



**National Baptist  
Convention, USA,  
Incorporated**  
*Revised Constitution*

Approved by the Body  
131<sup>st</sup> Annual Session – September 5, 2011  
Orlando, Florida

***Dr. Julius R. Scruggs, President***

## PREAMBLE

WHEREAS, African American Baptists have long recognized the need for spiritual and religious fellowship so we may exhort one another to personal piety, sociability, and shared understanding of the challenges and aspirations common to our Christian pilgrimage; foster and encourage Christian evangelism and education, religious goodwill and spirituality, and moral, industrial, and social progress among our people; promote the development and use of publications that affirm our shared faith and religious culture; provide organized and ongoing opportunities for the best Christian thinkers, writers, and composers from our people to exercise their gifts; and understand and achieve the great will of God for our Christian witness that is more attainable through coordinated effort than separate and uncoordinated activity; and

WHEREAS, the Foreign Missions Convention (organized in 1880), the Baptist Foreign Mission Convention (hitherto engaged in missionary work on the west coast of Africa), and the National Education Convention convened at the First Baptist Church, St. Louis, Missouri, on August 25, 1886, ten o'clock a.m., for the purpose of contemplating merger into one body originally known as the National Baptist Convention; and

WHEREAS, it was the sense of African American Baptists as represented by several Baptist organizations that convened in Atlanta, Georgia, on September 28, 1895, and known as the Baptist Foreign Mission Convention hitherto engaged in missionary work on the west coast of Africa, the National Baptist Convention which had been doing missionary work in the United States, the National Baptist Missionary work on the west coast of Africa, that these organizations should unite into one organization for the purpose of putting into effect the benevolent intentions of their constituents by eliciting, combining, and directing the energies of denomination, so that those organizations did unite and agree upon certain fundamental principles of organic rules which have been amended from time to time; and

WHEREAS, the history of our pilgrimage since 1880 has demonstrated the need for rules and principles of organization and governance consistent with our identity as a spiritual body of Christians so that the benevolent purposes we share can be advanced by means that are decent and orderly; and WHEREAS, our growth into a body of churches, district associations, and state conventions located throughout the United States, the Bahamas, the Caribbean, Central and South America, mission churches in Africa, and affiliated bodies in Germany demands that we operate under a constitution that fits the governance needs of a 21st Century global religious enterprise;

THEREFORE, we hereby adopt this revised constitution for the National Baptist Convention, USA, Inc., and declare that all other constitutions, laws, or parts of constitutions and laws, including amendments, drafts, or other governance documents deemed controlling on our fellowship, are hereby declared null and void except for the Holy Bible.

## ARTICLE I - NAME

Section 1. This organization shall be known as the National Baptist Convention, USA, Inc.

## ARTICLE II - MISSION STATEMENT

Section 1. The mission of the National Baptist Convention USA, Inc. is to fulfill the Great Commission of Jesus Christ through the unification of its membership entities by empowering, informing and encouraging constituent entities to be engaged in the actualization of God's Kingdom on earth through global mission, evangelism, discipleship development and social justice.

## ARTICLE III - OBJECTIVES AND CORPORATE PURPOSES

In addition to such ancillary purposes and statutory powers as are detailed in its Articles of Incorporation, the basic objectives and corporate purposes of this voluntary global fellowship (hereafter referred to as Body or Convention) are as follows:

Section 1. To unite National Baptist constituent entities and subsidiary bodies to fulfill the mission of the National Baptist Convention;

Section 2. To increase involvement of constituent entities in home and global mission outreach; Christian evangelism, discipleship development; and social justice;

Section 3. To publish and distribute Christian literature, music, works of art and religious expression.

Section 4. To engage in any other endeavors deemed fitting and proper in order to advance the cause of Jesus Christ throughout the world.

## ARTICLE IV - MEMBERSHIP

Section 1. Categories of Membership. There are three categories of membership in the National Baptist Convention, USA, Inc.; Constituent Membership, Annual Membership and Life Membership.

Section 2. Constituent Membership. Constituent member entities are churches, district associations, state conventions, and other constituent entities located outside the United States, hereinafter defined as the Territories that affirm and are in compliance with the mission of the National Baptist Convention and give annually by the end of the fiscal year.

Section 3. Life Membership. Any person in good standing with any National Baptist Church that is a Constituent Member of this Convention may become a Life Member by payment of a lump sum designated by the Board of Directors for Life Membership. This is a nonvoting membership.

Section 4: Annual Membership. Any person in good standing with any National Baptist Church that is a Constituent Member of this convention may become an Annual Member by payment of the amount designated by the Board of Directors for Annual Membership.

Section 5. Termination. Constituent entities membership can be terminated when they are determined to be in noncompliance by the Board of Directors or by their designee.

Section 6. When a lawsuit or any other claim is initiated by a member against the National Baptist Convention USA, Inc., and while the action is pending and unresolved, then the memberships rights shall be suspended, the member shall forfeit the right to hold office in the National Baptist Convention USA, Inc. and forfeit the right to serve as a representative for any other affiliated organization of National Baptist Convention USA, Inc. Membership rights may be restored and reinstated if the member is determined to have justifiable cause for the action.

Section 7. Privileges and Limitations of Membership. The National Baptist Convention, USA, Inc. is a voluntary global fellowship of churches, district associations, and state conventions operating as a religious corporation pursuant to the laws of the United States of America, subject to its Articles of Incorporation/Charter filed in the District of Columbia.

- (a) All properties, assets, funds, liabilities, and entitlements of the Convention, its auxiliary bodies, boards, commissions, and other entities, are solely vested in the corporation. In all categories, membership and/or holding office in the Convention shall confer no personal, equity, or separate property rights in any assets, property, funds, liabilities, and entitlements of the corporation.

Section 8. Resolution of Questions regarding Membership Rights, Privileges, and Obligations. The Convention, acting as a Committee of the Whole, is the sole and final arbiter of any question regarding membership rights, privileges, and obligations. Acceptance of membership in the Convention shall constitute agreement that the Convention itself is the supreme forum regarding membership controversies from which there is no appeal.

- (a) Under no circumstances shall a member or group of members have the right to litigate, adjudicate, or arbitrate disputes and questions regarding membership rights, privileges, and procedures of this Body in the secular courts or any other forum other than that prescribed by this constitution. Rather, the Convention

shall adjudicate such disputes and questions in accordance with Biblical principles and procedures established by the Board of Directors, with such procedures subject to final approval by the Convention through the vote of Representative Messengers. In all instances and matters except for removal from office, the simple majority vote of the Board of Directors shall be binding, subject to review and ratification by the Convention as a whole. However, a two-thirds majority vote of the Board of Directors shall be required in all cases involving removal from office or expulsion from the Convention, also subject to review and approval by the Committee of the Whole by simple majority vote.

- (b) Upon appeal to the Committee of the Whole, the outcome of all controversies and disputes shall be decided by simple majority vote of the assembled Representative Messengers, with said vote being final and binding on the individual, the Convention, and the corporation itself.

## ARTICLE V - VOTING

Section 1. Voting Privileges. Voting privileges for elections and during conventions of this Body shall be restricted to the Constituent entities. The votes shall be cast by representatives known as the Designated Messenger.

Section 2. The Designated Messenger must be in good standing with the constituent entity they are representing. The General Secretary shall verify and confirm the credentials of the Designated Messenger.

Section 3. Voting Process. The Designated Messenger may exercise one vote on behalf of its constituent entity.

## ARTICLE VI - OFFICERS

Section 1. The officers of this Convention shall be as follows:

President  
Vice President-at-Large 6  
Six (6) Regional Vice Presidents  
General Secretary  
Four (4) Assistant Secretaries  
Treasurer  
Assistant Treasurer  
Statistician  
Historian  
Parliamentarian

Section 2. Election and tenure of Officers.

- (a) The President shall be eligible for election and elected by the Constituent entities through the Designated Messenger of the Convention at an Annual Session designated for that purpose. No potential candidate shall be eligible to serve as President if they are not a member in good standing with a Constituent entity.
- (b) The Board of Directors shall prescribe the nomination, campaign, and election process, and shall be the preliminary arbiter of any election questions, disputes, or controversies, with final judgment on such matters to be made by the Convention acting as a Committee of the Whole.
- (c) All other officers shall be presented by the President and affirmed by the Convention as a whole according to procedures prescribed by the Bylaws to this Constitution.
- (d) Upon election as prescribed by Section 2(A) of this Article V, the President-Elect and such other persons or officers designated by the President-Elect shall promptly be apprised of any matters pertaining to the work of the Convention, including its fiscal affairs, home and foreign mission activities, and any other information pertinent to effecting an orderly transition from the previous administration.
- (e) Consistent with and pursuant to this provision, the person serving as outgoing President, and all other officers of the Convention and its auxiliaries, boards, commissions, subsidiaries, and other entities, shall immediately initiate transfer of authority for the work of the Convention upon the election of the new President, and shall complete that transfer of authority no later than thirty (30) days following the election of the new President. By this procedure, it is the explicit intent of the Convention that the work of our Lord and Savior Jesus Christ through the Convention will in no way be hindered, compromised, or otherwise prejudiced due to the change in leadership.
- (f) Each officer shall be elected for a five-year term and shall not be eligible to serve more than two consecutive terms in the same office. After being out of office for one term, a person may seek and be eligible for re-election. This provision regarding tenure and term limits shall apply to all officers, auxiliary leaders and officials. However, this provision shall not preclude term-limited officers from being elected to different offices.
- (g) The President shall fill all vacancies that occur prior to the end of a term, any person appointed to a vacated office shall serve the unexpired term of the person whose office was vacated. Service in an unexpired term shall not prohibit eligibility to an appointment of two consecutive terms in that office.

(h) It is and shall be the declared policy of the Convention that no congregation, association, state convention, or any other entity or person shall use the tax-exempt status of the Convention without the express written authorization of the Convention, acting through the President or his designee.

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors of this Convention shall be composed of the following persons:

1. The Officers designated at Section 1 of Article Six to this Convention;
2. The Presidents from each of the State Conventions and Territories;
  - a. In states and territories where churches have dual or multiple convention alignments, the state convention official shall identify a designee to serve as the member of the Board of Directors from those states of territory conventions.
3. Two (2) Representatives from each duly authorized subsidiary body of the Convention; and
4. At-large members selected as follows: Four (4) selected by the regional bodies represented by the Regional Vice Presidents of the Convention, according to procedures established by those regional bodies, and confirmed in writing to the President and General Secretary of this Convention. The President of the Convention shall select an additional five at large members.
5. Twenty-Five (25) percent of the members present for a meeting shall constitute a quorum of the Board of Directors for purposes of transacting business.
6. All members must be members of Constituent entities.
7. Meeting shall be conducted according to Robert's Rules of Order.

Section 2: The President of the Convention, or a person appointed by the President, shall serve as Chairman of the Board of Directors. The General Secretary of the Convention, or a person designated by the President of the Convention, shall serve as Secretary of the Board of Directors.

Section 3: The Executive Committee of the Board Of Directors shall consist of the following: the President, the Vice President at Large, the General Secretary, the Chairman of the Board of Directors, the Regional Vice- Presidents, Treasurer, Parliamentarian, and

five (5) other persons elected from the Board Of Directors. The Executive Committee shall transact business referred to it by the Board Of Directors and shall be chaired by the President or his Designee, and is accountable to the Board Of Directors for the performance of its duties.

Section 4: In addition to all other governance duties and responsibilities incumbent upon the Board of Directors of the Convention shall all be charged to complete the following:

- (A) Complete any unfinished business referred to it by the Convention;
- (B) Affirm any appointments to fill any vacancies which may occur on the Board of Directors due to death, disability or other inability or failure to serve on the part of members of the Executive Committee who serve on the Board of Directors;
- (C) Nominate and fix the time and place of the annual meetings of the Convention;
- (D) Exercise and execute resolutions and directives of the Convention;
- (E) Create committees to fulfill its duties and responsibilities, provided that such committees are consistent with this Constitution and By Laws; and
- (F) Examine and determine validity of all claims against the Convention.

Section 5: The Executive Committee, subject to the final review by the Board Of Directors acting as a Committee of the Whole, shall have the power to investigate any alleged misconduct on the part of any officer, auxiliary official, commission member or official, or any other person holding office or position of trust or responsibility within the Convention, its auxiliaries, commissions or boards. If alleged misconduct is substantiated, the Board of Directors shall recommend suspension or removal from office to the President.

## ARTICLE VIII - SUBSIDIARY BODIES

Section 1: The following entities, their successors in identity, purpose, or interest, and all other entities or bodies of such nature or similarly situated, whether created and established prior to incorporation of this Convention or at some other time, and whether specifically identified in this Constitution or not, are hereby recognized and designated as subsidiary or auxiliary bodies of this Convention, as the case may be, and shall work in harmony with this Convention to contribute to the accomplishment of its mission, fulfillment of its needs, and attainment of its corporate purposes:

- The Woman's Auxiliary to the National Baptist Convention, incorporated in the District of Columbia
- National Baptist Congress of Christian Education
- National Baptist Laymen's Movement
- Sunday School Publishing Board, incorporated in the State of Tennessee
- Foreign Mission Board of the National Baptist Convention, incorporated in the State of Kentucky



- Home Mission Board
- Moderators Auxiliary
- Ushers and Nurses Auxiliary
- The Music Auxiliary
- The Commission on Evangelism

Section 2: Auxiliary and subsidiary entities and their officers and directors shall not possess or exercise power or control over their affairs and properties independent of the Convention. All such entities shall amend their charters to reflect that they are subordinate and subject to the governance, jurisdiction, and control of the Convention.

The Convention shall have the exclusive right and power to nominate and appoint the officers, managers, and directors, including missionaries appointed by the Convention or by any of its auxiliary or subsidiary entities, for each and all said auxiliary and subsidiary entities, either at its annual session or at such other time as provided by the by-laws or specified by resolution of the Board of Directors, subject to review and ratification by the Convention acting as Committee of the Whole.

Section 3: Auxiliary and subsidiary entities and bodies shall submit annual reports of their activities, revenues, and all assets, expenditures, and operations to the Convention. These reports shall be subject to approval by the Convention.

Section 4: All officers, directors, agents, employees, and missionaries of auxiliary or subsidiary entities to this Convention shall be members in good standing of churches affiliated with this Convention as Constituent Members.

Section 5: Missionaries appointed by this Convention or by any of its auxiliary or subsidiary entities shall, before said appointment, demonstrate evidence of genuine piety, fervent zeal in the Master's cause, and talent befitting them for the service to which they are appointed.

## ARTICLE IX RIGHT OF CONSTITUENT MEMBER ENTITIES TO DESIGNATE OBJECTS OF CONTRIBUTION

Constituent Entities, Territories and subsidiary bodies affiliated with this Convention shall have the right to specify the object or objects to which their contributions shall be applied according to the following percentages – Churches may designate up to eight-five percent (85%) of their contributions and all other entities may designate up to sixty-five percent (65%) of their contributions. If the specification is not made by the constituent entity, the Convention shall disburse appropriations and other contributions at its discretion.

## ARTICLE X- ANNUAL SESSION

The annual session of this Convention shall convene at a place designated by the Board of Directors and shall occur the week following the first Lord's Day in September. The session shall officially open on Tuesday morning of that week and shall end at the close of the Friday evening meeting.

## ARTICLE XI - PROCEDURE FOR AMENDMENT

Section 1: In all instances, the written text of any proposed amendment to this Constitution, along with a written statement explaining the rationale for the proposed amendment and its intended effect, shall first be submitted to the Secretary of the Board of Directors with a copy to the President not later than January 1 of the year in which the proposed amendment is presented to the membership. The Board of Directors shall study each proposed amended and determine, in the first instance, whether to recommend the amendment to the membership at an annual session of the Convention or refer the proposed amendment to a duly appointed committee for analysis and recommendation.

No amendment proposed for adoption by this Convention to this Constitution shall be considered by the membership without initial study and analysis by the Board of Directors.

Section 2: The Board of Directors shall, in all instances, determine whether a proposed amendment shall be presented to the membership. No proposed amendment shall be presented to the Convention unless two-thirds of the Directors assembled at the Board meeting when it is presented for vote assent to its presentation to the Convention.

Section 3: Following review by the Board of Directors as provided in the foregoing provisions of this Article, the written text of a proposed amendment shall be presented during an Annual Session of this Convention, accompanied by a written statement explaining the rationale for the proposed amendment and its intended effect, so that the membership can deliberate and decide on its adoption.

No proposed amendment shall be adopted on less than a two-thirds vote of the membership present and voting on the amendment.

Section 4: Each adopted amendment to this Constitution shall take effect upon its adoption and have effect from the time of adoption forward.

Section 5: All other constitutions and laws or parts of constitutions and laws, except for the Holy Bible, are hereby declared null and void upon adoption of this Revised Constitution.

**For the Savior,**

**Governance Committee 2011-2012**

- Dr. Julius Scruggs, *President* NBC/USA, Inc. Ex-Officio
- Dr. Larry West, *Chairman* Board of Directors, NBC/USA, Inc.
- Dr. Lemuel Wynn, *Parliamentarian* NBC/USA, Inc.
- Dr. Clifford A. Jones, Sr., *Chairperson* Governance Committee of NBC/USA, Inc.
- Dr. Thomas Morris, *Attorney* NBC/USA, Inc.
- Dr. Sonny Adolph, Gulfport, Mississippi
- Dr. Warren Stewart, Phoenix, Arizona
- Dr. Keith Troy, Columbus, Ohio
- Dr. Allen P. Weaver, New Rochelle, N. Y.

*Appointed September 29, 2009, during the Annual Meeting convened in Memphis, Tennessee.*