee as a representative of a cooperating Association shall be an active member of a Cooperating Church that is a part of such Association.

(b) If a person ceases to be a member of a Cooperating Church, loses good standing, or refuses to affirm and adhere to the Statement of Faith of the Convention, or if such person ceases to be a representative of an Association or ceases to be a member of a Cooperating Church in that Association, then such person forfeits their remaining term of service and the position becomes vacant; provided, however, a representative of an Association, upon written request from the Association and approval of the GBMB Executive Director, may remain in the position until the next annual meeting of the Convention when the successor representative will be elected. Any vacancy occurring as a result of this section shall be filled by the Convention at its next annual meeting.

Section 14. Out-of-State Members on Governing Boards.

(a) This Section 14 applies only to the following Convention Institutions: Baptist Village, Inc.; Brewton-Parker College, Inc.; Georgia Baptist Children's Homes and Family Ministries, Inc.; Georgia Baptist Foundation, Inc.; Georgia Baptist Retirement Communities of Georgia, Inc.; Shorter University, Inc.; and Truett-McConnell University, Inc.

(b) Convention Institutions identified in subsection (a) of this Section 14 shall be allowed to have persons serve on their governing board from outside of the State of Georgia who are not members of a Cooperating Church, provided that: (i) the board shall not have more than ten percent (10%) of its total membership from out-of-state; (ii) any person on the board from out-of-state shall be an active member in good standing of a church in cooperation and in good standing with a sister association or convention of churches of another state; and (iii) any person on the board from out-of-state shall affirm and adhere to the Statement of Faith of the Convention. Should any out-of-state person serving on a board not meet the requirements of (ii) or (iii) above, then such person forfeits their remaining term of service, and the position becomes vacant.

(c) Any other provision in these Bylaws that requires a person serving on a governing board to be a member of a Cooperating Church shall not apply to out-of-state members of the Convention Institutions identified in subsection (a) of this Section 14.

Article VIII. Recognition of Associations for Representation on The GBMB Executive Committee.

Section 1. Definition of Association. An "Association" shall be a self-governing fellowship of Affiliated Churches, recognized by the GBMB and sharing a

common faith, active on mission in their setting, and occupying a geographic area or an affinity relationship of effective ministry which is both reasonable and discernible.

Section 2. Minimum Membership. Each Association shall consist of a minimum of eight (8) Cooperating Churches.

Section 3. Application Process. Each new Association shall submit an application provided by the office of the GBMB Executive Director, which shall require the new Association to state the reasons for the recognition of such Association for representation on the GBMB Executive Committee. All applications must be submitted at least six (6) months prior to the next annual meeting of the Convention.

Section 4. Special Committee. All applications shall be reviewed by a special committee composed of the President of the Convention, chairman of the GBMB Executive Committee, chairman of the GBMB's Administration Committee, and the president of the Associational Missionaries Fellowship. The GBMB Executive Director and one staff member, appointed by the GBMB Executive Director, shall serve as *ex officio* nonvoting members of this special committee.

Section 5. Review and Approval. The GBMB Executive Committee shall review the recommendation of the special committee and recommend approval of the application to the Convention or refer the application back to the special committee for further review. All applicant associations shall be recognized for representation on the GBMB Executive Committee upon favorable action by the Convention at its annual meeting.

Section 6. Dissolution of Association; Merger of Associations. Any Association recognized by the Convention may vote to dissolve or to merge with another Association in accordance with its (or each Association's) own governing documents. If the governing documents for any Association does not provide a process for dissolution or merger, then such action may be approved by a majority vote of a quorum of the Association's governing body, at a meeting held (in person or by virtual or telephonic means) with a proper quorum and where the agenda item of a possible merger and/or dissolution has been properly noticed. The results of any affirmative vote to dissolve shall be communicated to the GBMB Executive Director within five (5) business days, along with a plan of dissolution and one or more persons responsible for winding up the affairs of the Association. The results of any affirmative votes to merge two or more Associations shall be communicated to the GBMB Executive Director within five (5) business days of the last Association to approve it, along with a plan of merger approved by each Association and a person from each Association responsible for carrying out the merger. No merger shall proceed until each participating Association properly approves the plan of merger.

Article IX. Convention Institutions

Section 1. Definition. A "Convention Institution" is any organization, whether a corporation, legal association, agency, or other entity with a separate governing board, whose governing board is elected by the Convention.

Section 2. Discontinuance of Relationship. The relationship between the Convention and a Convention Institution shall not be discontinued without a majority vote on such action at two consecutive meetings of the Convention, unless the governing board

of the Convention Institution and the GBMB Executive Committee concur in such matter; whereupon, action shall be effective at a single meeting of the Convention, provided further that a notice of the discontinuance of the relationship of a Convention Institution of the Convention shall have been published on the website of the Georgia Baptist Mission Board at least forty-five (45) days prior to the meeting of the Convention at which such vote is taken.

Article X. Indemnification

Section 1. Required Indemnification of Officers and Directors. To the fullest extent permitted by law, and in accordance with Georgia Code § 14-3-859, which is incorporated by reference herein, the corporation shall indemnify its present and former directors and officers, and shall advance funds to pay for and reimburse their expenses as contemplated under the aforementioned section of the Georgia Code.

Section 2. Indemnification of Employees, and Agents. The corporation may indemnify and advance expenses as contemplated under Georgia Code § 14-3-857 to an employee or agent by Board of Directors resolution to the extent allowed by applicable law.

Section 3. Heir and Estate Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article X shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 4. Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the corporation would have the power to indemnify them against the same liability.

Section 5. Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Georgia Code and Internal Revenue Code.

Article XI. Amendments to Governing Documents

Section 1. The Convention's Articles of Incorporation and Bylaws may only be amended as follows:

1. A motion to amend may be made in writing at the annual meeting of the Convention by any registered messenger, and upon the Convention's vote to consider such amendment, the proposed amendment shall be submitted to the Convention for action at its next annual meeting; or
2. A proposed amendment may be recommended by the GBMB Executive Committee in which case it will be submitted directly to the Convention for action.

Section 2. A proposed amendment submitted to the Convention for action must

be published on the website of the Georgia Baptist Mission Board at least thirty (30) days before the meeting of the Convention and such amendment must be approved by two-thirds (2/3) of the registered messengers present and voting.

Article XII. Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the Convention in all cases to which they are applicable and in which they are not inconsistent with the Convention's Bylaws and any special rules of order the Convention may adopt.