

CONSTITUTION AND BYLAWS “THE TENNESSEE BAPTIST CONVENTION”

CONSTITUTION

Article I. THE NAME

The name of this body is “The Tennessee Baptist Convention,” hereinafter “the Convention.”

Article II. COMPOSITION

The meetings of the Convention shall be composed of messengers who are members of cooperating Baptist churches. Cooperating Baptist churches are those that contribute financially through the Cooperative Program of the Convention in the fiscal year immediately preceding the annual meeting of the Convention and subscribe to and support the principles, programs, and policies of the Convention. Each cooperating Baptist church shall be entitled to two messengers. A messenger shall be a member of the church by which he or she is elected. Each cooperating Baptist church shall also be entitled to one messenger for each one hundred members or fraction thereof beyond the first one hundred, subject to a maximum of ten messengers from any one church.

Article III. PURPOSE

The mission of the Convention is to fulfill the Great Commission by assisting, encouraging, and strengthening affiliated churches to reach the evangelistic, educational, missionary, benevolent, and other ministry goals in a cooperative relationship with the Southern Baptist Convention.

Article IV. LIMITATION

The Convention shall have no ecclesiastical jurisdiction over the churches or associations cooperating with and contributing to the objects of the Convention; nor shall it act as advisory counsel in case of differences between the churches or associations; nor shall it interfere with the constitution of any church or association.

Article V. MEETINGS

The Convention shall meet annually, unless providentially hindered, for the purposes of corporate worship, conducting the business of the Convention, electing leadership for Convention ministries and other purposes. Special meetings of the Convention may occur when properly called as described in Bylaw I.

Sections B-C of this article have been moved to new Bylaw I.

Article VI. OFFICERS

The officers of the Convention shall be a president, a vice president, a second vice president, and a treasurer.

Sections B-G have been moved to new Bylaw II.

Every instance of "Executive Board of the Tennessee Baptist Convention" or variation of that term has been replaced with "Tennessee Baptist Mission Board" or "TBMB."

Article VII. TENNESSEE BAPTIST MISSION BOARD (TBMB)

Tennessee Baptist Mission Board, a corporation, shall have charge of all the educational, missionary, benevolent, and other interests of the Convention. During the interim, between meetings of the Convention, TBMB shall have all the powers of the Convention except as limited by this constitution, the bylaws of the Convention, and specific action taken by the Convention in session.

Sections B-H are moved to a new Bylaw VI which deals with guidelines for directors of TBMB.

Article VIII. BYLAWS

The Convention may adopt such bylaws, not in conflict with this constitution, as it deems advisable, provided that any proposed amendment shall be processed in accordance with provisions contained by Bylaw IX.

Updated to match new numbering system of bylaws.

Article IX. AMENDMENTS

- A. This constitution, except Article IV which remains forever intact, may be amended at any annual meeting of the Convention by a vote of two thirds of the messengers present and voting provided:
1. that any proposed amendment not originating with the Committee on Constitution and Bylaws shall have been submitted in writing to the Committee on Constitution and Bylaws by a member of a cooperating Baptist church at least ninety days prior to the annual meeting at which it is to be presented;
 2. that any such proposed amendment, and any proposed amendment originating with the Committee on Constitution and Bylaws, shall be published by the committee in the *Baptist & Reflector* at least sixty days prior to the annual meeting at which it is to be presented, and such proposed amendment shall also be printed in the *Book of Reports* for that annual meeting, but the proposed amendment must be offered as a motion at the annual meeting by a messenger or the committee on the first day of the annual meeting;
 3. that any such amendment must be considered for vote on the second day of the annual meeting;
 4. that any amendment shall be approved by the messengers to the annual meeting at which it is presented and by the messengers at the next annual meeting.
- B. The ninety-day notification requirement may be waived by an eighty percent vote of the messengers, present and voting.
- C. The Committee on Constitution and Bylaws may communicate with anyone submitting an amendment, suggesting ways to improve the language before it is published. The committee may make recommendations to the messengers concerning amendments proposed by messengers.

Changes to this article are intended to clarify the distinction between amendments initiated by messengers and those by the committee. Also to clarify the role of the committee.

BYLAWS

Bylaw I. CONVENTION MEETINGS

- A. Messengers to the annual meeting of the Convention shall determine the time and place of future annual meetings.
- B. The Convention's officers, the directors of TBMB, and members of the Committee on Arrangements acting as a body may, in case of grave emergency, change the place and time of an annual meeting of the Convention.
- C. Special meetings of the Convention may be called at any time by action of TBMB; or by the president of the Convention with the concurrence in writing of not less than fifteen percent of the cooperating Baptist churches as shown by the last annual report, at least three percent of which shall be located in each grand region of the state, as defined by TBMB. The call for any special meeting shall state the business to come before the Convention and only such business shall be acted upon. Notice of any special meetings shall be given at least thirty days prior thereto by publication in the *Baptist & Reflector* and in such other ways as TBMB may direct.
- D. Special meetings of the Convention shall follow the same procedure and standing rules of the annual meetings as described in Bylaw III, with the exception of any rule requiring a presentation or vote during a certain session, preceding another presentation or vote, or subsequent to another presentation or vote.

Bylaw II. CONVENTION OFFICERS

A. Election

1. Officers shall be resident members of cooperating Baptist churches.
2. The officers with the exception of the treasurer shall be elected annually and shall take office immediately preceding adjournment of the annual meeting at which elected and shall hold office until immediately preceding the adjournment of the next annual meeting.
3. The officers shall be elected by a majority of votes cast. If no person receives majority, a runoff shall be held between nominees receiving the two highest vote totals. Where more than one person is nominated for an office, election shall be by ballot.

B. Duties

1. The president shall preside over all sessions of the annual meeting; shall serve as an *ex officio* member of all committees, a director of TBMB, and a trustee of Convention institutions with a voice and vote in the proceedings of such committees and TBMB; and shall perform such other duties as the president may be charged with by the Convention.
2. The vice president and the second vice president shall discharge such duties of the president as requested by the president. In case of death, incapacity, resignation, or other cause making necessary the retirement of the president, the vice presidents shall succeed in order. TBMB shall determine when an office is vacant due to the incapacity of an incumbent to serve.
3. The executive director-treasurer of TBMB shall be the treasurer of the Convention. The treasurer shall discharge such customary duties and functions as may be assigned to the position by the Convention or its president. In addition, the treasurer is charged with the following specific responsibilities:
 - a. ensuring arrangements for the efficient and accurate registration of messengers attending the annual meeting;

Leadership positions have been standardized throughout to reference individuals as "members" of committees, "directors" of TBMB and "trustees" of Convention institutions.

- b. ensuring that accurate records of the proceedings of the annual meeting are collected, maintained, and published for use into perpetuity; and,
- c. ensuring that statistical records of cooperating Baptist churches are collected, maintained, and published for use into perpetuity.

The treasurer may appoint individuals or staff of TBMB to carry out these specific duties. The treasurer shall serve as staff to all committees and board of directors for TBMB, and as *ex officio* trustee of all Convention institutions.

Bylaw III. PROCEDURE OF THE ANNUAL MEETING

A. Quorum and Agenda

1. The annual meeting shall be called to order by the president and, after prayer, the messengers to the annual meeting shall hear the preliminary report of the Committee on Credentials as to the number of messengers present. A quorum shall consist of messengers from no fewer than fifty-four of the cooperating Baptist churches as shown by the report of the preceding Convention year, at least seventeen of which shall be located in each grand region of the state.
2. If a quorum is present, the messengers to the annual meeting shall then hear and act upon the report of the Committee on Arrangements and shall thereafter proceed in accordance with such agenda as adopted consistent with the constitution and these bylaws. If a quorum is not present, the annual meeting shall be suspended until a quorum is reached.

New section title to better describe content of paragraph. "Agenda" replaces "program".

B. Parliamentary Authority

1. Parliamentary procedure shall be in accordance with *Robert's Rules of Order* (latest revised edition) where these bylaws do not provide a defined procedure.
2. Standing Rules
 - a. All messengers who participate in the business sessions of the annual meeting shall conduct themselves in keeping with the stated purposes in the constitution of the Convention.
 - b. In order to obtain the floor, each messenger shall approach a microphone and, when acknowledged by the presiding officer, shall address the presiding officer, give his or her name and church, and state the general nature of his or her reason for wishing to be recognized – (For example, stating whether he or she wishes to speak for or against the pending item, asking a question, raising procedural issues, or introducing an item of business). The messenger shall then wait to be recognized by the presiding officer.
 - c. All motions and resolutions shall be submitted to the recording secretary in writing and shall include the name, address, church, contact phone number during the annual meeting, and legible signature of the messenger making the motion. The messenger may appear before the committee to which the motion is referred to provide supplemental information and shall be available as deemed necessary by the committee.

Clarifies the role of Robert's in relationship to these bylaws.

Subparagraphs have been reordered in paragraph 2 of section B. to a more logical sequence.

- a. was c.
- b. was b.
- c. was a.
- d. was f.
- e. was d.
- f. was e.
- g. was g.

Brings the bylaw in line with the actual practice.

- d. The presiding officer shall recognize messengers wishing to speak to each side of the question alternately.
- e. Discussion, debate, and nominating speeches shall be limited to three minutes for each speaker.
- f. No messenger shall speak more than once on the same question until all have spoken who wish to do so.
- g. All motions duly made and seconded which are unrelated to business scheduled under the agenda shall be referred to the Committee on Arrangements to be scheduled for consideration no earlier than the second day of the annual meeting unless otherwise required by the bylaws. All such motions shall be brought back to the body for consideration. Motions introduced during the final session of the annual meeting which are unrelated to business under the agenda shall be considered only if the messengers give their consent by an eighty percent affirmative vote taken without debate.

Clarifies language on treatment of motions.

C. Appeal Decision of Chair

Any decision of the Chair may be appealed to the messengers and changed, reversed, or modified by a two-thirds vote of the messengers present and voting.

D. Votes by Ballot

- 1. All votes on major policies and the creating or discontinuing of relationships with Convention institutions shall be taken by secret ballot.
- 2. Only ballots provided by registration containing the ballot number to be cast, as announced by the Committee on Credentials, and that contain a discernable preference shall be included in the total count of votes cast on any issue or election. All other ballots cast will be set aside and not included in the total.
- 3. Vote totals shall be revealed by the presiding officer upon request of the messengers.
- 4. Replacement ballots will not be issued.

This bylaw addition overrides a provision in Robert's Rules of Order which provides that any ballot cast is included in the total ballots cast. This was an issue at the SBC in June of 2016.

E. Program Resource

Program leaders of all Convention and TBMB programs shall be authorized to serve as resource persons for discussion of those matters which affect their areas of program responsibility.

F. Resolutions

- 1. Resolutions are written statements of opinion, encouragement, or call to action that may be considered by messengers to the annual meeting. The statements are non-binding on messengers and cooperating Baptist churches. They are considered to be the opinion of a majority of the messengers participating in the annual meeting at the time the resolution is considered.

This section has been revised by the Committee on Constitution and Bylaws with the assistance of staff and legal counsel in response to referral from the 2015 annual meeting.

2. All resolutions presented to the messengers should contribute to the mission and vision of the Convention, promote Kingdom principles or activities, or encourage cooperating Baptist churches in Great Commission work.
3. Members of cooperating Baptist churches may submit proposed resolutions to the Committee on Resolutions at least twenty-one days prior to the annual meeting. Submitted resolutions must indicate the submitter's name and the church of which he or she is a member. For a resolution to be considered, a messenger must present the submitted resolution or a proposed resolution which was not submitted in advance during the first day of the annual meeting. When presenting a resolution, the messenger shall only state the messenger's name, the name of the messenger's church, and the title of the resolution. The messenger shall then provide the recording secretary the full resolution in writing.
4. The Committee on Resolutions is permitted to present a resolution directly from the committee without its having been proposed on the floor of the annual meeting.
5. The Committee on Resolutions shall consider every resolution presented at the annual meeting. The committee's task shall be to recommend the adoption of resolutions by the messengers which are in conformity with paragraph 2 herein, after considering the totality of the resolutions presented and the resolutions prepared at the initiative of the committee.
6. Only resolutions recommended by the Committee on Resolutions for adoption shall be considered by the messengers, unless a messenger who presented a resolution on a subject which was not addressed in a resolution recommended to the messengers for adoption makes a motion at the time of the committee's report to have his or her resolution considered by the messengers and the motion is seconded and the messengers adopt the motion by a two-thirds vote of the messengers voting.

G. Motions to Amend Committee on Boards' and Committee on Committees' Reports

1. Motions to amend a Committee on Boards' report or Committee on Committees' report may be accomplished by doing the following:
 - a. Members of cooperating Baptist churches wishing to amend the Committee on Boards' report or Committee on Committees' report, as published by those committees in accordance with Bylaws IV. L. 3. g. and IV. L. 4. e. respectively, are requested, as an act of courtesy, to notify the committee at least twenty-one days prior to the first day of the annual meeting. This will allow the committee to properly consider the request to amend, have time to notify the affected Convention institution and nominee, and republish its report with any changes on the first day of the annual meeting.
 - b. The reports of the Committee on Boards and of the Committee on Committees shall be presented for consideration prior to the first miscellaneous business session on the first day of the annual meeting.
 - c. A messenger may make a motion to amend a committee's report during the time at which the report is presented or during the first miscellaneous business session on the first day of the annual meeting. A motion to amend may address only one person at a time for consideration.
2. Once the committee's report has been adopted by the messengers, with any amendments, it shall constitute election by the Convention.

Bylaw IV. STANDING COMMITTEES**A. Identification**

The following shall be the standing committees of the Convention:

1. Committee on Arrangements
2. Committee on Audits
3. Committee on Boards
4. Committee on Committees
5. Committee on Constitution and Bylaws
6. Committee on Credentials
7. Committee on Resolutions
8. Historical Committee

Committees converted to numbered list for ease of reference and to be consistent with list of institutions.

B. Nominations

1. The Committee on Committees shall nominate persons for election to membership on all standing committees except the Committee on Committees within the parameters of this bylaw.
2. The Committee on Committees shall nominate a temporary chair of any new standing committee to serve until the committee elects a chair.
3. The Committee on Boards shall nominate persons for election to membership on the Committee on Committees.
4. Nominations will be made to the messengers in the form of a report during the annual meeting.
5. Once the committee's report has been adopted by the messengers, with any amendments, it shall constitute election by the Convention.

Duplicated list of committees in old A1 (now B1) has been deleted.

Only the Committee on Committees deals with standing committees.

Clarifies existing language. No change in process.

C. Composition

1. Each of the standing committees shall be composed of fifteen positions plus the Convention's president.
2. Members of standing committees shall be resident members of cooperating Baptist churches, located in the respective grand region of their position.

D. Distribution Between Grand Regions in the State

One third of the positions on each standing committee should be occupied by members from each of the three grand regions.

E. Election and Term of Service

1. The Convention shall elect members to standing committees at the annual meeting of the Convention for terms of three years.
2. A standing committee's elected member's term of service shall begin and end upon adjournment of the annual meeting.
3. The goal shall be to divide the positions into three groups of five each so that the terms of one third of the committee expire each year.

F. Succession

1. A member of a standing committee may serve one full term and shall not be eligible for election to any standing committee, as trustee of a Convention institution, or as director of TBMB until having been out of such position one Convention year.
2. A member serving on either the Committee on Committees or the Committee on Boards shall not be eligible for election to either the Committee on Committees or the Committee on Boards until having been out of that position four Convention years.
3. A member of a standing committee who has completed an unexpired term is eligible to be nominated for election and serve a full term without a waiting period.

Changes clarify existing practice. No change in process.

G. Change of Residence

Any member of a standing committee who changes residence from the grand region of the state in which such member resided at the time of election may continue to serve through the remainder of his or her term. The position will remain with the grand region from which the committee member was originally elected.

The existing bylaw allows a member changing grand regions to only serve through the end of Convention year. This will allow them to complete their term.

H. Disqualification

1. Members of standing committees may not be regular employees of TBMB or of a Convention institution supported with Cooperative Program funds.
2. An individual may not serve simultaneously on more than one Convention standing committee, as a trustee of a Convention institution receiving Cooperative Program funds, or as a director of TBMB. This restriction shall not limit service on special committees.
3. No person shall be eligible for election to membership on a standing committee if such election would result in more than one member of the same church serving as members on the same committee at the same time.

I. Removal

1. The Convention may, by a two-thirds vote of the messengers, remove a member of a standing committee without cause and elect a successor to fill the unexpired term.
2. Messengers to the annual or called meeting may not, by a single vote, declare the position of more than one committee member vacant.

The existing bylaws have no provision for the removal of committee members. This provision is patterned after the removal section for directors and trustees.

J. Vacancies

Vacancies occurring on a standing committee between meetings of the Convention caused by death, resignation, moving from the state, or for reasons of a similar nature, may be filled by TBMB upon the recommendation of the Committee on Committees.

K. Committee Officers

1. Each committee is authorized to elect its own officers and will, at its last meeting before the annual meeting, elect a chair for the next year. Such chair, or temporary chair of new standing committees, in consultation

Old section H on "ex officio" member modified in Bylaw II, B, 1 & 3.

with the executive director-treasurer, shall call a meeting of the committee at the earliest practical date.

2. If a vacancy occurs in the office of the chair or any other committee office after the organizational meeting, the committee is authorized to elect a replacement from its membership.

L. Duties

1. Committee on Arrangements

- a. Prepare the order of business (agenda) for and serve as the Committee on Order of Business during the annual meeting and any called meetings of the Convention.
- b. Arrange for the speakers, music leadership, musical guests, and special events on the agenda.
- c. Consult with the annual meeting host pastor and committees.
- d. Recommend to the messengers the preacher and alternate preacher, when the committee desires to have a Convention sermon on the agenda for the annual or called meeting.
- e. Recommend to the messengers the time and place of the annual meeting approximately five years in advance.

Paragraph f has been deleted and paragraph b has been modified to give the Committee on Arrangements more flexibility regarding music at the annual meeting.

2. Committee on Audits

- a. Examine all audits of TBMB and Convention institutions.
- b. Report on this examination early in each annual meeting.
- c. Submit an evaluation of the annual audit to the Administrative Committee of TBMB.

Removes “subsidiary” language and clarifies subject of audit.

The following two paragraphs (3&4) have been restructured to only include the responsibilities of the Committee on Boards and Committee on Committees, respectively. All requirements and qualifications for directors and trustees have been moved to new Bylaw VI or new Bylaw VII. All requirements and qualifications for committee members have been moved to Bylaw IV. Only changes to policy are denoted below.

3. Committee on Boards

- a. Nominate persons for appointment to serve as directors of TBMB as provided in Bylaw VI.
- b. Nominate persons for appointment to serve as trustees of Convention institutions as provided in Bylaw VII.
- c. Nominate persons for election to membership on the Committee on Committees as provided in Bylaw IV.
- d. Obtain recommendations for nominations for appointment to the various trustee boards and TBMB from as many sources as possible, such as the following:
 - i. Individual Tennessee Baptists;
 - ii. Convention institutions, specifically asking them to suggest one person for each vacancy on the institution's board.
- e. Perform its work within the limitations of the constitution and bylaws of the Convention and in consideration of the requirements of the accrediting agencies which are related to Convention institutions.
- f. Recognize the desirability of the principle of broad representation for TBMB directors, Convention institution trustees, and Committee on Committees members.
- g. Publish its report in the *Baptist & Reflector* sixty days before the first day of the annual meeting.

In addition to updated language for clarification and consistency, this list of duties has been reordered to a more logical sequence.

Old a. has been split into a. and b. to distinguish between TBMB and Convention institutions.

Old b. is now c.

Old c. is now g.

Old d. called for refrain from self-nomination. Current bylaws will not allow for that to happen and it has therefore been deleted.

Old e. has been deleted since it is covered in a. and b.

Old f. is now d.

Old g. is now e.

Old h. is now f.

Old i. has been deleted as it is covered in Section J of this bylaw.

Old j has been deleted since it is identical to the paragraph found in Bylaw III related to procedures at the annual meeting.

4. Committee on Committees

- a. Nominate persons for election to membership on all standing committees of the Convention except the Committee on Committees as provided in Bylaw IV.
- b. Nominate for election or appoint, as instructed in each instance, persons for membership on special committees as authorized by the Convention or the president of the Convention.
- c. Obtain recommendations for membership on the various committees from as many sources as possible.
- d. Recognize the desirability of the principle of broad representation for membership on all committees.
- e. Publish its report in the *Baptist & Reflector* sixty days before the first day of the annual meeting.

*In addition to updated language for clarification and consistency, this list of duties has been reordered to a more logical sequence.
Old a. remains a.
Old b. is now e.
Old c. is now b.
Old d has been deleted since no one can serve on two committees at the same time.
Old e. has been deleted since "regular employees" are prohibited from serving.
Old f. has been replaced with new c.
Old g. is now d.
Old h. has been deleted since it is identical to language in Bylaw III.*

5. Committee on Constitution and Bylaws

- a. Regularly review the governing documents of the Convention and report any findings or recommendations it deems advisable to the messengers to the annual meeting.
- b. Periodically review the Convention's procedures for selecting directors of TBMB, trustees of Convention institutions, and members of standing committees.
- c. Study matters concerning the Convention's constitution and bylaws which may be referred to it by messengers to the annual meeting or by other sources, reporting its findings or recommendations to the messengers to the annual meeting.

6. Committee on Credentials

- a. Consult with the treasurer, or his designee, on arrangements for the registration of messengers.
- b. Confirm credentials of messengers.
- c. Make recommendations to the messengers to the annual meeting regarding any question relative to the seating of messengers.
- d. Determine when a quorum has been reached and report to the messengers to the annual meeting.
- e. Announce balloting procedure that will be used through the committee chair or authorized committee member.
- f. Collect and count ballots and report results, including vote totals, to the presiding officer. Vote totals shall be revealed by the presiding officer upon request of the messengers.
- g. Committee members shall hold all vote totals and other information received by the committee as confidential and only report such totals and information to the presiding officer through the committee chair or an authorized committee member.

Brings the committee's duties in line with role of the officers as found in Bylaw II.

New g. duty contained in Committee Guidelines document that has been moved to here.

7. Committee on Resolutions

- a. Receive and review written resolutions from messengers to the annual meeting, when referred by the presiding officer within the guidelines of Bylaw III. F.
- b. Develop and recommend resolutions to the messengers as deemed appropriate by the committee.

Paragraphs 7 & 8 have been flipped in order to put them in alphabetical order consistent with the list found in section A of this Bylaw IV.

8. Historical Committee

- a. Recommend appropriate measures for the preservation of Baptist history.
- b. Seek to preserve minutes and records of all Baptist bodies, churches, associations, and conventions, historical manuscripts, printed materials, including correspondence, and museum objects.
- c. Encourage the writing and publication of histories of individuals, churches, associations, institutions, and conventions.
- d. Recommend what historic sites, including buildings, should be properly marked and preserved when these are related to Baptist history.
- e. Report regularly to the Convention and cooperate with the Historical Society of The Tennessee Baptist Convention.

Bylaw V. SPECIAL COMMITTEES

Special committees may be created by the messengers to the annual meeting, TBMB, or the Convention's president to provide for any need not met by a standing committee.

The essence of this new Bylaw VI is taken primarily from existing Bylaw IV that pertains to the Executive Board. It does reflect the recommendation from the Board for a change in the name to Tennessee Baptist Mission Board.

Bylaw VI. TENNESSEE BAPTIST MISSION BOARD (TBMB)**A. Identification**

TBMB is responsible for conducting all activities on behalf of the Convention between the meetings of the Convention. This corporation shall discharge the powers and authority delegated to it by the Convention and the specific ministry responsibilities which the Convention assigns to it by resolution, covenant, and by provisions in the Convention's Constitution and Bylaws and Business and Financial Plan. These powers, authority, and responsibilities include, but are not limited to: the responsibility to provide state missionary staff to assist churches in reaching Tennesseans for Christ and developing Great Commission Christians; the responsibility to appoint persons on the Convention's behalf for membership on Convention institution trustee boards and standing committees when vacancies occur; the responsibility to call a special meeting of the Convention as authorized in Bylaw I, section D, of the Convention's bylaws; the responsibility to approve a recognized auditing firm to audit the books of the Convention, TBMB, and the Convention institutions which receive Cooperative Program funds; and the responsibility to direct the budget making process for the Convention.

This section is consistent with language in the bylaws of the TBMB. Legal counsel has advised that it is imperative that such language be consistent.

B. Nominations

1. The Committee on Boards shall nominate persons for appointment as a director of TBMB within the parameter of this bylaw.
2. Nominations will be made to messengers in the form of a report during the annual meeting.
3. Once the committee's report has been adopted by the messengers to the annual meeting, with any amendments, it shall constitute appointment by the Convention.

The term "appointed" has been used instead of the term "elected" to more accurately describe the action of the Convention based on Tennessee law.

C. Composition

1. The board of directors of TBMB shall consist of ninety-nine appointed directors, all of whom shall be resident members of cooperating Baptist churches, and two designated directors: the president of the Convention and the president of Tennessee Woman's Missionary Union (TNWMU).
2. If, during the term of an appointed director, the appointed director is elected president of the Convention or president of TNWMU, the director shall continue to be counted as one of the ninety-nine appointed directors.
3. The executive director-treasurer of TBMB shall serve as staff to the board of directors and chief executive officer of TBMB.

Sections C, D, E, and F contain revised language but there is no change in current process.

D. Distribution Between Grand Regions of the State

Twenty-five of the appointed directors shall reside in each of the three grand regions of the state. The remaining twenty-four shall be, as nearly as possible, distributed in proportion to the total membership of cooperating Baptist churches in these grand regions as reported to the preceding annual meeting.

E. Appointment and Term of Office

1. The Convention shall appoint directors at the annual meeting of the Convention for terms of three years.
2. An appointed director's term of office shall commence upon the adjournment of the Convention's annual meeting during which the director was appointed.
3. The goal shall be to divide the appointed directors into three groups as nearly equal as possible so that the terms of approximately one third of the appointed directors expire each year.

F. Succession

1. A director of TBMB may serve up to two successive terms and shall not be eligible for re-appointment to TBMB until such director shall have been out of office for three Convention years.
2. No director who has served two successive terms shall be eligible for election to a Convention standing committee or appointment as a trustee of a Convention institution until such director shall have been out of office for one Convention year.
3. A director of TBMB who has completed an unexpired term is eligible for re-appointment and to serve two full terms without a waiting period.

G. Change of Residence

Any appointed director who changes residence from the grand region of the state in which such director resided at the time of appointment may continue to serve until the end of his or her term. The position will remain with the grand region from which the director was originally appointed.

The existing bylaw allows a director changing grand regions to serve only through the end of the Convention year.

H. Disqualification

1. Directors of TBMB may not be regular employees of TBMB or of a Convention institution supported with Cooperative Program funds.
2. Any appointed director who ceases to be a resident member of a cooperating Baptist church, or who becomes a regular employee of TBMB or any Convention institution, shall be deemed to have resigned.
3. An individual may not serve simultaneously on more than one Convention standing committee, as a trustee of a Convention institution receiving Cooperative Program funds, or as a director of TBMB.
4. No person shall be eligible for appointment as a director of TBMB if such appointment would result in more than one member of the same church serving as directors at the same time.

Sections H, I, and J contain revised language but there is no change in current process.

I. Removal

1. The Convention may, by a two-thirds vote of the messengers, remove a director without cause and appoint a successor to fill the unexpired term.
2. Messengers to the annual or called meeting may not, by a single vote, declare the position of more than one director vacant.

J. Vacancy

Vacancies occurring on the TBMB board of directors, for whatever reason, may only be filled by the Convention in its annual meeting.

The essence of this new Bylaw VII is taken primarily from existing Bylaw IV that pertains to the Convention institutions. References to Executive Board have been moved to the new Bylaw VI. There are no changes to the processes related to the Convention institutions.

Bylaw VII. CONVENTION INSTITUTIONS

A. Identification

The following shall be the Convention institutions whose trustees (governing body) shall be appointed by the Convention:

1. Baptist Memorial Health Care System, Inc. (Tennessee members)
2. Carson-Newman University
3. Harrison-Chilhowee Baptist Academy
4. Tennessee Baptist Adult Homes, Inc.
5. Tennessee Baptist Children's Homes, Inc.
6. Tennessee Baptist Foundation
7. Union University

The term "Boards" has been removed from this bylaw since the bylaw now only references institutions. The term "trustee" is used to reference institutional leadership.

B. Nominations

1. The Committee on Boards shall nominate persons for appointment as trustees of Convention institutions within the parameters of this bylaw.
2. The names of potential nominees shall be presented to the Committee on Boards by each Convention institution. In the event that a potential nominee is not acceptable to the committee, then the Convention institution shall be notified and such process repeated with a different potential nominee until a mutually agreeable candidate for nomination is confirmed or another arrangement mutually agreeable to the Convention institution and the committee is determined. If a Convention institution declines to participate in the nominating process or fails to submit an acceptable explanation for any vacancy, then the Committee on Boards has the sole authority to submit nominations to the messengers for trustees of said Convention institution.
3. Nominations will be made to messengers in the form of a report during the annual meeting.
4. Once the committee's report has been adopted by the messengers to the annual meeting, with any amendments, it shall constitute appointment by the Convention.

Old section B replaced by new section H on "disqualifications."

C. Composition

1. The Convention shall have the right to determine the number of trustees it will appoint for each Convention institution, to propose their terms of office, and to satisfy itself as to their qualifications.
2. Trustees must be resident members of cooperating Baptist churches of the Convention, excepting the educational institutions, whose trustee boards may include up to twenty percent of their respective trustee board membership from Baptist churches outside the State of Tennessee. Out-of-state trustees must be members of churches in cooperation with their respective Baptist state convention and the Southern Baptist Convention.
3. The president of the Convention and the executive director-treasurer of TBMB shall be *ex officio* trustees of all Convention institutions.

The term "appointed" has been used instead of the term "elected" to more accurately describe the action of the Convention based on Tennessee law.

D. Distribution Between Grand Regions of the State

A majority of the educational Convention institutions' trustees shall come from its grand region of the state.

E. Appointment and Term of Office

1. The Convention shall appoint trustees at the annual meeting of the Convention for terms of three years.
2. An appointed trustee's term of office shall commence and end according to the charter and bylaws of the institution.
3. The goal shall be to divide the appointed trustees into three groups as nearly equal as possible so that the terms of approximately one third of the appointed trustees expire each year.

F. Succession

1. A trustee of a Convention institution may serve up to three successive terms and shall not be eligible for appointment to any Convention institution trustee board or TBMB, or election to a standing committee, until having been out of office for one Convention year.
2. The filling of a Convention institution's unexpired term with more than eighteen months remaining shall be considered a full term. A trustee completing an unexpired term of less than eighteen months will be eligible for three full terms with no waiting period.

G. Change of Residence

Any appointed trustee of an educational Convention institution who changes residence to outside of Tennessee and the Convention institution already has the maximum number of out-of-state trustees allowed may serve until the end of the Convention year.

H. Disqualification

1. Trustees of Convention institutions may not be regular employees of TBMB or of a Convention institution supported with Cooperative Program funds.
2. Any appointed trustee who ceases to be a resident member of a cooperating Baptist church, or who becomes a regular employee of TBMB or any Convention institution, shall be deemed to have resigned.
3. An individual may not serve simultaneously on more than one Convention standing committee, as a trustee of a Convention institution receiving Cooperative Program funds, or as a director of TBMB, excepting the Baptist Memorial Health Care System, Inc., whose trustees may serve on two boards.
4. No person shall be eligible for appointment as a Convention institution trustee if such appointment would result in more than three members of the same church serving on the same trustee board of any Convention institution at the same time.

I. Removal

1. The Convention, after showing just cause and by procedures involving due process, may, by a two-thirds vote of the messengers following a study, report, and recommendation of TBMB, declare the office of an individual trustee vacant. In such case, messengers, pursuant to the procedures described in these bylaws for the appointment of trustees, may elect a successor to fill that unexpired term of the office declared vacant.

2. Messengers to the annual meeting or special called meeting may not by a single vote declare the office of more than one trustee vacant.

J. Vacancy

Vacancies occurring on a trustee board between meetings of the Convention caused by death, resignation, moving from the state, or for reasons of a similar nature, may be filled by TBMB upon the recommendation of the Committee on Boards.

K. Relationship of Institutions to the Convention

1. The relationship between the Convention and the Convention institutions is grounded in mutual trust for the purpose of common ministry. The Convention institutions are autonomous nonprofit corporations, neither owned nor operated by the Convention. Governance of the Convention institutions is vested in their respective boards of trust in all matters.
2. Convention institutions whose trustees are appointed under these bylaws shall:
 - a. Act as Christian institutions and in a manner consistent with the mission and vision of the Convention.
 - b. Keep the Convention informed by making detailed reports of operations, programs, indebtedness, and finances for inclusion in the annual meeting's *Book of Reports*, and provide this information at other times if requested by TBMB.
 - c. Obtain prior approval of the Convention in session, or in the interim of TBMB, before engaging in any campaign to raise funds from Tennessee Baptist churches.
 - d. Be solely responsible for their own debt and shall not obligate the Convention for any indebtedness.

L. Establishment or Termination of Relationships with Institutions

The establishment or termination by the Convention of relationships with Convention institutions shall require approval of the messengers to the annual or called meeting following a study, report, and recommendation of TBMB.

M. Provisions for Withholding Cooperative Program Allocations

In the event of the violation of any of the provisions contained in the Convention's Constitution and Bylaws, Business and Financial Plan, Covenant Agreements, policies, or programs, the treasurer, at the direction of the Convention, or in the interim, of the directors of TBMB, may withhold any Cooperative Program allocations. At the discretion of the messengers or TBMB, these allocations may be placed in a reserve fund and may be released by the body (the Convention or TBMB) which initiated the withholding.

Bylaw VIII. BAPTIST FAITH AND MESSAGE

No person shall be nominated to serve as a member of a standing committee, a director of TBMB, a trustee of a Convention institution, or in any other elected leadership roles in and with the Convention, unless the person has agreed that he or she will, if elected, covenant to serve in accordance with, and not contrary to, the *Baptist Faith and Message 2000*.

This bylaw was updated to specify the three major positions (committee member, TBMB director, and Convention institution trustee) and other elected leadership which are covered by this bylaw.

Bylaw IX. AMENDMENTS

- A. These bylaws may be amended at any annual meeting of the Convention in any manner not in conflict with the constitution by a vote of two thirds of the messengers present and voting provided:
1. that any proposed amendment not originating with the Committee on Constitution and Bylaws shall have been presented in writing to the Committee on Constitution and Bylaws by a member of a cooperating Baptist church at least ninety days prior to the annual meeting at which it is to be presented;
 2. that any such proposed amendment, and any proposed amendment originating with the Committee on Constitution and Bylaws, shall be published by the committee in the *Baptist & Reflector* at least sixty days prior to the annual meeting at which it is to be presented, and such proposed amendment shall also be printed in the *Book of Reports* for that annual meeting, but the proposed amendment must be offered as a motion at the annual meeting by a messenger or the committee on the first day of the annual meeting;
 3. that any such amendment must be considered for vote on the second day of the annual meeting.
- B. The ninety-day notification requirement may be waived by an eighty percent vote of the messengers, present and voting.
- C. The Committee on Constitution and Bylaws may communicate with anyone submitting an amendment, suggesting ways to improve the language before it is published. The committee may make recommendations to the messengers concerning amendments proposed by messengers.

These changes are designed to distinguish between amendments proposed by the committee and those proposed by messengers.