



# **National Baptist Convention, USA, Incorporated**

## *Revised Bylaws*

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

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

**BYLAWS OF THE  
NATIONAL BAPTIST CONVENTION USA, INC.**

**ARTICLE I – NAME**

**1.1** The name of this organization shall be the National Baptist Convention USA, Inc., hereafter referred to as the “Convention.”

**ARTICLE II – MISSION**

**2.1** 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 PURPOSE**

**3.1 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 are as follows:

**3.2** To unite National Baptist constituent entities and subsidiary bodies to fulfill the mission of the National Baptist Convention;

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

**3.4** To publish and distribute Christian literature, music, works of art and religious expression.

**3.5** To engage in any other endeavors deemed fitting and proper in order to advance the cause of Jesus Christ globally.

**ARTICLE IV –  
PRINCIPAL OFFICE AND CORPORATE AGENT**

**4.1** The principal office of the Convention shall be located at 1700 Baptist World Center Drive, Nashville, Tennessee 37207, or such other location designated by the Board of Directors. The Convention President or his designee shall be the registered agent of the Convention.

**ARTICLE V –  
MEMBERSHIP, REPRESENTATION & FEES**

**5.1 Categories of Membership.** There are three categories of membership in the Convention as described in Article IV of the Revised Constitution (*adopted September 2002, Philadelphia, Pennsylvania*): Constituent Membership, Annual Membership, and Life Membership. Membership shall be effective and maintained upon payment of the fees as expressed in §5.2 and 5.3.

- (a) **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 monthly and/or annually by the end of the fiscal year.
- (b) **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 the amount designated by the Board of Directors for Life Membership. This is a nonvoting membership.
- (c) **Annual Membership.** Any person in good standing with any National Baptist Church that is a Constituent Member of this convention may become a Annual Member by payment of the amount designated by the Board of Directors for Annual Membership. This is a nonvoting membership.

**5.2 Representation Fee –** Shall be paid to register a Constituent Entity for the Annual Session and Mid Year Board Meeting.

**5.3 Amount of Registration Fee -** The President and Executive Committee shall determine the amount, of the fee and what percentage shall be designated for the Annual Session and the Midyear meeting. Constituent Entities are encouraged to make monthly contributions to NBC/USA, Inc. for administrative responsibilities, daily operations of the Baptist World Center, Mid-Year Conference, Annual Session, Board/Committee meetings, ministries, and other missionary objectives of the NBC/USA, Inc. Fees must be received by August 15<sup>th</sup> to be financially represented at the Annual Session.

- a. One vote in Presidential election is earned every year for monthly/annual fee payment made during the fiscal year in the amount designated by the Board of Directors;
- b. One vote for President is lost every year when a constituent body fails to pay as stated above in §5.3(a);

c. All constituent entities must register and pay designated fee in the year of the NBC/USA presidential election by the deadline designated by the Board of Directors.

d. A church that is affected by a natural disaster, as declared by the State or Federal government, may apply for a waiver of annual fees during the presidential election subject to approval by the President and Executive Committee.

**5.4 Termination of membership** - Constituent entities memberships can be terminated when determined to be in noncompliance by the Board of Directors or by their designee. Failure to pay to annual fees for a period of three consecutive years will result in the General Secretary recommending to the Board of Directors termination of the constituent entity.

**5.5 Suspension/Forfeiture of Membership Rights** - A member shall forfeit the right to hold office in the National Baptist Convention, USA, Inc., to represent a constituent entity and to serve as a representative for any other affiliated organization of the National Baptist Convention, USA, Inc. immediately upon filing a lawsuit or claim against National Baptist Convention, USA, Inc. All membership rights are forfeited upon the filing of the lawsuit or claim initiated by the member. Membership rights may be restored and reinstated if the member is determined to have a justifiable cause for the action as determined by the President and Executive Committee.

## **ARTICLE VI –MEETINGS**

**6.1 Annual and Midwinter Convention Meetings.** Pursuant to Article IX of the Revised Constitution, the Annual Meeting of the Convention shall convene at a place designated by the Board of Directors the week following the first Lord's Day in September. That meeting shall officially open on Tuesday morning of that week and shall end at the close of the Friday evening meeting. The Convention shall also convene for a Midwinter Meeting at a place designated by the Board of Directors the week following the third Lord's Day in January. The Midwinter Meeting shall officially open on Tuesday morning of that week and shall continue until adjournment by order of the President.

**6.2 Special Meetings.** Special meetings of the Convention may be called by the President or upon written petition of two-thirds of the total membership of Board of Directors for any proper purpose, provided that written notice of such special meetings shall be provided churches, district associations, and state conventions in good standing with the Convention pursuant to Article IV, Section 2, of the Revised Constitution not less than thirty (30) calendar days before the date of the special meetings. The written meeting notice shall declare the purpose(s) for the special meeting. Business transacted at a special meeting shall be confined to the purposes stated in the written meeting notice.

## **ARTICLE VII BOARD OF DIRECTORS**

**7.1 Number, Qualification and Term of Office** The Board of Directors of this Convention shall consist of the persons identified at Article VI, Section 1, of the Revised Constitution, to wit: (a) the Officers designated in Article V, Section 1, of the Revised Constitution; (b) the presidents from each of the states and territories represented by Constituent Members of the Convention; (c) two (2) representatives from each of the boards and auxiliaries of the Convention; and (d) twenty-nine (29) members-at-large selected according to the formula prescribed in Article VI, Section 1(A)(4) of the Revised Constitution.

**7.2 Quorum.** Twenty-five (25) percent of members present for the meeting shall constitute a quorum of the Board of Directors for purposes of transacting business.

- (a) Meetings shall be conducted according to Holy Bible and Robert's Rules of Order;
- (b) All members must be members of Constituent Entities;
  - i. The state convention official identified as the National Baptist designee shall serve as the member of the Board of Directors from those state or territory conventions where the presidents from the states and territories represented by Constituent Members where churches have dual or multiple convention alignments.

**7.3 Meetings of the Board of Directors.** The Board of Directors shall meet in regular session during the Annual and Midwinter Meetings of the Convention, and shall meet during the annual meeting of the Congress of Christian Education held the week following the third Lord's Day in June of each year. The Secretary of the Board of Director shall prepare and maintain regular minutes of all board meetings.

- (a) Special meetings of the Board of Directors may be called by the President upon written notice issued not less than seven (7) calendar days before the special meeting.
- (b) Special meetings shall be held at the office of the Convention in Nashville, Tennessee.
- (c) The written notice pertaining to special meetings shall, in all events, specify the purpose for the meeting.

**7.4 Majority Vote.** Upon all matters decided by vote other than actions to remove or suspend a person from office, the act of a majority of the directors present at a meeting where a quorum is present shall be the valid act of the Board of Directors. A two-thirds vote shall be required in order to effect the removal or suspension of a person from office.

**7.5 Executive Committee of the Board of Directors.** Pursuant to Article VI, Section 4, of the Revised Constitution, the Executive Committee of the Board of Directors shall consist of fifteen persons: the President, Vice President-at-Large, General Secretary, Regional Vice Presidents, Treasurer, Parliamentarian, and five (5) other persons selected from among the Board of Directors. The Executive Committee shall transact business referred to it by the Board of Directors, shall be chaired by the President or his designee, and is accountable to the Board of

Directors for the performance of its duties.

**7.6 Duties of the Directors** – At the direction of the President the Board of Directors shall:

- (a) act in the best interest of the NBC/USA. Inc.;
- (b) schedule and attend the two annual meetings, the Annual Meeting and Mid Winter Convention Meeting, and attend any Special meetings as they are properly called and scheduled;
- (c) Oversee the annual financial audit of the NBC/USA, Inc. and its subsidiary bodies;

**7.7 Authority of Executive Committee** - 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.

## **ARTICLE VIII OFFICERS**

**8.1** Pursuant to Article V of the Revised Constitution, the officers of this Convention shall be as follows:

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

**8.2. President:** The President shall serve as chief executive officer of the Convention and shall preside over all business meetings of the Convention and its Board of Directors unless he designates some other person as presiding officer.

**8.3. Vice President-at-Large:** The Vice President-at-Large shall, pursuant to the direction of the President, assist the President in such matters and manner as the President may direct, and shall succeed to the office of President in the event of the death, incapacity, retirement, resignation, or removal from office of the person serving as President. The Vice President-At-Large shall also exercise geographic oversight under the direction of the President for all Convention constituent entities outside the United States, said entities presently situated in the following locales: Africa (mission congregations and posts), the Bahamas, Caribbean, Central America, and Europe.

**8.4. Regional Vice Presidents:** A vice president shall be confirmed by the Convention for each of the following geographic regions and shall perform such

duties as directed by the President:

- Northeast Region presently constituted by the following states and territories: Connecticut, Delaware, District of Columbia, Rhode Island, Maryland, New Jersey, New York, Maine, New Hampshire, Massachusetts, Pennsylvania and Vermont.
- Southeast Region presently constituted by the following states and territories: Florida, Georgia, North Carolina, South Carolina, and Virginia.
- Southwest Region presently constituted by the following states and territories: Alabama, Arkansas, Kentucky, Louisiana, Mississippi, Tennessee, and Texas.
- Mid-West Region presently constituted by the following states and territories: Illinois, Indiana, Iowa, Michigan, Missouri, Ohio, Wisconsin, W. Virginia, and Minnesota.
- Western Region presently constituted by the following states and territories: Colorado, Kansas, Nebraska, New Mexico, Oklahoma
- Far West Region presently constituted by the following states and territories: Alaska, Arizona, California, Nevada, Utah, and Washington

**8.5. General Secretary:** The General Secretary shall compile the official record of the Annual and Midwinter Meetings of this Convention, and shall perform such other duties as directed by the President.

**8.6. Assistant Secretaries:** Four (4) persons shall serve as assistants to the General Secretary and shall perform such duties as directed by the General Secretary.

**8.7. Treasurer and Assistant Treasurer:** The Treasurer shall, in cooperation with the Director of Finance and the accounting firm designated to audit Convention accounting records, provide corporate oversight and accountability for Convention fiscal affairs and property management. The Treasurer shall present an annual report regarding Convention assets, liabilities, and property holdings as directed by the President during the Annual Meeting. The Assistant Treasurer shall perform such duties as directed by the Treasurer.

**8.8. Statistician:** The Statistician shall develop and oversee the performance of such measures as needed to determine and verify the numerical membership of the Convention through the use of statistically valid methods, and shall present a report on that data and its significance during the Annual Meeting as directed by the President.

**8.9. Historian:** The Historian shall, under the direction of the President, collect, organize, and chronicle information, records, and other data related to the life and work of the Convention, its auxiliary and ancillary entities, and ministries. The Historian shall present an annual report to the Convention regarding this work during the Annual Meeting at the direction of the President.

**8.10. Parliamentarian:** The Parliamentarian shall advise and assist the President regarding Convention polity, procedure, and such other matters as the President may direct.

## **ARTICLE IX NOMINATING PROCEDURES & ELECTIONS**

**9.1. Nominating Procedure for President:** There shall be created a Nominating and Credentials Commission, appointed by the President, and tasked with receiving and verifying submissions related to nominations for the office of President. Any person interested in running for the office of President shall be required to submit a written Petition for Nomination to the Convention headquarters addressed to the attention of the Nominating and Credentials Commission on or before January 1 of the election year. The Petition for Nomination shall be signed by one hundred (100) Constituent Members (churches, district associations, and state conventions), in good standing with the Convention. The Nominating and Credentials Commission shall certify the names of all nominees who have satisfied the petition requirement at the Mid-winter Meeting of the presidential election year. The authority and responsibility of the Nominating and Credentials Commission shall not lapse in the event of the death, incapacity, retirement, resignation, or removal of the President.

**9.2 Election Commission:** The Board of Directors, consistent with Article V. Section 2B of the Revised Constitution shall designate an Election Commission composed of the following membership: (a) Each credentialed candidate for the office of President shall designate two members to the Commission; (b) three members to the Commission shall be designated by the Board of Directors. The Commission shall exist to authenticate the identity of each voting delegate and to verify the integrity of the election process. This provision shall not alter or otherwise minimize the power and responsibility of the Board of Directors as 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 as stated in Article V, Section 2B of the Revised Constitution.

**9.3 Election of President:** Pursuant to Section 2 of Article V to the Revised Constitution, the President shall be elected by the Representative Members of the Convention at an Annual Meeting designated for that purpose. No person shall be elected or serve as President who is not a member of a Constituent Member of the Convention and in good standing with the constituent entities from which that constituent membership is based (church, district association, or state convention). In all instances, any constituent entity must have registered with the Convention during the Annual Meetings for the presidential election in order for its members to cast votes during the presidential election. All persons eligible to vote must register no later than five o'clock p.m. (5 p.m.) on Wednesday of the Annual Meeting. Voting shall take place from seven o'clock a.m. (7 a.m.) until seven o'clock p.m. (7 p.m.) on Thursday of the Annual Session and shall be conducted using electronic voting machines or other automated methods approved by the Board of Directors under conditions that protect the confidentiality of voters and the integrity of the election process. Election results shall be announced during the Thursday night meeting of the Annual Meeting. In the event that a sitting President is unopposed following the nomination period, the Convention shall re-elect the President by acclamation (voice or standing) vote upon motion during the Thursday night meeting of the Annual Meeting. In the event of the death, incapacity, retirement, resignation, or removal from office of an unopposed sitting President during the interim between the Midwinter Meeting and the Annual Meeting, the Vice President



At Large shall, pursuant to Article 5.3 herein, complete the remaining period of the unexpired term and continue to serve as President until a successor is elected at the Annual Meeting of the following year according to the nominating procedure stated in Section 5.13 herein. 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 (*See* Article V, Section 2(B), Revised Constitution). Upon election as prescribed by Section 2A of Article V of the Revised Constitution, the transition procedure outlined at Section, 2D of Article V of the Revised Constitution shall be observed.

**9.4 Nomination/Appointment of Officers by the President:** Upon election, the President-Elect shall nominate all other officers for consideration and confirmation by the Convention as a whole. No person shall be nominated, by the President or otherwise, to serve in any office who is not a member in good standing with a Constituent Member of the Convention (church, district association, or state convention). All other officers shall be confirmed in office upon election by the Convention as a whole.

**9.5 Tenure of Office and Filling Unexpired Terms.** Pursuant to Article V, Sections 2(E) and (F) of the Revised Constitution, 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 to that office. This provision regarding tenure and term limits shall apply to all officers, auxiliary leaders and officials, and department heads. However, this provision shall not preclude term-limited officers from being elected to different offices. In the event of vacancies in office that occur prior to the end of a term, any person elected or confirmed 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 election or confirmation to two consecutive terms in that office.

**9.6 Resignation** – Resignations are effective upon receipt of written notification by the Secretary of the NBC/USA, Inc.

**9.7 Disciplinary Action Regarding Officers.** Pursuant to Article VI, Section 5, and Article IV, Section 8 of the Revised Constitution, the Board of Directors, subject to final review by the Convention 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, and shall also have the power to suspend and remove any such persons from holding office if such action is deemed in the best interest of the Convention. All such investigations and any disciplinary actions taken by the Board pursuant thereto shall be effective when taken by the Board, but shall become final only upon review and approval by the Convention sitting as Committee of the Whole. A two-thirds majority vote of the Board of Directors shall be required in all cases involving removal from office. Upon appeal to or review by the Convention as Committee of the Whole, the decision of a simple majority vote shall be final and binding.

## **ARTICLE X-- NOTICE, AMENDMENT, AND GENERAL PROVISIONS**

**10.1 Notice.** Whenever written notice is required to be given by these Bylaws, by the Revised Constitution, or otherwise, and no provision is prescribed on how notice is to be given, such

notice may be given in any of the following ways: (a) personal notice delivered to the person or entity to whom notice is due with or without signed receipt; (b) by mail, postage prepaid, addressed to the person or entity to whom notice is due at the address appearing in the records of the Convention; or (c) such other method permitted by law. Any notice required or permitted to be given by mail shall be deemed issued as of the date that it is deposited in the United States mails.

**10.2 Amendment of Bylaws.** These Bylaws may be amended, repealed, or otherwise altered at a regular session (Annual or Midwinter) of the Convention by majority vote of the Representative Members present and voting at such meeting, provided that the following preconditions are satisfied:

- (a) The written text of any proposed amendment or other alteration of the Bylaws, along with a written statement explaining the rationale for the proposed amendment or other alteration and its intended effect, shall first be submitted to the Secretary of the Board of Directors and the President of the Convention not later than January 1 of the year in which the proposed amendment is presented to the Convention for consideration.
- (b) The Board of Directors shall study each proposed amendment or other alteration and determine, in the first instance, whether to directly recommend the amendment or other alteration to the membership at an Annual or Midwinter Meeting of the Convention or refer the proposed amendment or other alteration to a duly appointed committee for analysis and recommendation. No change proposed to these Bylaws shall be considered by the Convention without initial study and analysis by the Board of Directors.
- (c) The Board of Directors shall, in all instances, determine whether a proposed amendment or other alteration shall be presented to the Convention membership. No proposed amendment or other alteration to these Bylaws shall be presented to the Convention membership unless two-thirds of the Directors assembled at the Board meeting when it is presented for vote assent to its presentation to the Convention membership.
- (d) Following review by the Board of Directors as aforementioned in this Article VII, the written text of a proposed amendment shall be presented during an Annual or Midwinter Meeting of the 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.
- (e) Each adopted amendment or other alteration to these Bylaws shall take effect upon adoption and have effect from the time of adoption forward.

**10.3 Rules of Procedure Absent Other Parliamentary or Governance Authority.**

Whenever the Revised Constitution and/or these Bylaws do not specify the procedures to be followed in a given situation, and in the absence of scriptural authority to the contrary, the Convention, its Board of Directors, and all subsidiary, auxiliary, and other entities shall be guided by the current version of Robert's Rules of Order on questions of parliamentary procedure or governance.

#### **10.4 Rules of Construction.**

(a) If any portion or provision of these Bylaws shall be declared invalid or inoperative, that declaration shall not render the remaining portion of these Bylaws invalid or inoperative.

(b) These Bylaws are to be read in conformity with, are subject to, and shall be governed by the Revised Constitution. In the event of a conflict between the provisions of these Bylaws and the Revised Constitution, the provisions and intent of the Revised Constitution shall be deemed the superior authority and control Convention procedure and conduct.

#### **Article XI – Conflict of Interest**

**11.1** Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

#### **ARTICLE XII**

##### **INDEMNIFICATION**

**12.1** Every member of the **Executive Committee**, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

#### **ARTICLE XIII**

##### **FINANCIAL ADMINISTRATION**

**13.1. Fiscal Year.** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

**13.2. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any

committee to which such authority has been delegated by the Board.

**13.3. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**13.4. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE XIV

#### BOOKS AND RECORDS

**14.1** Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

#### CERTIFICATE OF ADOPTION

The foregoing Bylaws of the Convention have been recommended for approval by the Board of Directors on \_\_\_\_\_, and have been duly adopted by the Representative Membership of the Convention on \_\_\_\_\_.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Board of Directors.

\_\_\_\_\_  
Secretary of the Board of Directors

\_\_\_\_\_  
Date

APPROVED:

President of the Convention

\_\_\_\_\_  
Date

