

# **CONSTITUTION**

## **PREAMBLE**

The Cooperative Baptist Fellowship is a nonprofit organization of Baptist Christians and churches. As a fellowship, we celebrate our faith in the One Triune God. We gladly declare our allegiance to Jesus Christ as Lord and to His gospel as we seek to be the continuing presence of Christ in this world. Our mission is to obey the Great Commandment (Matthew 22:34-40) and the Great Commission (Matthew 28:19-20) of our Lord in the power of the Holy Spirit, and to uphold Baptist principles of faith and practices as we partner with one another and other Christians.

## **ARTICLE 1. NAME**

The name of this organization is “Cooperative Baptist Fellowship, Inc.”

## **ARTICLE 2. PURPOSE**

The purpose of the Cooperative Baptist Fellowship (hereinafter “the Fellowship”) is to serve Christians and churches as they discover and fulfill their God-given mission. The Fellowship shall fulfill its purpose in keeping with its commitments to the historic Baptist principles of soul freedom, Bible freedom, church freedom, and religious freedom; to biblically-based global missions; to a resource model for serving churches; to justice and reconciliation; to lifelong learning and ministry; to trustworthiness; and to effectiveness.

## **ARTICLE 3. MEMBERSHIP**

The members of the Fellowship shall be Baptist churches and the members thereof and individual Baptists, as set forth in the Bylaws.

## **ARTICLE 4. MEETINGS**

The Fellowship shall meet annually in General Assembly, as set forth in the Bylaws.

## **ARTICLE 5. REPRESENTATION**

In the nomination and election of officers and in all nominations, elections, and appointments to the Governing Board, the Nominating Committee, the Ministries Council, the Missions Council, and other committees or subgroups, a balance shall be sought that reflects the diversity of the Fellowship’s membership. Consideration shall be given to, but not limited to, the following factors: clergy, laity, gender, race/ethnicity, age, and geographical place of residence.

## **ARTICLE 6. GOVERNING BOARD**

### **A. Authority**

Except to the extent that certain rights are reserved to the members of the Fellowship by this Constitution and the Bylaws, the affairs of the Fellowship shall be managed under the direction and authority of a board of directors that shall be known as the Governing Board, which shall have the legal and fiduciary responsibility for the Fellowship, and shall provide fiscal and legal oversight to the Fellowship. The Governing Board shall have the authority to conduct the business of the Fellowship, as more fully set forth in the Bylaws. Notwithstanding the foregoing, the Governing Board shall not alter actions of the General Assembly, except to alter the budget if the Governing Board finds such action necessary to maintain the financial integrity of the Fellowship, or to remove a member of the Governing Board, the Missions Council, or the Ministries Council, as more fully set forth in the Bylaws.

### **B. Composition**

The Governing Board shall consist of 16 members, including the Moderator-Elect, Moderator, the immediate Past Moderator, and the Recorder.

### **C. Nomination and Election**

The members of the Governing Board shall be nominated by the Nominating Committee and elected by the General Assembly, as more fully set forth in the Bylaws.

### **D. Term and Term Limits of Non-Officers**

1. The members of the Governing Board shall be elected for terms of three years in duration, with approximately one-third of the terms expiring at the conclusion of each fiscal year.
2. A Board member may be elected to a second consecutive term. At the conclusion of a second term, a Board member must rotate off the Board for a least one (1) year before he or she is eligible for re-election to the Governing Board. A Board member who is completing an unexpired term of less than two (2) years may then be elected to his or her first full term without a break in service.

## **ARTICLE 7. NOMINATING COMMITTEE**

### **A. Authority**

The Nominating Committee shall have the authority to nominate members of the Governing Board, the Missions Council, and the Ministries Council for approval by the General Assembly; the authority to nominate the Moderator-elect and the Chair-Elect of the Nominating Committee for approval by the General Assembly; and the authority to recommend for approval by the General Assembly any persons needed to fill unexpired terms on the Governing Board, the Missions Council, and the Ministries Council, as set forth in the Bylaws.

### **B. Composition**

The Nominating Committee shall consist of 17 members, including the following three ex-officio voting members: Chair-Elect of the Nominating Committee, Immediate Past Chair of the Nominating Committee, and Immediate Past Moderator.

### **C. Nomination and Election**

The members of the Nominating Committee shall be nominated and elected as set forth in the Bylaws.

### **D. Term**

With the exception of the three ex-officio voting members the members of the Nominating Committee shall be elected for terms of three years in duration, with approximately one-third of the terms expiring at the conclusion of each fiscal year. A member may be re-elected to the Nominating Committee after a one (1) year break in service. A committee member who is completing an unexpired term of less than two (2) years may be elected to serve a full term without a break in service.

## **ARTICLE 8. MISSIONS COUNCIL**

### **A. Function**

The Missions Council shall exist as an advisory council to the Governing Board to provide vision, strategy, education, and sustainability to the Fellowship's missions enterprise in accordance with policies set by the Governing Board.

### **B. Composition**

The Missions Council shall consist of both voting members and non-voting *ex officio* members. The voting Members shall include a chair, chair-elect, the immediate past chair, and twelve (12) individuals who have been identified as leaders in missions-related activities. Non-

voting, *ex officio* members shall include the Coordinator of Global Missions or his or her designee and the Fellowship's Executive Coordinator or his or her designee.

C. Nomination and Election

The voting members of the Missions Council shall be nominated by the Nominating Committee and elected by the General Assembly, as more fully set forth in the Bylaws D. Term

The voting members of the Missions Council shall serve for three-year terms and may be re-elected to the Missions Council after a one (1) year break in service. However, a Missions Council member's election to chair-elect will extend his or her term until the end of the year such individual serves in the role of immediate past chair. A council member who is completing an unexpired term of less than two (2) years may be elected to serve a full term without a break in service.

## ARTICLE 9. MINISTRIES COUNCIL

A. Function

The Ministries Council shall exist as an advisory council to the Governing Board to collaborate with individuals from throughout the Fellowship to identify, develop, and deploy the assets of the Fellowship community and to empower shared ministry networks in accordance with policies set by the Governing Board.

B. Composition

The Ministries Council shall consist of both voting members and non-voting *ex officio* members. The voting Members shall include a chair, chair-elect, the immediate past chair, and one member of each state or regional organization of the Fellowship. Non-voting, *ex officio* members shall include the Coordinator of CBF Ministry Networks or his or her designee, the Fellowship's Executive Coordinator or his or her designee, the Coordinator (or equivalent) of each state or regional organization, a representative from the CBF Consortium of Theological Schools, a representative of each partner as determined by the individual partnership agreements and a representative of the CBF-endorsed chaplains and pastoral counselors.

C. Nomination and Election

The voting members of the Ministries Council shall be nominated by the Nominating Committee and elected by the General Assembly, as more fully set forth in the Bylaws.

D. Term

The voting members of the Ministries Council shall serve for three-year terms and may be re-elected to the Ministries Council after a one (1) year break in service. However, a Missions Council member's election to chair-elect will extend his or her term until the end of the year

such individual serves in the role of immediate past chair. A council member who is completing an unexpired term of less than two (2) years may be elected to serve a full term without a break in service.

## ARTICLE 10. OFFICERS

### A. Officers and responsibility

The officers of the Fellowship and of the Governing Board shall be the Moderator, Moderator-Elect, Recorder, and the immediate Past Moderator. For purposes of corporate law, the Moderator shall be the President, the Moderator-Elect shall be the Vice President, and the Recorder shall be the Secretary-Treasurer.

### B. Duties

1. The Moderator shall preside at meetings of the General Assembly, shall serve as chair of the Governing Board, and shall be an *ex-officio* member of all Governing Board subgroups.
2. The Moderator-Elect shall perform the duties of the Moderator in the absence of the Moderator.
3. The Recorder shall maintain minutes of the meetings of the General Assembly and of the Governing Board.
4. The Immediate Past Moderator shall serve as an *ex-officio* voting member of the Nominating Committee and shall supervise the Volunteer Travel Fund.
5. The officers shall process names submitted by the Missions Council, the Ministries Council and the Committee on Council on Endorsement, and present to the Governing Board a slate of recommended nominees for people to serve on the Nominating Committee.

C. Nomination Election

The officers shall be elected by the General Assembly. The Nominating Committee shall present nominations for the Moderator-Elect. The Governing Board shall present its nomination for the Recorder. Additional nominations may be made from the floor of the General Assembly, provided that any such nominees must have given their consent prior to nomination.

D. Officer Succession

The Moderator-Elect shall succeed to the office of Moderator at the conclusion of the Moderator's term of office or in the event of the resignation or removal of the Moderator. The Moderator shall succeed to the office of Immediate Past Moderator at the conclusion of the Moderator's term of office.

E. Officers' Terms on the Governing Board

A Board member who is elected to serve as Moderator-Elect shall commence a new three-year term on the Governing Board upon his or her election. A member who is elected to serve as Recorder shall vacate his or her term as a Governing Board member and shall commence a new one-year term.

F. Moderator's Term of Office

The Moderator shall serve a one-year term as Moderator except that if the Moderator-Elect serves part of an uncompleted term of the Moderator, the Moderator-Elect may serve the succeeding full term.

G. Recorder's Term Limit

The Recorder may serve up to three (3) consecutive one-year terms as Recorder.

H. Immediate Past Moderator's Term Limit

An individual who serves as the Immediate Past Moderator must rotate off of the Board for a least one (1) year at the conclusion of his or her term as Immediate Past Moderator before becoming eligible for re-election to the Governing Board.

## **ARTICLE 11. AMENDMENT**

This Constitution may be amended by a two-thirds vote of Fellowship members present and voting at a business session of the General Assembly, provided that the proposed amendment shall have been submitted in writing to the Governing Board thirty (30) calendar days prior to the first day of the Governing Board meeting immediately preceding the meeting of the General Assembly and made available to Fellowship members attending [the meeting of]

the General Assembly at least one (1) business session prior to voting on the amendment.

## **ARTICLE 12. REVIEW**

The Governing Board shall review the Constitution in all years ending with the digits zero (0) and five (5) (e.g., 2015, 2020, 2025, and so on) for the purpose of reconciling the Constitution to changes in and growth of the Fellowship.

## **BYLAWS**

### 1. Definitions

- a. The Fellowship shall refer to the Cooperative Baptist Fellowship, Inc.
- b. The Executive Coordinator shall refer to the individual charged with serving as the chief executive officer of the Fellowship.
- c. The Coordinator of Global Missions shall refer to the individual charged with primary responsibility for managing and coordinating the mission's work of the Fellowship or his or her successor.
- d. The Coordinator of CBF Ministry Networks shall refer to the individual charged with primary responsibility for managing and coordinating the Fellowship's ministries initiatives or his or her successor.

### 2. Membership

- a. Members of the Fellowship shall be Baptist churches and the members thereof who contribute annually to the ministries and operations of the Fellowship; Baptist churches and the members thereof who have chosen to formally identify with the Fellowship by outlining in writing the details of their partnership with the Fellowship; and individual Baptists who contribute annually to the ministries and operations of the Fellowship. All members with the exception of churches shall be entitled to vote at meetings of the General Assembly.
- b. Only individuals who are members of the Fellowship are eligible to serve on the Governing Board and the Nominating Committee. Only individuals who are members of the Fellowship are eligible to serve as voting members of the Missions Council and Ministries Council.

### 3. Meetings of the Fellowship

- a. Annual Meetings. The Fellowship shall meet annually in General Assembly for worship, inspiration, education, fellowship, and business at a time and place fixed by the Governing Board. The Governing Board shall give public notice of the time and place of each meeting at least six (6) months prior to the first day of the meeting.
- b. Special Meetings. The Governing Board by a two-thirds vote may call special meetings of the General Assembly upon giving thirty (30) calendar days public notice and shall state the purpose of the meeting in the public notice.

#### 4. Resolutions

- a. No motion in the form of a resolution, policy statement, communication, or other statement of position on issues including, but not limited to, moral, ethical, theological, doctrinal, political, or public policy shall be introduced from the floor in a business session at a meeting of the General Assembly.
- b. A member of the Fellowship may present a written motion described in paragraph (a) of this Section to the Governing Board for referral to the appropriate sub-group of the Governing Board for consideration. If approved by a three-fourths vote of the membership of said sub-group in the form received by it, or as amended by it, the motion shall be referred to the Governing Board. If the motion is approved by a three-fourths vote of the membership of the Governing Board in the form received by it, or as amended by it, the motion shall be referred to the General Assembly. The motion shall require a three-fourths vote of the members of the General Assembly present and voting in business session to be approved.

#### 5. Quorums

- a. General Assembly. Two hundred (200) members of the Fellowship attending a business session at a meeting of the General Assembly shall constitute a quorum for that business session.
- b. Board, Committee, and Councils. A majority of the membership of the Governing Board, Nominating Committee, Missions Council, and Ministries Council shall constitute a quorum.

#### 6. Governing Board

##### a. Responsibility and Authority

As the board of directors of the Fellowship, the Governing Board shall have the following responsibilities and the authority to carry out such responsibilities:

1. To organize itself in ways that most effectively supports the Mission Statement of the Fellowship. This includes the authority to create, alter, or abolish Governing Board sub-groups, except that the Governing Board shall continuously maintain one or more committees to provide oversight on personnel and finance matters of the Fellowship.
2. To provide fiscal and legal oversight to the Fellowship.
3. To recommend an annual budget for adoption by the General Assembly.
4. To provide fiscal oversight regarding the administration of the finances of the Fellowship and to alter the budget of the Fellowship but only as

necessary to maintain the financial integrity of the Fellowship.

5. To employ and to terminate the Executive Coordinator and to provide supervision of the Executive Coordinator, provided that the Executive Coordinator shall have authority to employ and terminate employees of the Fellowship and to delegate their employment and termination to other members of the Fellowship staff.
6. To work with the Executive Coordinator to set strategic vision for the organization.
7. To conduct an annual evaluation of the work of the Fellowship in conjunction with the annual performance appraisal of the Executive Coordinator.
8. To develop policies which guide the Fellowship, including but not limited to finance, personnel, and conflict of interest policies.
9. To develop the policies which guide the practice of the Missions and Ministries Councils and to provide oversight for and receive reports from the Missions and Ministries Councils, including providing feedback for the Councils regarding their fulfilling the mission of the Fellowship.
10. To serve a leadership role within the Fellowship with state/regional organizations, partners, and congregations.
11. To enter into cooperative agreements regarding state/regional and congregational giving plans and to periodically review such agreements, provided that such agreements shall be reviewed no less frequently than every three years.
12. To recommend for approval by the General Assembly individuals to serve on the Nominating Committee by submitting a slate of names that consists of two individuals submitted by the Ministries Council, two individuals submitted by the Missions Council, and one individual recommended by the Governing Board.
13. To recommend for approval by the General Assembly an individual from among the current members of the Governing Board to serve as the Recorder.
14. To plan and coordinate meetings of the General Assembly.
15. To receive nominations from the Nominating Committee for the Moderator-Elect, members of the Governing Board, members of the Missions Council, and members of the Ministries Council to receive

nominations from the Committee on the Council on Endorsement; to present such nominations to the General Assembly for approval.

16. To serve as the forum for developing and executing cooperative agreements between the Fellowship, state/regional CBF bodies, and partner entities.
17. To designate, as necessary, an individual to serve as acting Moderator-Elect, acting Moderator, or acting Immediate Past Moderator, provided that such designation shall not extend past the next meeting of the General Assembly.
18. To form a committee named by the moderator to nominate incoming members of the CBF Council on Endorsement. The five member committee will include the CBF Endorser for Chaplains and Pastoral Counselors, one current member of the Council on Endorsement, one member of the Ministries Council, one member of the Governing Board and one member of the Nominating Committee.
19. To take such other actions as reasonably necessary to implement the directives of the General Assembly and to otherwise conduct the business of the Fellowship.

b. Regular Meetings

1. The Governing Board shall meet at such times and places and in such manner as it shall determine.
2. Meetings of the Governing Board shall be called by the Moderator, or by the Moderator-Elect in the absence of the Moderator, or by a majority of the Governing Board.
3. Written notice of each Governing Board meeting shall be given to Governing Board members at least fifteen (15) calendar days prior to the first day of the meeting.
4. Governing Board meetings may be conducted by telephone conference call or other communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such meetings shall be given to members at least five (5) calendar days in advance and may be provided by email, facsimile or phone text message. Notice shall provide the date, time, number and code for members to call to participate.

c. Emergency Meetings

Emergency meetings may be called by the Moderator or a majority of the Governing Board. Persons authorized to call emergency meetings shall provide at least five (5) calendar days written notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Governing Board at such emergency meeting except upon unanimous vote of Governing Board members present.

d. Waiver of Notice

Attendance by a Governing Board member at any meeting for which the member did not receive the required notice will constitute a waiver of notice of such meeting unless the member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

e. Removal

Any member may be removed without cause, at any time, by a two-thirds vote of the entire Governing Board at a meeting called for that purpose. Any member under consideration of removal must be notified about the consideration by written notice at least fifteen (15) days prior to the meeting at which the vote takes place.

7. Nominating Committee

a. Responsibility

The Nominating Committee shall have the responsibility to recommend for approval by the General Assembly the following each year:

1. One member of the Fellowship to serve as the Moderator-Elect, who shall commence a new three-year term on the Governing Board upon approval by the General Assembly.
2. Four (4) individuals to commence new terms on the Governing Board, plus one additional individual to complete the unexpired term, if any, of the individual selected to be the Moderator-Elect and one individual to complete the unexpired term, if any, of the individual selected to be the Recorder.
3. Four (4) individuals to commence new terms on the Missions Council.
4. Individuals to commence new terms on the Ministries Council, as needed to represent each of the state and regional organizations.
5. An individual to serve as the Chair-Elect of the Nominating Committee.

The chair, chair-elect and immediate past chair of the Nominating Committee shall comprise a leadership selection team to recommend to the full Nominating Committee the next chair-elect of the Nominating Committee.

6. Individuals, as necessary, to fill any vacancies on the Governing Board, Missions Council, and Ministries Council. Such persons shall serve on an interim basis with voting authority pending their approval by the next General Assembly.

b. Meetings

1. The Nominating Committee shall meet at such times and places and in such manner as it shall determine.
2. Meetings of the Nominating Committee shall be called by the Chair, or by the Chair-Elect in the absence of the Chair, or by a majority of the Governing Board.
3. Written notice of each Nominating Committee meeting shall be given to Nominating Committee members at least fifteen (15) calendar days prior to the first day of the meeting. Attendance by a Nominating Committee member at any meeting for which the member did not receive the required notice will constitute a waiver of notice of such meeting unless the member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
4. Nominating Committee meetings may be conducted by telephone conference call or other communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such meetings shall be given to members at least five (5) calendar days in advance and may be provided by email, facsimile or phone text message. Notice shall provide the date, time, number and code for members to call to participate.

c. Removal

Any Nominating Committee member may be removed without cause, at any time, by a two-thirds vote of the entire Nominating Committee at a meeting called for that purpose. Any member under consideration of removal must be notified about the consideration by written notice at least fifteen (15) days prior to the meeting at which the vote takes place.

8. Missions Council

a. Responsibility

As an advisory council to the Governing Board, the Missions Council shall have the following responsibilities:

1. To recommend vision and direction for the Fellowship's global missions.
2. To consider best practices for mission engagement and work together with the Fellowship staff to implement these practices.
3. To work with the Fellowship staff to ensure that CBF Global Missions or its successor is focused on the most strategic places and people groups around the world for field personnel assignments.
4. To encourage the most effective and sustainable partnerships with congregations for commissioning, training, and supporting global field personnel.
5. To serve as the forum for developing cooperative agreements between the Fellowship and congregations and missions sending organizations to sustain a vital Global Missions field personnel presence globally and to encourage the engagement of congregations in global missions.
6. To work with Fellowship staff to ensure the future of the CBF community by forming networks that nurture future missions leaders (lay and clergy), that engage young leaders in the decision making bodies of the CBF community, that start new churches and missional communities, and that increase the numbers of churches in our fellowship.
7. To establish priorities for funding missions, including the Offering for Global Missions that will be recommended to the Governing Board.
8. To recommend communication priorities about missions, global and local, within the Fellowship community.
9. To undertake such other tasks as referred to the Council by the Governing Board.
10. To establish committees, teams, task forces as needed, to accomplish the work of the Council.
11. To submit to the Governing Board the names of individuals to make up the slate of individuals to be recommended by the Governing Board for service on the Nominating Committee.
12. The chair, chair-elect and immediate past chair of the Missions Council

shall comprise a leadership selection team to recommend to the full Missions Council the next chair-elect of the Missions Council.

b. Meetings

1. The Missions Council shall meet at such times and places and in such manner as it shall determine.
2. Meetings of the Missions Council shall be called by the Chair, or by the Chair-Elect in the absence of the Chair, or by a majority of the Missions Council.
3. Written notice of each Missions Council meeting shall be given to Missions Council members at least fifteen (15) calendar days prior to the first day of the meeting. Attendance by a Missions Council member at any meeting for which the member did not receive the required notice will constitute a waiver of notice of such meeting unless the member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.
4. Missions Council meetings may be conducted by telephone conference call or other communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such meetings shall be given to members at least five (5) calendar days in advance and may be provided by email, facsimile or phone text message. Notice shall provide the date, time, number and code for members to call to participate.

c. Removal.

Any Missions Council member may be removed without cause, at any time, upon a recommendation to the Governing Board by two-thirds of the voting members of the Missions Council taken at a meeting called for that purpose that is approved by a two-thirds vote of the Governing Board at a regular meeting or a meeting called for that purpose. Any member under consideration of removal must be notified about the consideration by written notice at least fifteen (15) days prior to the Missions Council meeting at which the vote on the recommendation takes place and written notice at least fifteen (15) days prior to the meeting of the Governing Board at which the vote will take place.

9. Ministries Council

a. Responsibility

As an advisory council to the Governing Board, the Ministries Council shall have the following responsibilities:

1. To identify needs of congregations and the CBF community to be resourced collaboratively.
2. To identify assets that reside in the various areas of the CBF community that can be deployed for collaborative ministries.
3. To develop and coordinate ministry networks as a primary way of resourcing congregations and the CBF community.
4. To ensure the future of the CBF community by forming networks that nurture future leaders, both lay and clergy; encouraging the involvement of young leaders in the decision making bodies of the CBF community; starting new churches and missional communities; and involving increasing numbers of churches in the CBF community.
5. To develop and refine communication efforts between and among ministry networks and across the CBF community that will strengthen collaboration and resourcing.
6. To establish committees, teams, task forces as needed, to accomplish the work of the council.
7. To submit to the Governing Board the names of individuals to make up the slate of individuals to be recommended by the Governing Board for service on the Nominating Committee.
8. To serve as the forum for developing cooperative agreements between the Fellowship, congregations, networks, and other ministry bodies to sustain collaboration of ministry resources.
9. The chair, chair-elect and immediate past chair of the Ministries Council shall comprise a leadership selection team to recommend to the full Ministries Council the next chair-elect of the Ministries Council.

b. Meetings

1. The Ministries Council shall meet at such times and places as it shall determine.
2. Meetings of the Ministries Council shall be called by the Chair or by the Chair-Elect in the absence of the Chair, or by a majority of the Ministries Council.
3. Written notice of each Ministries Council meeting shall be given to

Ministries Council members at least fifteen (15) calendar days prior to the first day of the meeting. Attendance by a Ministries Council member at any meeting for which the member did not receive the required notice will constitute a waiver of notice of such meeting unless the member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

4. Ministries Council meetings may be conducted by telephone conference call or other communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such meetings shall be given to members at least five (5) calendar days in advance and may be provided by email, facsimile or phone text message. Notice shall provide the date, time, number and code for members to call to participate.

c. Removal

Any Ministries Council member may be removed without cause, at any time, upon a recommendation to the Governing Board by two-thirds of the voting members of the Ministries Council taken at a meeting called for that purpose that is approved by a two-thirds vote of the Governing Board at a regular meeting or a meeting called for that purpose. Any member under consideration of removal must be notified about the consideration by written notice at least fifteen (15) days prior to the Ministries Council meeting at which the vote on the recommendation takes place and written notice at least fifteen (15) days prior to the meeting of the Governing Board at which the vote will take place.

10. Meetings

a. Open Meetings.

1. Open Business Meetings. The Governing Board, the Missions Council, the Ministries Council and their respective ancillary committees shall conduct the following matters in business meetings open to any member of the Fellowship: Motions on any matters of business, policies or procedure; discussion on motions and matters of business, policies or procedure; and all votes on motions and matters in the conduct of the Fellowship's business, policies or procedure.
2. Closed Session. The Governing Board, Missions Council, Ministries Council and their respective and ancillary committees may receive and discuss preliminary information in closed session. Further, motions, discussion on motions and votes on motions pertaining to personnel matters and legal matters may take place in closed session.

- b. Nominating Committee Meetings. Meetings of the Nominating Committee shall be closed to all except members of the Committee unless a majority of the Committee votes to open the meeting generally or to specified individuals.
- c. Proxy Voting. Proxy voting is not permitted.
- d. Unless otherwise restricted by these Bylaws, any action required or permitted to be taken at any meeting of the Governing Board, Nominating Committee, Missions Council, or Ministries Council, or of any subgroups thereof may be taken without a meeting if two-thirds (2/3) of the voting members of the Board, Committee, or Council, as the case may be, consent thereto in writing or by electronic transmission, and the writing, writings, electronic transmission or transmissions are filed with the minutes of proceedings of the Board, Committee, or Council.
- e. Unless otherwise restricted by these Bylaws, members of the Governing Board, Nominating Committee, Missions Council, or Ministries Council, or of any subgroups thereof may participate in a meeting of the respective Board, Committee, or Council, as the case may be, by means of conference telephone, video conference, or other means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

#### 11. Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Fellowship's Constitution, and any special rules of order the Fellowship may adopt.

#### 12. Conflict of Interest

No employee of the Fellowship shall serve as a member of the Governing Board or the Nominating Committee. Any member of the Governing Board, Nominating Committee, Missions Council, or the Ministries Council with a conflict of interest shall disclose that fact to the relevant Board, Council, or Committee prior to a vote being taken and shall not vote on such matter. A conflict of interest exists when a member has any personal or financial interest which may interfere with the member's ability to vote on a matter solely on the basis of the best interests of the Fellowship.

#### 13. Indemnification

- a. Governing Board Same as Board of Directors. For purposes of this Article, Governing Board members shall be directors, and the Governing Board shall be

the Board of Directors.

- b. General provision. The Fellowship shall indemnify its officers and directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Code of Georgia; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions.
- c. Insurance. The Fellowship may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain said insurance under Code of Georgia, Section 14-3-857 against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provision, or arising out of such persons' status as described in said statutory provision, whether or not the Fellowship would have the power to indemnify such persons against such liability under the laws of the State of Georgia.
- d. Reimbursement. The Fellowship may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding provided for hereunder in advance of a final disposition of the proceeding if the director submits to the Moderator of the Corporation a written request which complies with the requirements set forth in Georgia Code Section 14-3-853. The Moderator of the Corporation, upon receipt of such a request for indemnification, shall promptly advise the Board of Directors in writing that such director has requested indemnification, and the determination of such director's entitlement to indemnification shall be made by the Board of Directors within a reasonable time after the receipt of such written request.
- e. Continuing benefit. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### 14. Amendment

- a. In general. The Bylaws may be amended by a two-thirds vote of Fellowship members present and voting at a business session of the General Assembly, provided that notice of the proposed amendment shall have been made available to Fellowship members attending the meeting of the General Assembly at least one (1) business session prior to voting on the amendment. All motions from the floor to amend the Bylaws shall be referred to the Legal Affairs Committee.
- b. By the Governing Board. The Governing Board may amend the Bylaws only to meet legal requirements for incorporation or to maintain tax exempt status by a two-thirds (2/3) vote at a duly called meeting of the Governing Board, provided

the proposed amendment shall have been submitted to the members of the Governing Board at least ten (10) calendar days prior to the meeting in which the amendment is to be considered.

15. Notice.

Unless otherwise prohibited by law, any notice required by these Bylaws may be given by any method reasonably calculated to provide actual notice, including, without limitation, electronic mail.

16. Review

The Governing Board shall review the Bylaws in all years ending with the digits zero (0) and five (5) (e.g. 2015, 2020, 2025, and so on) for the purpose of reconciling them to changes in and growth of the Fellowship.