

PROPOSED CONSTITUTIONAL AND BYLAWS MOTIONS

**SUMMARY OF PROPOSED
CONSTITUTIONAL AMENDMENTS**

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SUMMARY OF CBF GOVERNING BOARD

PROPOSED CONSTITUTIONAL AND BYLAW AMENDMENTS MOTIONS

Based on Review by CBF Governing Board pursuant to
Article 12 of the CBF Constitution and Section 16 of the CBF Bylaws.

PROPOSED CONSTITUTIONAL AMENDMENTS MOTION

Item 1. P. 3 – Art. 6. A: Language revision, no substantive change.

Item 2. P. 3 – Art. 7.B: Change in composition of the Nominating Committee. Increased to 18 members, with 15 at-large members.

Item 3. P. 3 – Art. 7. D: Election of Nominating Committee on staggered terms for at-large members. Provision for an additional at-large member to fill an unexpired term if at-large member is elected Chair-Elect.

Item 4. P. 4 – Art. 8.A: Missions Council to be advisory to the Fellowship's Missions employees, as well as the Governing Board.

Item 5. P. 3-4 – Art. 8.B: Elimination of Coordinator of Global Missions from the Missions Council and addition of a designee of the Executive Coordinator.

Item 6. P. 4 – Art. B.D: Voting members of the Missions Council to serve rotating 3-year terms, four members elected each year.

Item 7. P. 4 – Art 9.A: Ministries Council to be advisory to the Fellowship/s Missions employees, as well as the Governing Board.

Item 8. P. 4 – Art. 9.B: Ministries Council to have 15 at-large voting members. Non-voting, ex officio members shall include the designee of the Executive Coordinator. Eliminates from the Ministries Council the Coordinator of each state or regional organization, representative from the Consortium of Theological School, representative from each partner, and representative of the endorsed chaplains and pastoral counselors.

Item 9. P. 4 – Art 9.D: Voting members of the Ministries Council to serve rotating 3-year terms five members elected each year.

Item 10. P. 5 – Art. 10.B: Officers to participate in the nomination of persons to serve on the Nominating Committee.

CBF GOVERNING BOARD CONSTITUTIONAL AMENDMENTS MOTION

Language to be deleted is ~~stricken through and in italic~~; Language to be inserted is **in Bold and underlined**.

MOTION: That the Constitution of the Cooperative Baptist Fellowship be amended as follows:

1. Article 6. Governing Board, Section A. Authority is amended by deleting the first sentence and inserting in lieu thereof the following: 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, **fiscal** and fiduciary responsibility **and oversight** for the Fellowship, ~~and shall provide fiscal and legal oversight to the Fellowship.~~

And further amend the Constitution as follows:

2. Article 7. Nominating Committee, Section B. Composition is amended by deleting Section B and inserting in lieu thereof the following:

B. Composition. The Nominating Committee shall consist of ~~17~~ **18** members, including the **Chair of the Nominating Committee**, the following ex-officio voting members: Chair-Elect of the Nominating Committee, Immediate Past Chair of the Nominating Committee, and Immediate Past Moderator, **and 15 at-large members**.

And further amend the Constitution as follows:

3. Article 7. Nominating Committee, Section D. Term is amended by deleting Section D and inserting in lieu thereof the following:

D. Term. With the exception of the three ex-officio voting members, **and the Chair of the Nominating Committee, five of the at-large** ~~the~~ members of the Nominating Committee shall be elected **each year** 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. **However, if one of the at-large members of the Committee is elected to serve as Chair-Elect, an additional at-large member shall be elected to fill the unexpired term of the at-large member who is elected to serve as Chair-Elect.** 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.

And further amend the Constitution as follows:

4. Article 8. Missions Council, Section A. Function is amended by deleting Section A and inserting in lieu thereof the following:

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

And further amend the Constitution as follows:

5. Article 8. Missions Council, Section B. Composition is amended by deleting Section B and inserting in lieu thereof the following:

B. Composition. The Missions Council shall consist both of 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 **and** ~~or~~ his or her designee.

And further amend the Constitution as follows:

6. Article 8. Missions Council, Section D. Term is amended by deleting the first sentence of Section D and inserting in lieu thereof the following:

The voting members of the Missions Council shall serve for three-year terms **with four (4) of such members elected each year** and **any such member** may be re-elected to the Missions Council after a one (1) year break in service.

And further amend the Constitution as follows:

7. Article 9. Ministries Council, Section A. Function is amended by deleting Section A and inserting in lieu thereof the following:

A. Function. The Ministries Council shall exist as an advisory council to the Governing Board **and the Fellowship's Ministries employees** 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.

And further amend the Constitution as follows:

8. Article 9. Ministries Council, Section B. Composition is amended by deleting Section B and inserting in lieu thereof the following:

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, and the immediate past chair, and **15 at-large individuals**. ~~one member of each state or regional organization of the Fellowship.~~ Non-voting, *ex officio* members shall include the ~~Coordinator of CBG Ministry Networks or his or her designee,~~ Fellowship's Executive Coordinator **and** ~~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.~~

And further amend the Constitution as follows:

9. Article 9. Ministries Council, Section D. Term is amended by deleting Section d and inserting in lieu thereof the following:

D. Term. The voting members of the Ministries Council shall serve for three-year terms **with five (5) of such at-large members elected each year**, and **any such member** may be re-elected to the Ministries Council after a one (1) year break in service. However, a **Ministries 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.

And further amend the Constitution as follows:

10. Article 10. Officers, Section B. Duties, Sub-section 5 is amended by deleting Sub-section 5 and inserting in lieu thereof the following:

5. The Officers **shall participate in the nomination of persons to serve** ~~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 **in accordance with the Bylaws of the Fellowship.**

PROPOSED BYLAWS AMENDMENTS MOTION

Item 1. P. 7 – Bylaw 1: Deleting definitions of Coordinator of Global Missions and Coordinator of CBF Ministry Networks.

Item 2. P. 7 – Bylaw 2.a: Establish that individual members from Baptist Churches contributing to CBF comprise the voting membership of the General Assembly.

Item 3. P. 7-8 – Bylaw 6.a.9: Governing Board to confer and collaborate with Missions and Ministries Councils regarding their tasks, policies, and practices.

Item 4. P. 8 – Bylaw 6.a.12: Governing Board to approve and recommend for election persons to serve on Nominating Committee.

Item 5. P. 8 – Bylaw 6.a.15: Governing Board to present Nominating Committee nominations to General Assembly for election for Moderator-Elect, members of the Governing Board, Missions and Ministries Councils.

Item 6. P. 8 – Bylaw 6.a.18: Capitalizing of word Moderator, no substantive change.

Item 7. P. 8 – Bylaw 6.a.19: Presenting nominations from the Council on Endorsement, no substantive change.

Item 8. P. 8 – Bylaw 6.b.3: Written notice for “in-person” meetings, language clarification, no substantive change.

Item 9. P. 9 – Bylaw 6.b.4: Clarification for “virtual” meetings, no substantive change.

Item 10. P. 9 – Bylaw 6.c: Change “Emergency” to “Specially Called” meetings, no substantive change.

Item 11. P. 11 – Bylaw 7: Provision for nomination of persons to serve as at-large members of Nominating Committee.

Item 12. P. 9-10 – Bylaw 7: Language change from “approval” to “election”, no substantive change.

Item 13. P. 10 – Bylaw 7: Re-lettering based on prior amendments, no substantive change.

Item 14. P. 10 – Bylaw 7.c.3: Inserting “in-person” to identify Nominating Committee meetings, no substantive change.

Item 15. P. 10 – Bylaw 7.c.4: Inserting “virtual” to identify Nominating Committee meetings, no substantive change.

Item 16. P. 10-11 – Bylaw 8.a.9-11: Explanation of responsibilities of Missions Council and persons to participate in the nomination for persons to serve on the Nominating Committee.

Item 17. P. 11 – Bylaw 8.b.3: Clarification of notice for “in-person meetings of Mission Council, no substantive change.

Item 18. P. 11 – Bylaw 8.b.4: Inserting “virtual” to identify Mission Council meetings, no substantive change.

Item 19. P. 11 – Bylaw 9.a.6-9: Explanation of responsibilities of Ministries Council and persons to participate in the nomination for person to serve on the Nominating Committee.

Item 20. P. 11-12 – Bylaw 9.b.3: Inserting “in-person” to Ministries Council meetings, no substantive change.

Item 21. P. 12 – Bylaw 9.b.4: Inserting “virtual” to identify Ministries Council meetings, no substantive change.

Item 22. P. 12 – Bylaw 10.a.2: Inserting “Executive” in place of “Closed” session for the Governing Board, Missions Council, Ministries Council, and committees thereof, no substantive change.

Item 23. P. 12 – Bylaw 10.f: Inserting “virtual” as a means of communication of the Governing Board, Nominating Committee, Missions Council, Ministries Council, and any subgroups thereof, no substantive change.

Item 24. P. 12 – Bylaw 14.a: Motions from the floor to amend the Bylaws referred to the Governing Board not Legal Affairs Committee.

CBF GOVERNING BOARD BYLAWS AMENDMENTS MOTION

Language to be deleted is ~~stricken through and in italic~~; Language to be inserted is in **Bold and underlined**.

MOTION: That the Bylaws of the Cooperative Baptist Fellowship be amended as follows:

1. Bylaw 1. Definitions. Sub-section c. and d., by deleting said Sub-sections.

~~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 charge with primary responsibility for managing and coordinating the Fellowship’s ministries initiatives or his or her successor.~~

And further amend the Bylaws as follows:

2. Bylaw 2.a Membership, by deleting said item a, and inserting in lieu thereof the following:

a. Members of the Fellowship shall be Baptist churches and the **individual** members thereof **which**/who contribute annually to the ministries and operations of the Fellowship; Baptist Churches and the **individual** members thereof **which**/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 **individual** members ~~with the exception of churches~~ shall be entitled to vote at meetings of the General Assembly.

And further amend the Bylaws as follows:

3. Bylaw 6.a.9, Responsibility and Authority by deleting paragraph 9, and inserting in lieu thereof the following:

9. To ~~develop the policies which guide the practice of~~ **confer and collaborate with** the Missions and Ministries Councils **regarding their tasks, policies, and practices**, and to ~~provide oversight for and~~ receive reports from the Missions and Ministries Councils, ~~including providing~~ **and provide** feedback for the Councils regarding their fulfilling the mission of the Fellowship.

And further amend the Bylaws as follows:

4. Bylaw 6.a.12, Responsibility and Authority by deleting paragraph 12, and inserting in lieu thereof the following:

12. To **approve and** recommend for election approval by the General Assembly individuals to serve on the Nominating Committee **in accordance with the provisions of Section 7.a.1. herein.** ~~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.~~

And further amend the Bylaws as follows:

5. Bylaw 6.a.15, Responsibility and Authority by deleting paragraph 15, and inserting in lieu thereof the following:

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 **and upon approval to present such nominations to the General Assembly for election.**

And further amend the Bylaws as follows:

6. Bylaw 6.a., Responsibility and Authority by deleting the first sentence of paragraph 18 and inserting in lieu thereof the following:

18. To form a committee named by the ~~M~~oderator to nominate incoming members of the CBF Council on Endorsement.

And further amend the Bylaws as follows:

7. Bylaw 6.a., Responsibility and Authority by inserting a new paragraph 19 to read as follows:

19. ~~To~~ receive nominations from the Committee on the Council on Endorsement; **and upon approval** to present such nominations to the General Assembly for election approval. *Note: this sentence was previously the last sentence of paragraph 15.*

And to re-number original paragraph 19 as 20.

And further amend the Bylaws as follows:

8. Bylaw 6.b.3, Regular Meetings by deleting paragraph 3, and inserting in lieu thereof the following:

3. Written notice of each Governing Board **in-person** meeting shall be given to Governing Board members at least fifteen (15) calendar days prior to the first day of the meeting.

And further amend the Bylaws as follows:

9. **Bylaw 6.b.4, Regular Meetings** by deleting paragraph 4, and inserting in lieu thereof the following:

4. Governing Board meetings may be conducted by telephone conference call or other **virtual** communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such **virtual** 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.

And further amend the Bylaws as follows:

10. **Bylaw 6.c., Emergency Meetings** by deleting item c, and inserting in lieu thereof the following:

c. **Specially Called** ~~Emergency~~ Meetings. ~~Emergency~~ **Specially called** meetings may be called by the Moderator or a majority of the Governing Board. Persons authorized to call **specially called** ~~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 specially called emergency meeting except upon unanimous vote of Governing Board members present.

And further amend the Bylaws as follows:

11. **Bylaw 7, Nominating Committee** by inserting the following:

a. 1. The Current officers of the Governing Board, the Ministries Council and the Missions Council shall have the responsibility of meeting in the Spring of each year to nominate five persons to serve as at-large members on the Nominating Committee for terms of three years in duration and to nominate persons to fill any unexpired terms on the Nominating Committee. The nominees shall be approved by the Governing Board and elected by the General Assembly.

And further amend the Bylaws as follows:

12. **Bylaw 7, Nominating Committee** by deleting previous item a, and inserting in lieu thereof the following:

~~a.~~ **b.** Responsibility. The Nominating Committee shall have the responsibility to recommend for **election** ~~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 **election** ~~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.

~~3.~~ **4. Five (5) individuals to commence new terms as at-large members of the Ministries 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 **election approval** by the next General Assembly.

And further amend the Bylaws as follows:

13. Bylaw 7, Nominating Committee by re-lettering item b Meetings and item c. Removal, as items c. and d.

And further amend the Bylaws as follows:

14. Bylaw 7, Nominating Committee item c. Meetings, paragraph 3 by deleting the first sentence of said paragraph and inserting in lieu thereof the following:

3. Written Notice of each Nominating Committee **in-person** meeting shall be given to Nominating Committee members at least fifteen (15) calendar days prior to the first day of the meeting.

And further amend the Bylaws as follows:

15. Bylaw 7, Nominating Committee item c. Meetings, paragraph 4 by deleting the first and second sentences of said paragraph and inserting in lieu thereof the following:

4. Nominating Committee meetings may be conducted by telephone conference call or other **virtual** communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such **virtual** 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.

And further amend the Bylaws as follows:

16. Bylaw 8.a. Missions Council. Responsibility, items 9, 10, and 11, by deleting said item and inserting in lieu thereof the following:

9. To undertake such other tasks as referred to the **Missions** Council by the Governing Board.

10. To confer and collaborate with the Governing Board regarding its tasks, policies and practices to provide reports to the Governing Board and receive feedback from the Governing Board regarding its fulfilling the mission of the Fellowship.

~~10.~~ **11.** To establish committees, teams, task forces as needed, to accomplish the work of the **Missions** Council.

~~11.~~ **12.** ~~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.~~ **The chair, chair-elect and immediate past chair of the Missions Council shall participate in the nomination**

of persons to serve on the Nominating Committee in accordance with the provisions of Section 7.1.1., herein.

And further amend the Bylaws as follows:

17. Bylaw 8.b. Missions Council. Meetings, paragraph 3 by deleting the first sentence of said paragraph and inserting in lieu thereof the following:

3. Written Notice of each Missions Council **in-person** meeting shall be given to Mission Council members at least fifteen (15) calendar days prior to the first day of the meeting.

And further amend the Bylaws as follows:

18. Bylaw 8.b. Missions Council. Meetings, paragraph 4 by deleting the first and second sentences of said paragraph and inserting in lieu thereof the following:

4. Missions Council meetings may be conducted by telephone conference call or other **virtual** communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such **virtual** 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.

And further amend the Bylaws as follows:

19. Bylaw 9.a. Ministries Council. Responsibility, paragraphs 6, 7, 8 and 9 by deleting said paragraphs and inserting in lieu thereof the following:

6. To confer and collaborate with the Governing Board regarding its tasks, policies and practices, to provide reports to the Governing Board and receive feedback from the Governing Board regarding its fulfilling the mission of the Fellowship.

7. To consult with the Executive Coordinator or his or her designee regarding the determination of how/if/when to engage partnership organizations in the work of the Ministries Council.

~~6.~~ **8.** To establish committees, teams, task forces as needed, to accomplish the work of the **Ministries Council**.

~~7.~~ **9. The Chair, Chair-Elect and immediate past Chair of the Ministries Council shall participate in the nomination of persons to serve on the Nominating Committee in accordance with the provisions of Section 7.a.1. herein.** ~~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.~~

And renumber old paragraphs 8 and 9, as paragraphs 10 and 11.

And further amend the Bylaws as follows:

20. Bylaw 9.b. Ministry Council. Meetings, paragraph 3 by deleting the first sentence of said paragraph and inserting in lieu thereof the following:

3. Written Notice of each Ministries Council **in-person** meeting shall be given to Ministries Council members at least fifteen (15) calendar days prior to the first day of the meeting.

And further amend the Bylaws as follows:

21. Bylaw 9.b. Ministries Council. Meetings, paragraph 4 by deleting the first and second sentences of said paragraphs and inserting in lieu thereof the following:

4. Ministries Council meetings may be conducted by telephone conference call or other **virtual** communication devices at which all participants may speak and simultaneously hear all comments and discussion. Written notice of such **virtual** 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.

And further amend the Bylaws as follows:

22. Bylaw 10.a.2. Meetings. Closed Session, by deleting paragraph 2 and inserting in lieu thereof the following:

b. 1 2. Executive ~~Closed~~ Session. The Governing Board, Missions Council, Ministries Council and their respective and ancillary committees may receive and discuss preliminary information in **Executive ~~closed~~ Session**. Further, motions, discussion on motions and votes on motions pertaining to personnel matters and legal matters may take place in **Executive ~~closed~~ Session**.

And further amend the Bylaws as follows:

23. Bylaw 10.f. Meetings, by deleting item f and inserting in lieu thereof the following:

f. Unless otherwise restricted by these Bylaws, members of the Governing Board, Nominating Committee, Missions Council, or Ministries Council, or 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 **virtual** communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

And further amend the Bylaws as follows:

24. Bylaw 14.a. Amendment. In general, by deleting the last sentence of said item a, and inserting in lieu thereof the following:

All motions from the floor to amend the Bylaws shall be referred to the **Governing Board ~~Legal Affairs Committee~~**.