

**Constitution and Bylaws
Of
The National Baptist Convention of America International, Inc.**

Preamble

We, the members of The National Convention of America International, Inc., grateful to almighty God for the religious liberties we enjoy, and desiring to establish united foreign and home missions, and affording educational opportunities among ourselves and our posterity throughout the world, do ordain and enact this Constitution and Bylaws.

Article I

Name, Office, and Seal

Section 1.01. **Name of the Convention:** The Name of the Convention shall be The National Baptist Convention of America International, Inc., hereinafter sometimes referred to as the “Convention”.

Section 1.02. **Principal Office:** The initial principal office of the Convention shall be 550 West Kentucky Street, Louisville, Kentucky 40203. The principal office shall thereafter be located at such address as the Board of Directors may from time to time determine.

Section 1.03. **Corporate Seal:** The Corporate Seal of the Convention shall have inscribed thereon the name of the Convention, and the year and state of its incorporation.

Article II

Mission Statement

Section 2.01. The National Baptist Convention of America, Incorporated, a body of baptized believers in Jesus Christ, who have absolute faith and conviction in the tenet of the death, burial and resurrection of Jesus Christ, the Savior of mankind, shall serve as an agency of Christian education, missionary and church extension, and combine the efforts of Baptist churches and organizations in extending the gospel both at home and in foreign fields to propagate Baptist doctrines of faith and distinctive principles throughout the world.

Article III

Members/Messengers

Section 3.01. Members of the Convention shall register annually in accordance with the provisions of the Global Impact Vision Expansion (GIVE) Partnership Program. The GIVE Partnership Program is a monthly financial commitment between the Convention and its member churches, consisting of Orthodox Baptist Churches, district associations, general associations, and State convention and individuals. The convention shall determine the amount paid by GIVE Partners.

Section 3.02. A Messenger is an individual representative and/or delegate to the Convention from a member church, district association, general association, and/or state convention who shall pay a personal representation fee during the mid-winter, summer and annual sessions or monthly via the GIVE Partnership Program. The President and Board of Directors of the Convention shall determine the amount of the representation fee to be paid by each Messenger.

Article IV

Meetings of the Convention

Section 4.01. The annual meeting of the members of the Convention shall be the week after the second Sunday in September. The Congress and Youth Convention shall convene following the fourth Sunday in June, or as otherwise determined by the President and the Board of Directors. The Mid-Winter Board Meeting shall be held following the fourth Sunday in February, or as otherwise determined by the Board of Directors.

Section 4.02. Annual meetings of the Convention shall be held at a location to be selected by the Board of Directors at least one (1) year in advance of the next succeeding meeting.

Section 4.03. Any individual scheduled to deliver any religious oration to the Convention, its boards, commissions and auxiliaries during the mid-winter, summer and annual sessions, must obtain the prior approval from the President of the Convention.

Article V

Officers of the Convention

Section 5.01. The officers of this Convention shall be the President, Vice-President-at-Large, First Vice President, Second Vice-President, Third Vice-President, Fourth Vice-President, General Secretary, Treasurer, Recording Secretary, Corresponding Secretary, Parliamentarian, Statistician, Historian, Director of Children and Youth Auxiliary and Congress Director. The President of the Convention shall be elected in accordance with the Articles of Incorporation and this Constitution and Bylaws of the Convention. All remaining officers shall be nominated by the President and confirmed by the voting members of the Convention at an annual or special meeting called for that purpose.

Section 5.02. Any appointed and confirmed officer who fails to fulfill the duties of his office in accordance with the provisions of this Constitution and Bylaws, may be removed from office by the President of the Convention.

Article VI

Election of Officers

Section 6.01. The President, subject to confirmation by the Board of Directors, shall appoint a Commission of Elections on or before the summer board meeting preceding the election, which shall be comprised of seven (7) members. The Commission of Elections shall have a Chairman and administer Convention elections and confirmation proceedings in accordance with rules of procedure promulgated by the Board of Directors. The Chairman shall be nominated by a majority of the State Presidents, subject to the approval of the Board of Directors. The Commission's membership shall consist of an odd number.

Section 6.02. The date for the election of the President and the confirmation proceeding for all remaining officers shall be established by the President and the Board of Directors. Notice of the election of the President and the confirmation proceeding for all remaining officers shall be printed and disseminated to the Convention members. The election of the President and the confirmation proceeding for the remaining officers of the Convention shall be held every five (5) years.

Section 6.03. Any candidacy for President of the Convention shall be announced in writing, by formal letter to the General Secretary, on or before the close of the mid-winter board meeting of the Convention preceding the election and shall abide accordingly:

1. The Board of Directors shall assign non-voting staff personnel as needed and shall appropriate reasonable funds for use by the Election Commission to transact its business and conduct elections. With approval and funding from the Board of Directors, the Election Commission may employ the services of an established independent entity to conduct the election under the auspices of the Election Commission.
2. No person shall be allowed to cast more than one vote in an election.

3. In addition to each qualified church having a maximum of 10 certified voting delegates, each qualified state convention shall be allotted a maximum of 2 certified voting delegates and each district/general association shall be allotted one (1) certified voting delegate per election. Within the guidelines and deadlines established by the Election Commission, names of voting delegates shall be submitted on the official letterhead of qualified churches, state conventions, and district/general associations and signed by each church's pastor, state president, and association president/moderator, respectively. For qualified churches without a pastor, the deacon chairman shall sign in the interim. Voting delegates shall be certified by the Election Commission.
4. Churches, State Conventions, and District/General Associations participating in the NBCA G.I.V.E. Partnership Program (monthly financial contribution plan), shall be eligible to receive voting delegates if the following conditions are met:
 - a. Shall pay monies totaling at least the minimum registration fees as required of other non-G.I.V.E. Partnership Program participating NBCA Churches, State Conventions, and District/General Associations.
 - b. Shall pay appropriate fee totals to NBCA by the same deadline(s) as established by the Board of Directors and/or the Election Commission for other non-G.I.V.E. Partnership Program participating NBCA Churches, State Conventions, and District/General Associations.
5. Non-G.I.V.E. Partnership Program Churches, State Conventions, and District/General Associations, meeting each criterion below shall be eligible to vote:
 - a. Register during one of the two years prior to the election year,
 - b. Register with the parent body in the February Board and the June meeting during the election year, and
 - c. Pre-register for the September Annual Session by August 10th, preceding the election

Section 6.04. All board auxiliary presents, chairmen, and executive secretary/treasurers are eligible for nomination for an elected or appointed office after all financial reports of their respective offices have been filed with the appropriate office of the Convention, subject to the approval of the President and Board of Directors. This provision, however, does not preclude candidates who are otherwise qualified from seeking an elected or appointed office.

Section 6.05. The President of the Convention shall nominate candidates for appointed office. Qualifications for candidates for offices shall include membership in a church of the Convention that gives monthly support to the G.I.V.E. Partnership Program or who meets the minimum fees, dues and assessments established by the Board of Directors. Upon request of the President or the Board of Directors, the candidate shall produce evidence of his support of the Convention for at least five (5) years preceding the election. Support includes financial assistance, use of Convention literature and individual registration in the Convention for at least five (5) years preceding the election. The term of a NBCA president-elect shall begin at the conclusion of the annual September session in which he was elected and includes all rights, powers, privileges, etc. normally assigned to the his office. Each term shall consist of five (5) years.

Section 6.06. Each Ministry Board, commission and auxiliary shall have the power to fill vacancies that may occur among its officers during interim Convention meetings, subject to the approval of the President of the Convention.

Section 6.07. No change shall be made to the established election process within one calendar year prior to an election for NBCA President. Elections shall be held every five (5) years only. Interim vacancies in the Office of President shall be filled via succession as outlined in Article VII.

Section 6.08. When only one eligible candidate qualifies for the Office of NBCA President, no election shall be held and the sole candidate shall be designated as President-elect at the close of the period for qualification. All other offices of the previous administration shall be vacated immediately at the end of the September Annual Session and shall remain vacant until the President-Elect recommends officers to the Convention and/or Board of Directors for approval. Officers-elect shall serve with full authority until they are officially installed along with the President-Elect in the February Board meeting following the September Annual Session.

Section 6.09. An incumbent NBCA President, seeking re-election, shall not preside over meetings of the Convention, Board of Directors, or Executive Committee whenever election issues are being addressed. The Vice-President at-large or a cabinet officer who is not a candidate for NBCA President shall preside whenever that condition exists. The NBCA President may resume chairing the meeting immediately afterward.

Section 6.10. Any candidate for NBCA President shall be a pastor of a Baptist church at the time of qualifying and on the date of installation. His church shall be in good standing with the Convention and remain as such.

Article VII

Duties of the Officers

Section 7.01. **The President** shall preside at all meetings of the Convention, Board of Directors of the Convention and the Executive Committee; he shall have such other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him by the Board of Directors. He shall be an ex-officio members of all boards, commissions, auxiliaries and committees. He shall be the Chief Executive Officer of the Convention and, subject to the approval of the Board of Directors, shall have the general supervision, direction and control of the business and officers of the Convention. The President shall have the following general powers: The power to preside at all meetings of the general membership of the Convention; the power to appoint or cause to be appointed all boards, commissions, auxiliaries and committees not elected by the general body; the power to hire and discharge all staff personnel; the power to sign all drafts, checks, notes, orders or other undertakings for the payment of money on the Convention treasury; the power to execute contracts, records and other instruments whereunto his signature shall be lawfully required; the power to approve or disapprove all circulars, communications and correspondence issued and financial transactions made in the name of the Convention; the power to appoint other officers, agents, attorneys and professional consultants as necessary for the efficient operation of the Convention; the power to create or otherwise establish subsidiary corporations of the Convention with the approval of the Board of Directors; and the power to perform or supervise all executive and administrative functions of the Convention.

Section 7.02. **The Vice-President-at-Large** shall, in the absence or disability of the President perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Vice-President-at-Large shall have such other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him from time to time by the President of the Convention.

Section 7.03. **The First Vice-President** shall, in the absence or disability of the President and Vice-President-at-Large, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The first Vice-President shall have such other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him from time to time by the President of the Convention.

Section 7.04. **The Second Vice-President** shall, in the absence or disability of the President, Vice-President-at-Large, and First Vice-President, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Second Vice-President shall have such other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him from time to time by the President of the Convention.

Section 7.05. **The Third Vice-President** shall, in the absence or disability of the President, Vice-President-at-Large, First Vice-President and Second Vice-President, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Third Vice-President shall have such other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him from time to time by the President of the Convention.

Section 7.06. **The Fourth Vice-President** shall, in the absence or disability of the President, Vice-President-at-Large, First Vice-President, Second Vice-President and Third Vice-President, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Fourth Vice-President shall have such other powers and duties not inconsistent with this Constitution and Bylaws as may be assigned to him from time to time by the President of the Convention.

Section 7.07. **The General Secretary** shall, in the absence or disability of the President, Vice-President-at-Large, First Vice-President, Second Vice-President, Third Vice-President, and Fourth Vice-President, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The General Secretary may serve as one of the registered agents of the Convention, and shall be responsible for establishing and implementing protocol for the Convention; chair the site selection committee which will be established by the President; assist the President in staff development and coordination; make official announcements to the Convention; certify all minutes, resolutions and actions of the Convention; ensure that all notices are disseminated in accordance with the provisions of this Constitution and Bylaws for the Board of Directors and Executive Committee; shall be one of the custodians of all records and original documents; shall coordinate all Convention secretaries, discharge the duties as the official custodian of the Convention's seal, and perform all other duties assigned by the President of the Convention.

Section 7.08. **The Treasurer** shall supervise the financial affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Treasurer shall receive all finances of the Convention and pay or otherwise disburse Convention funds as required. He shall maintain records and preserve such records perpetually and report the receipts and disbursements of the Convention annually. He shall be required to give a bond for the faithful discharge of these duties in such sum and form and with such surety as the Board of Directors may determine. The cost of such bond shall be borne by the Convention. The Treasurer shall perform other duties as may be assigned by the President of the Convention.

Section 7.09. **The Recording Secretary** shall, in the absence or disability of the President, Vice-President-at-Large, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President and General Secretary, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Recording Secretary shall keep accurate minutes of all meetings of the Convention, Board of Directors and the Executive Committee at the principal office of the Convention in one or more books provided for that purpose, stating the time and location of the meetings, its authorization, the notice given thereof, and the individuals present at the proceedings; shall be one of the custodians of all records and documents, shall keep a record of the mailing address of each member and in general; shall perform all other duties, not inconsistent with this Constitution and Bylaws, as are incident to the Office of Recording Secretary, or as may be assigned by the President of the Convention.

Section 7.10. **The Corresponding Secretary** shall, in the absence or disability of the President, Vice-President-at-Large, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, General Secretary, and Recording Secretary, perform all the duties of the President, and shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Corresponding Secretary shall write and send the correspondence of the Convention as directed by the President or General Secretary of the Convention; shall be the editor-in-chief of the Lantern or the Convention's official newspaper or newsletter and maintain a current mailing list of the membership of the Convention. The Corresponding Secretary shall develop and distribute a journal regarding all Convention auxiliaries, boards, committees, and commissions of the Convention, or perform other duties as may be assigned by the President of the Convention.

Section 7.11. **The Parliamentarian** shall supervise the affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. When no other Convention rule applies, the Parliamentarian shall use Robert's Rules of Order to monitor meetings of the Convention, Board of Directors, and Executive Committee, whether formal or informal, to ensure proper procedures are followed.

Section 7.12. **The Statistician** shall supervise the statistical affairs of the Convention under the direction of the President and with the consultation of the Board of Directors. The Statistician shall compile the statistics of the Convention and report the same annually, or perform other duties as may be assigned by the President of the Convention.

Section 7.13. **The Historian** shall maintain a complete and accurate history of the Convention; file an annual report, preserve the history of the Convention for posterity, and perform other duties as may be assigned by the President of the Convention.

Section 7.14. **The Director of Children and Youth Auxiliary** shall guide and coordinate the children and youth activities according to the mission and objectives of the Convention, and perform other duties as may be assigned by the President of the Convention.

Section 7.15. **The Congress Director** shall administer the educational auxiliary of the Convention. The Congress Director shall coordinate, direct and/or supervise staff, materials and resources to accomplish this obligation in accordance with the mission and objectives of the Convention, subject to the approval of the President of the Convention. The Congress Director shall perform other duties as may be assigned by the President of the Convention.

Article VIII

Board of Directors

Section 8.01. The Board of Directors shall consist of the President of the Convention, Vice-President-at-Large, First Vice-President, Second Vice-President, Third Vice-President, Fourth Vice-President, General Secretary, Treasurer, Recording Secretary, Corresponding Secretary, Parliamentarian, Statistician, Historian, Secretary-Treasurer of Boards, President of the Brotherhood Auxiliary, President of the Senior Women's Auxiliary; and eleven (11) at-large members appointed by the President of the Convention who shall consist of pastors or the laity of a church in good standing with the Convention. The President of the Convention shall serve as the Chairman of the Board of Directors. The President shall be elected in accordance with the Articles of Incorporation and this Constitution and Bylaws of the Convention. All remaining Director's shall be nominated by the President and confirmed by the voting members in good standing of the Convention at an annual or special meeting called for that purpose.

Section 8.02. The Board of Directors and officers of the Convention may receive reimbursement for their travel expenses according to the stipulations of the Finance Committee.

Section 8.03. The Board of Directors shall direct, supervise and administer the activities, affairs and property of the Convention when the Convention is not in session.

Section 8.04. Any Director may resign at any time by delivering a written resignation to the President and the General Secretary of the Convention. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to become effective.

Section 8.05. The President of the Convention may be removed from office at an annual session of the Convention by a two-thirds (2/3) vote of the voting members in good standing of the Convention.

Section 8.06. Any appointed and confirmed Director may be removed from office at any time by the President of the Convention.

Section 8.07. Membership and powers of the *Executive Committee of the Board of Directors* are as follows:

- a. Shall be empowered to act whenever Board of Directors is not in session
- b. May be called into session by President using the requirements of Article IX, Section 9.06
- c. Membership shall consist of: NBCA President, Vice President-at-large, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, General Secretary, Treasurer, Recording Secretary, Corresponding Secretary, Parliamentarian, Statistician, and Historian.

Section 8.08. The President shall be authorized and empowered to execute contracts up to ten thousand dollars, if the contract period does not exceed one calendar year. All other contracts shall be approved by Board of Directors or Executive Committee, with the exception of annual meeting contracts for hotels and convention centers.

Article IX

Functions of the Board of Directors

Section 9.01. The Board of Directors shall establish the minimum enrollment fees, dues and assessments for each church, district association, general association and state convention as it may, from time to time, determine.

Section 9.02. The Board of Directors shall establish the personal enrollment fees for messengers from each church, district association, general association and state convention as it may, from time to time determine.

Section 9.03. The Board of Directors shall promulgate rules of procedure for Convention elections and confirmation proceedings for officers of the Convention.

Section 9.04. The Board of Directors shall transact the unfinished business of the Convention during interim periods between annual and special meetings of the Convention.

Section 9.05. In the event the location of any meeting of the Convention is deemed unsatisfactory, the Board of Directors, under the direction of the President, shall select another location for that particular meeting,

Section 9.06. The annual meeting of the Board of Directors shall be scheduled prior to the opening of the Convention. Special meetings of the Board of Directors may be called by order of the President of the Convention.

Section 9.07. Notice of each special meeting of the Board of Directors shall be mailed to each Director's residence or usual place of business, not less than ten (10) days before the day on which the meeting is to be held. Each such notice shall state the general nature of the business to be transacted, the day, time and location of such meeting.

Section 9.08. A majority of the membership of the Board of Directors shall constitute a quorum to transact business. If a quorum is lost during a meeting, the remaining Directors may adjourn the meeting for a period not exceeding sixty (60) days.

Section 9.09. The Board of Directors shall present at each annual meeting of the membership of the Convention an annual report of the Convention's activities during the preceding fiscal year in the form of the President's Report.

Section 9.10. Notwithstanding any provision contained in this Constitution and Bylaws to the contrary, upon the recommendation of the President of the Convention, any Director who misses three (3) consecutive, properly noticed meetings of the Board of Directors without a written explanation satisfactory to the Board, may be removed by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors, notice of which shall specify the proposed removal.

Section 9.11. The Board of Directors shall establish the following five (5) committees: Finance Committee; Personnel Committee; Qualifications Committee; Registration Committee; and Grievance Committee

1. The Finance Committee shall consist of no less than seven (7) members, which shall include the Treasurer of the Convention as Chairman. The duties and responsibilities of the Finance Committee, in addition to the powers and duties delegated to the Committee from time to time by the President, shall include preparing the budget of the Convention; managing the accounting records of the Convention, and maintaining the overall fiscal integrity of the Convention.

2. The Personnel Committee shall consist of seven (7) members appointed by the President, in consultation with the Board of Directors. The duties and responsibilities of the Personnel Committee, in addition to the powers and duties delegated to the Committee from time to time by the President, shall include the following: The duty to act as the Employee Grievance Committee in disputes involving the Convention and the employees thereof, the duty to make recommendations, upon consultation with members of the staff, to the Board of Directors regarding personnel policies to be adopted by the Board of Directors.

3. The Qualifications Committee shall consist of no less than three (3) members, and shall investigate new churches, district associations, general associations and state conventions for the purpose of recommending membership to the Convention.

4. The Registration Committee shall consist of no less than seven (7) members, and shall receive and report individual, church, district, general and state registration fees, dues and assessments. This Committee shall document and report receipts to the Finance Committee.

5. The Grievance Committee shall consist of no less than seven (7) members, and shall review and dispose of complaints regarding members of the Convention, subject to the approval of the Board of Directors.

Article X

Executive Committee

Section 10.01. The Executive Committee shall consist of the following officers: the President of the Convention, the Vice-President-at-Large, the First Vice-President, the Second Vice-President, the Third Vice-President, the Fourth Vice-President, the General Secretary, the Treasurer, the Recording Secretary, the Corresponding Secretary, the Parliamentarian, the Statistician and the Historian. The President of the Convention shall be the Chairman of the Executive Committee.

Section 10.02. During the intervals between meetings of the Board of Directors, the Executive Committee shall have any and all of the powers of the Board of Directors in the management of the business affairs of the Convention, except the power to adopt, amend or repeal this Constitution and Bylaws. A majority of the membership of the Executive Committee shall constitute a quorum to transact business. The President of the Convention shall have the power to fill any vacancies until the next meeting of the Board of Directors.

Article XI

Convention Boards. Composition, Officers, And Their Duties

(Revised 09/2022)

Section 11.01. The Convention shall have the following Boards: (1) the Publishing Board, (2) the Evangelical Board, (3) the Foreign Mission Board, (4) the Home Mission Board, (5) the College and Seminary Board, (6) the Church Growth & Development Board, and (7) the Insurance and Annuity Board.

Section 11.02. Each Board shall be composed of members recommended from state conventions subject to the approval and appointment by the President of the Convention. At-large members shall be appointed by the President of the Convention.

Section 11.03. **Officers.** Each Board shall have a Chairman, Vice-Chairman, Secretary-Treasurer and Recording Secretary.

Section 11.04. **Duties of Officers.**

1. The Chairman shall convene and preside at all board meetings and have general supervision of the Board.

2. The Vice-Chairman shall, in the absence or disability of the Chairman, supervise the affairs of the Board under the direction of the Chairman.

3. The Recording Secretary shall, in the absence or disability of the Chairman and Vice-Chairman, supervise the affairs of the Board under the direction of the Chairman; keep a true and accurate record of the minutes of all meetings of the Board; and provide a copy of the minutes of all meetings to members of the Board.

4. The Secretary-Treasurer shall, in the absence or disability of the Chairman, Vice-Chairman and Recording Secretary, supervise the affairs of the Board under the direction of the Chairman; be responsible for all correspondence of the Board, including disseminating notifications for meetings; preparation of the meeting agenda; responding to correspondence; and all other duties, not inconsistent with this Constitution and Bylaws. The Secretary-Treasurer shall be responsible for the receipt and disbursement of all finances as directed by the Board; keep an accurate record of all financial transactions, document all financial transactions by checks and/or receipts, prepare and submit a written financial report to all members at each meeting of the Board; and prepare and submit a written report to the Convention at its annual meeting.

Section 11.05. **Reports of Boards.** Each Board shall prepare and submit an annual written report of its finances and work performance to the Convention at its annual session.

Section 11.06. The Executive Committee shall approve the disbursement of Convention funds to each Board.

Section 11.07. **Duties of Boards.**

1. The Publishing Board, incorporated as The National Baptist Convention of America Press, Inc., a subsidiary of the Convention, shall be responsible for writing, printing, marketing, selling and distributing literature in accordance with the objectives of The National Baptist Convention of America, Inc., and may secure, print and market literature distinctive from the literary materials currently in production. Prior to publication, the Publishing Board shall scrutinize all written materials to determine authenticity, relevance, doctrine and acceptability. The Publishing Board shall maintain a collaborative relationship with the Christian Education Board for the production of Christian training literature. All religious literature submitted to the Publishing Board through the Christian Education Board, or any other source, shall be subject to the final approval of the Publishing Board. The Publishing Board shall be responsible for the salaries of all Publishing Board staff, the Administrative Assistant of the Christian Education Board, and the compensation of all writers of literature for the Convention. Financial accountability for all sales is the responsibility of the Publishing Board and shall be reported to the President of the Convention or his designated representative.

In addition, the Publishing Board is the final arbiter, with the President of the Convention's approval, of all publications written and bearing the name of The National Baptist Convention of America, Inc. The Publishing Board shall be the only entity to distribute Convention literature, affixing the appropriate logo and insuring copyright protection,

2. The Educational Board shall provide financial assistance to educational institutions, colleges, universities and seminaries.

3. The Evangelical Board shall promote the ministry of evangelism as ordained and mandated by our Lord, Jesus Christ in Matthew 28:19-20. The Evangelical Board is further required to inculcate the principles of evangelism in every aspect of the Convention's functions.

4. The Foreign Mission Board has the overall responsibility for promoting the mission ministry of the Convention abroad as ordained and mandated our Lord, Jesus Christ in Matthew 28:19-20. The Foreign Mission Board is charged with the duty of carrying out foreign mission work in ministry with local Christians and church bodies to complete the biblical assignment of the church of Jesus Christ. As authorized by the Board of Directors, the Foreign Mission Board shall dispatch individuals beyond the local church to proclaim the

(Revised 09/2022)

gospel of Jesus Christ in areas that are without witness; win souls to Christ and establish functioning local congregations for the continued witness to the faith,

5. The Home Mission Board shall promote the home mission ministry of the Convention in response to the mandate of our Lord, Jesus Christ. Further, the Home Mission Board shall be responsible for planting new churches and promoting the enrollment of new churches with the Convention.

6. The College & Seminary Board shall work closely with accredited predominately black colleges and universities to develop an ongoing relationship with the Convention; promote the Convention's conviction of the importance of attending colleges and universities; organize scholarship programs for the Conventions' youth; and seek to develop an institution of higher learning to be operated by the Convention.

7. The Insurance & Annuity Board shall coordinate membership drives with the Convention's designated retirement, disability, and/or health insurance representatives; and negotiate, on behalf of the Convention, the terms and conditions of any agreements for Insurance and Annuities with consultation with the Convention's legal counsel.

Section 11.08. The NBCA President, subject to approval of the Board of Directors, may establish, modify, or delete Convention Boards according to the mission and needs of NBCA.

Article XII

Commissions

Section 12.01. The Convention shall have the following Commissions whose members shall be appointed by the President of the Convention in accordance with this Constitution and Bylaws: (1) the Criminal Justice Commission, (2) the Commission on Chaplaincy, (3) the Commission on Orthodoxy, (4) the Commission on Social Justice, (5) the Commission on Labor Relations, and (6) the Commission on Public Education.

1. The Criminal Justice Commission shall develop exit strategies for inmates released from prison and seek to promote programs for incarcerated inmates.

2. The Commission on Chaplaincy shall provide pastoral care to member ministers who exercise their call to ministry through the military chaplaincy in the Armed Forces of the United States. The Commission on Chaplaincy selects, with the approval of the President of the Convention, the ecclesiastical agent, responsible to the Convention and approved by the headquarters of the specific branch of the armed forces. The ecclesiastical agent, in military terminology, is referred to as the endorsing agent. The endorsing agent and /or the Commission on Chaplaincy is responsible for visiting chaplains on military installations to demonstrate the support and appreciation of the Convention. Further, upon terminating their position in the Armed Forces of the United States, the Commission on Chaplaincy shall extend ministry opportunities to former military chaplains within the structure of the Convention.

3. The Commission on Orthodoxy shall preserve the distinctive Baptist doctrinal beliefs as stated in the Convention's Mission Statement; validate and propagate the Baptist doctrine of faith and practice throughout the world, and be attentive to principles and practices which are on the borderline of Baptist faith and practice, and bring principles and practices of concern to the attention of the Convention for counseling and reconciliation.

4. The Commission on Social Justice shall plan and promote programs to provide Christian concern for the welfare of oppressed people; safeguard the principles of religious liberty, social justice and the equality of humankind as children of God; and monitor social justice within the churches and communities where member churches are located.

5. The Commission on Labor Relations shall develop a relationship with national labor organizations in order to facilitate communications between labor organizations and the Convention to promote fair and equitable job opportunities and compensation.

6. The Commission on Public Education shall develop strategies for member churches to address public education issues. These issues shall include, but not be limited to, after school tutorial programs, summer job programs, test score improvement initiatives, discipline in the classroom and any other issues that relate to public education in pre-school through twelfth grade.

Article XIII

Auxiliaries

Section 13.01. The Convention shall have the following Auxiliaries: (1) Women's Missionary Auxiliaries, (2) Brotherhood Auxiliary, (3) Health Awareness Team Auxiliary, (4) Ushers Auxiliary, (5) Children and Youth Auxiliary, (6) Ministers' Wives and Widows Conference Auxiliary, (7) Pastors and Ministers' Conference Auxiliary, (8) Congress Of Christian Education and Discipleship, and other auxiliaries that may be recommended by the President and approved by the Board of Directors.

Women's Missionary Auxiliaries

The Women's Missionary Auxiliary shall be comprised of females of the Convention. The Junior Women shall be females from age twenty-five (25) through forty (40). The Women's Intermediate Auxiliary shall be females from age forty-one (41) through fifty-nine (59). The Senior Women's Missionary Auxiliary shall be females who are age sixty (60) and older. The goals of the Women's Missionary Auxiliaries are to win souls to Christ; promote family worship; demonstrate Christian conduct in speech and dress; engage in prayer and Bible study daily; conduct studies of mission messages in the word of God; observe scheduled seasons of prayer; religiously educate our children, and to systematically support the Convention with its time, talent and testimony.

Brotherhood Auxiliary

The Brotherhood Auxiliary shall be comprised of males of the Convention. The Brotherhood Auxiliary shall be males from ages twenty-five (25) and older. The goals of the Brotherhood Auxiliary are to win souls to Christ; promote family worship; demonstrate Christian conduct in speech and dress; engage in prayer and Bible study daily; conduct studies of mission messages in the word of God; observe scheduled seasons of prayer; religiously educate our children; and to systematically support the Convention with its time, talent and testimony.

Health Awareness Team Auxiliary

The Health Awareness Team Auxiliary shall be comprised of persons who have been trained and certified in first aid. The goals of the Health Awareness Team are to render first aid and medical assistance in the church, home, and community, and to systematically support the Convention with its time, talent and testimony.

Ushers Auxiliary

The Ushers Auxiliary shall be comprised of persons who are ushers of churches of the Convention. The goals of the Ushers Auxiliary are to engage in daily Bible study and prayer; develop teaching and training workshops and seminars for ushers; and to systematically support the Convention with its time, talent and testimony.

Children and Youth Auxiliary

The Children and Youth Auxiliary shall be comprised of children and youth ages twenty-four (24) and under. The goals of the Children and Youth Auxiliary are to provide our children and youth with wholesome Christian education; evangelism; training, teaching and counseling to obtain the highest standards of Christian living; witnessing; serving; worshiping; and to systematically support the Convention with its time, talent and testimony.

Ministers' Wives and Widows Conference Auxiliary

The Ministers' Wives and Widows Conference Auxiliary shall be comprised of the wives and widows of preachers and pastors' of the Convention. The goals of the Ministers' Wives and Widows Conference Auxiliary are to foster a common bond among ministers' wives and widows; form a support system of information and service to strengthen the ministerial family; pray and study the word of God daily; and to systematically support the Convention with its time, talent and testimony.

Pastors' and Ministers' Conference Auxiliary

The Pastors' and Ministers' Conference Auxiliary shall be comprised of preachers and pastors of the Convention. The goals of the Pastors' and Ministers' Conference Auxiliary are to seek unity; address the task of ministry in the local church; provide leadership experiences and training sessions for pastors and ministers to help them develop their pastoral skills, and to systematically support the Convention with its time, talent and testimony.

Congress of Christian Workers Auxiliary

The Congress of Christian Workers Auxiliary shall be comprised of churches, district associations and state conventions of the Convention. The goals and objectives of the Congress of Christian Workers Auxiliary are to assist the Convention with conducting classes,

(Revised 09/2022)

workshops and seminars for church ministry activities and to systematically support the Convention with its time, talent and testimony.

Section 13.02. The Board of Directors shall have general power over all auxiliaries including, without limitation, the power to implement operational procedures and require prior approval to expend funds.

Section 13.03. Each auxiliary shall nominate a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and such other officers as may be required.

Section 13.04. All auxiliary officers shall be appointed by the President of the Convention, subject to confirmation by the Convention.

Section 13.05. All auxiliaries shall prepare and submit a report of all funds received and expended for the preceding year at the annual session of the Convention.

Section 13.06. All funds collected by auxiliaries at Convention meetings must be reported and tendered to the Convention Finance Committee on a daily basis,

Section 13.07. The auxiliaries shall report their expenses to the Convention for approval, which expenses shall not under any circumstances, exceed forty (40%) percent of the total funds received.

Section 13.08. The auxiliaries may accept enrollment fees from any and all respective auxiliaries of local churches,

Section 13.09. The presence, in person, of a majority of the members of an auxiliary shall be necessary and sufficient to constitute a quorum for the transaction of business by that auxiliary.

Article XIV

Membership and Affiliations of the Convention

Section 14.01. The Convention may hold membership in the Baptist World Alliance and other organizations.

Article XV

Deposits, Checks, Loans, Contracts, Shares and Bonding

Section 15.01. **Deposit of Funds.** All funds of the Convention shall be deposited daily in such federally insured banks, trust companies or other federally insured depositories as the President may recommend, with the approval of the Board of Directors.

Section 15.02. **Checks, Notes and Deposits.** All checks, drafts, endorsements, notes and evidences of indebtedness of the Convention and all endorsements for deposits to the credit of the Convention, shall be signed by such officer or officers, agent or agents of the Convention and in such manner as shall from time to time be determined by Resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and counter-signed by the President or Vice-President-at-Large of the Convention.

Section 15.03. **Loans.** No loans or advances shall be contracted on behalf of the Convention and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by Resolution of the Board of Directors. Any such authorization may be general or confined to specific circumstances, and may include authorization to pledge securities and other property owned by the Convention for loans or advances so authorized.

Section 15.04. **Contracts.** The President in consultation with legal counsel of the Convention may, in the name of and on behalf of the Convention, enter into contracts or execute and deliver other instruments that are authorized by the Board of Directors.

Section 15.05. **Representation of Shares of Other Conventions.** The President, the Vice-President-at-Large and the General Secretary of the Convention are authorized to represent the Convention with respect to exercising its voting rights of the shares of any other Convention or Conventions. The authority granted to such officers to vote or represent this Convention may be exercised in person, by proxy, or by power of attorney duly executed by such officers, a copy of which shall be filed with the General Secretary of the Convention.

Section 15.06. **Bonding of Officers and Employees.** The Treasurer, and such other officers and employees possessing or otherwise administering funds on behalf of the Convention, shall be bonded in an amount determined by the Board of Directors, at the expense of the Convention. This bonding requirement shall be applicable to all Convention operations, including its subsidiaries.

Section 15.07. **Audit.** The President of the Convention shall retain the services of an external certified public accounting firm to perform periodic audits of the Convention's financial accounts, policies, practices and procedures.

(Revised 09/2022)

Article XVI

Compensation of and Contracts with Directors and Officers

Section 16.01. **Compensation of Directors and Officers.** The Directors and Officers of this Convention shall serve without salary; however, the Board of Directors may authorize the payment by the Convention of reasonable expenses and compensation incurred by the Directors and Officers in the performance of their duties and professional services. The President and the Board of Directors shall fix the reasonable expenses and compensation of the Directors and Officers of the Convention. Except as provided in this Section, no Director or Officer of the Convention shall receive, directly or indirectly, any salary or gift from the Convention.

Section 16.02. **Contracts with Directors or Officers.** No Director or Officer of the Convention shall acquire or otherwise retain an interest, directly or indirectly, in any contract relating to the operations of the Convention, unless specifically authorized by a majority vote of the Board of Directors at a duly called and noticed meeting.

Article XVII

Indemnification of Directors and Officers

Section 17.01. The Convention shall indemnify and hold harmless the Directors and Officers, and their agents, heirs, executors and administrators, from and against any and all liabilities, losses, expenses, damages or injuries suffered or sustained by reason of any acts, omissions or alleged acts or omissions in their capacity as Directors and Officers hereunder arising out of their activities on behalf of the Convention or in furtherance of the interests of the Convention, including, but not limited to, any judgment, award, settlement, penalties, fines, reasonable attorneys' fees and other costs and expenses (which may be advanced by the Convention) incurred in connection with the defense of any actual or threatened action, proceeding or claim, provided that such Directors and/or Officers acted in good faith and in a manner reasonably believed to be in the best interests of the Convention or not opposed to the best interests of the Convention, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

Article XVIII

Amendment of Constitution and Bylaws

Section 18.01. This Constitution and Bylaws may be amended by a majority vote of the Board of Directors at an annual or special meeting specifically called for that purpose. A constitutional committee shall be appointed by the President to review any proposed amendment(s) and prepare and submit a report to the Board of Directors at an annual or special meeting.

Article XIX

Fiscal Year and Rules of Order

Section 19.01. **Fiscal Year.** The fiscal year of the Convention shall begin on the first day of August and end on the last day of July of each year,

Section 19.02. **Conduct of Meetings.** The Convention shall be guided in parliamentary matters by Robert's Rules of Order. In case of conflict, this Constitution and Bylaws and the laws of the State of Louisiana shall take precedence over Robert's Rules of Order.

Article XX

Official College of the Convention

Section 20.01. The official college of the Convention is Simmons College of Kentucky, located in Louisville, Kentucky.

Section. 20.02. The Convention shall designate and determine its official college(s).

Article XXI
Convention Staff

Section 21.01. The Convention shall employ a Chief Operating Officer (COO) who shall be recommended by the Convention President and approved by the Board of Directors.

Section 21.02. The COO shall be directly responsible to the Convention President and his/her job duties shall be determined by the Convention President and approved by the Board of Directors.

Article XXII
Electronic/Virtual Meetings

Section 22.01. Electronic meetings of the Convention, its Board of Directors and Executive Committee shall be permitted as authorized by the Board of Directors or Executive Committee.

Section 22.02. The President shall be responsible for establishing the format and informing the membership of said meeting(s).

Attested by:

Rev. Darwan T. Lazard
Parliamentarian & Chairman Constitution Committee
Date: 09-30-2022

CITATION: Upon recommendation of the NBCA Constitution Committee, which consisted of Rev. Darwan Lazard (LA) – Chairman, Rev. Robert Alexander (AL) – Vice Chairman, Sis. Barbara Wright (FL), Rev. Delbert Mack (TX), Rev. Frank Smith (KY), Rev. Eric Belt (MO), Rev. Rikki Ferrell (CA) and Sis. Mary M. Rice Crenshaw (SC), this NBCA Constitution and By-laws were properly amended and adopted during the September 2022 Annual Session, which convened in Louisville, Kentucky.