

The Bylaws of the District of Columbia Baptist Convention

Article 1 – Name and Principal Office

- 1.1 This organization shall be called the District of Columbia Baptist Convention, hereafter referred to as the Convention, DCBC, or DCBC: An International Missional Network located in Washington, D.C.

Article 2 – Mission, Vision, Purpose and Values

- 2.1 The essential mission of the Convention seeks to inspire courageous missional engagement by a network of congregations, organizations, entities, groups and individuals committed to our values and the fulfillment of the Great Commission in the spirit of the Great Commandment.
- 2.2 The broad vision of the Convention is to lead in fellowship and collaboration with one another, to have a bold Christ-centered and spiritually transformational impact on the Washington, DC metropolitan area, the nation and the world through the utilization of the strategic priorities and initiatives.
- 2.3 The purpose of the Convention aspect shall be to provide denominational identity among Baptist Congregations who (1) identify with the Baptist body and celebrate the historical Baptist freedoms, (2) share common values, (3) embrace diversity, (4) respect the uniqueness of the different parts of the Kingdom body, and (5) engage the Great Commission.
- 2.4 The purpose of the International Missional Network aspect is to provide missional pathways for Baptist or non-Baptist congregations, organizations, entities, groups and individuals who (1) share common values, (2) embrace diversity, (3) respect the uniqueness of the different parts of the Kingdom body, and (4) engage collaborative efforts; to positively impact people locally, nationally, and globally.
- 2.5 The values of the Convention uphold the primacy of relationships to the Triune God and one another as congregations, organizations, entities, groups and individuals sharing the Good News of Jesus Christ through: (1) acts of evangelism and social justice, (2) involvement in cooperative missions and collaborative initiatives, (3) believer's baptism, (4) priesthood of all believers, (5) autonomy of the local church, and (6) separation of church and state.
- 2.6 The Board of Directors is responsible to the Council of Church Representatives for oversight in the planning, development and evaluation of Convention programming, ministries and services, and shall work with the Executive Director/Minister and appropriate staff in carrying out its mission.

- 2.7 The practice and program areas while founded on the mandate of the Great Commission and Great Commandment, will be centered around (1) Equipping Leaders, (2) Empowering Congregations, and (3) Engaging Communities. The specific programs, ministries and services will be presented to the Board of Directors and Council of Church Representatives annually in the form of a strategic plan.

Article 3 – Authority

- 3.1 The ultimate authority for the Convention rests with the Active member churches through the Council of Church Representatives. The Board of Directors, which is made up of members from Active member churches, transacts the business of the Convention between Annual Gatherings. The Board of Directors is responsible for setting policy and the planning, coordination, and activities, in accordance with the Convention's strategic plan, which are carried out by the Executive Director/Minister who has authority for transacting the day-to-day business.
- 3.2 The Convention has no authority over any member church.

Article 4 – Governance

- 4.1 The Convention will fulfill its mission by providing mutually agreed upon resources and services that meet the needs of its member churches, in order for them to succeed in their ministry of evangelism, outreach, disciple-making and church health.
- 4.2 Fundamental to the Convention is the autonomy of individual churches to assess their own needs as a congregation, and the wider population they serve; and to embrace a unique, Spirit-led vision in doing their part to fulfill the teachings of our Lord Jesus Christ.
- 4.3 The Convention is a self-governing organization.

Article 5 – Membership

- 5.1 Membership in the Convention is open to Baptist churches, and such other churches or organizations as may apply and be accepted in four categories: Active, Inactive, Probationary, and Affiliated.
- 5.1.1 Active member churches shall be those member congregations that cooperate in the mission, vision, purpose and values of the Convention as stated in Article 2.
- 5.1.2 Probationary member churches shall be those member congregations that have applied for Active status, and are participating fully until their status is changed to Active upon recommendation of the Membership Committee, approved by the Board of Directors and ratified by the Council of Church Representatives at the next Annual Gathering.

- 5.1.3 Inactive member churches shall be those member congregations that once Active, have temporarily removed themselves or have been so designated by recommendation of the Membership Committee and approved by the Board of Directors pending resolution of their status.
- 5.1.4 Affiliated members shall be churches, other than Baptist, and other bodies that affirm the values of the Convention, without differentiation to any particular denominational group. Affiliated Members enter into the work of the Convention at a particular entry point, as a part of a missional or ministry opportunity/initiative.
- 5.2 Consistent with the Bylaws, the Board of Directors will establish and publish criteria and procedures for membership, discipline, and disaffiliation.
- 5.3 A church applying for membership with the Convention shall be received into the fellowship as either “Active”, or “Probationary”, or “Affiliated”, upon recommendation of the Membership Committee and approval of a majority of the members of the Board of Directors and ratification by the Council of Church Representatives.
- 5.4 Expectations for Active member churches of the Convention shall be as follows:
 - 5.4.1 Share in and support the life, vision and goals of the Convention.
 - 5.4.2 Communicate to the congregation the vision and goals of the Convention.
 - 5.4.3 Contribute to the financial support of the Convention at a responsible level as set forth in the current membership packet. Financial support to the Convention consists of giving through any of these means: a dedicated ongoing and/or periodic giving to the Convention or a specific ministry giving directed to the Convention or an assessed-value volunteer service in one of the ministries of the Convention.
 - 5.4.4 Designate five (5) Representatives to serve on the Council of Church Representatives, and support leadership serving in the Convention on committees and task forces.
 - 5.4.5 Encourage pastoral leaders to participate in the leadership of the Convention.
 - 5.4.6 Utilize Convention programs, ministries, and resources as appropriate.
- 5.5 Expectations for Affiliated members, and others as provided in Article 2.5 shall be as follows:
 - 5.5.1 Support for the particular missional or ministry opportunity in which they are involved or connected.
 - 5.5.2 Communicate to their organization the missional or ministry opportunity in which they are involved.

- 5.5.3 Be willing to promote leadership opportunities within the context of the missional or ministry opportunity.
- 5.5.4 Support the missional or ministry opportunity financially.
- 5.6 Procedures for becoming a member of the Convention are as follows:
 - 5.6.1 The interested church/organization/individual will send a letter to the Executive Director/Minister requesting membership.
 - 5.6.2 The Executive Director/Minister will send an information packet and required forms to applicant.
 - 5.6.3 When the information is in order, the Executive Director/Minister and the Membership Committee will meet with the applicant for the purpose of determining that the applicant understands the Convention's mission/vision and values, whether the applicant qualifies as an Active, Affiliated or Probationary member, and that there is a mutual benefit between the two.
 - 5.6.4 Upon recommendation of a new or Affiliated member, the Chair of the Membership Committee will present the motion, along with relevant information, to the Board of Directors for review and approval
 - 5.6.5 A simple majority vote by the Board of Directors is needed to accept the applicant as an Active or Affiliated member of the Convention, with specified rights and privileges conveyed immediately. Full voting privileges are limited to Active member churches.
 - 5.6.6 New member and Affiliated congregations or individuals are introduced to the Council of Church Representatives at their Annual Gathering. The Council of Church Representatives, at their Annual Gathering, will ratify all new members and Affiliated congregations/organizations.
- 5.7 The conditions that determine "Active" and "Inactive" of all members are as follows:
 - 5.7.1 Members that regularly and annually fulfill the requirements of Article 5.4 are considered to be "Active."
 - 5.7.2 Members that fail to fulfill the requirements of Article 5.4 for more than 12 months will be considered "Inactive," as reviewed and voted by the Board of Directors. This action will result in the revocation of their voting privileges, if applicable, cancellation of their apportioned Representatives with regard to Convention business and removal from DCBC's 501(c)(3) group exemption list.

- 5.7.3 If a member church is moved to "Inactive," individuals of said church, if applicable, must vacate their leadership positions within the Convention and any of its affiliated bodies, including members of the Board of Directors. This action will be considered only after Convention staff and the Membership Committee have made a reasonable effort to encourage the full participation of the member church. This action will identify the specific cause(s) of the problem as well as remedial actions to resolve the problem. Likewise, the Board of Directors may reinstate the voting, representation privileges and 501(c)(3) group exemption of a church when evidence of renewed cooperation is presented.
- 5.7.4 The "Inactive" status will serve as a required intermediate step to dismissal. The Board of Directors, upon recommendation of the Membership Committee, may adopt other procedures short of "Inactive" and disaffiliation.
- 5.7.5 Any change in status of a member church must be reported and ratified at the Annual Gathering of the Church of Representatives.
- 5.8 An Inactive member church, may withdraw from the Convention in the following manner:
 - 5.8.1 The member church will notify the Executive Director/Minister by letter signed by the pastor and church officers, advising of the date and action of the body.
 - 5.8.2 The Executive Director/Minister will research to assure that the Bylaws of the member church were followed; that there is no Convention interest in the church's property; and that there are no outstanding debts by that church to the Convention or to its related entities.
 - 5.8.3 Assuming there are no barriers to withdrawal, the Executive Director/Minister will report the findings at the next Board of Directors meeting.
 - 5.8.4 A vote of the Board of Directors will acknowledge officially this action and a letter confirming approval of the withdrawal request sent to the member church, signed by the Executive Director/Minister. This action will also be reported at the Annual Gathering of the Council of Church Representatives.
- 5.9 An Active member church may withdraw from the Convention in the following manner:
 - 5.9.1 The member church will notify the Executive Director/Minister by letter signed by the pastor and church officers advising of the date and action of the body.
 - 5.9.2 The Executive Director/Minister will conduct research to assure that the Bylaws of the member church were followed; that there is no Convention interest in the church's property; and that there are no outstanding debts by that church to the Convention or to its related entities.

- 5.9.3 Assuming there are no barriers to withdrawal, the Executive Director/Minister will report the finding at the next meeting of the Membership Committee.
- 5.9.4 Upon recommendation of the Membership Committee, a vote of the Board of Directors will acknowledge officially this action and a letter confirming the withdrawal request sent to the member church, signed by the Executive Director/Minister. This action will be reported to the Council of Church Representatives at the Annual Gathering.
- 5.10 An Affiliated member church, organization or other Member category, may withdraw at any time by written notice to the Executive Director/Minister. The information will then be forwarded to the Membership Committee, Board of Directors and reported at the Council of Church Representatives' Annual Gathering.

Article 6 – Membership Meetings

- 6.1 Representatives from Active member churches in good standing will meet annually as a Council of Church Representatives. The purpose of the Annual Gathering of the Council of Church Representatives is to conduct elections, ratify the annual budget, receive reports, and consider other business of the Convention. The time, place and registration fee for this meeting will be fixed by the Board of Directors, and announced at least 60 days prior to the meeting. Notices may be authorized through electronic communication methods. The Board of Directors will prepare the business agenda.
- 6.2 A special session of the Council of Church Representatives may be called by a vote of 19 members of the Board of Directors, or upon written request of 20% of members of the Council of Church Representatives. Notice of such a special session will be given to all Active member churches of both the time and agenda items for discussion at the meeting, 60 days prior to the date of the meeting.
- 6.3 Active member churches in good standing are entitled to five (5) voting representatives, one representative to be the Senior Pastor or his/her designee, the other representative chosen according to the member-church's polity. Member churches are encouraged to send as many non-voting participants as they wish to the Annual Gathering. Non-voting participants may speak, but have no vote. All members of the Board of Directors shall be ex-officio Representatives with voting privileges.
- 6.4 The Secretary shall prepare a membership list for the meeting with the names of active member- churches entitled to notice of meeting and those churches' addresses. The churches will be reminded that each church is entitled to five (5) representatives, each able to vote at the meeting unless the body decides to have a caucus vote in which each church is entitled to only one vote.
- 6.5 The quorum of members that must be present at any meeting of the Council of Church Representatives is 2/3 of the Board of Directors plus 35% of Active member churches either present or able to participate by means of either electronic or digital communication.

- 6.6 All motions or recommendations shall be written, signed by the maker and given to the Secretary of the Convention.
- 6.7 All member churches and Affiliated members may speak to the question, although only the Council of Church Representatives from Active Member Churches are permitted to vote.
- 6.8 Ministers, missionaries and others who are not members of the Convention, but who have been invited to attend, may speak to the question, but may not vote.
- 6.9 Debate shall be limited to three minutes per speaker. No one may speak in debate more than twice on the same question in the same session, if another who has not spoken requests the floor, unless a specific ruling otherwise by the Chair, Convention president, or appropriate action by the body in session makes other provision.
- 6.10 The Chair, Convention president, may warn, and then order the removal of disruptive guests or members.
- 6.11 A majority vote shall be required for election to office. No proxy votes are allowed.

Article 7 – Officers of the Convention

- 7.1 The corporate officers of the Convention shall be:
 - 7.1.1. President
 - 7.1.2. Vice President
 - 7.1.3. Treasurer
 - 7.1.4. Secretary
- 7.2 The duties of the officers are as follows:
 - 7.2.1 The President:
 - 7.2.1.1 Presides over all Board of Directors’ meetings, Annual Gatherings, special sessions or otherwise.
 - 7.2.1.2 Chairs the Board of Directors, the Executive Team and Council of Church Representatives.
 - 7.2.1.3 Signs, with the Executive Director/Minister and/or Chief Operations Officer, all legal documents as instructed by the Council of Church Representatives at the Annual Gathering, the Executive Team, the

Stewardship Committee and/or any other authorized agent or partner of the Convention.

7.2.1.4 Appoints the members of all committees not otherwise provided for, with the counsel and advice of the Executive Team. He/she shall serve as an ex-officio member with a vote on all committees, attending those he/she deems necessary.

7.2.1.5 Serves as the official representative of the Convention unless otherwise specified.

7.2.2 The Vice President:

7.2.2.1 Succeeds the president in his/her absence or inability to fulfill the duties of office.

7.2.2.2 Serves as vice chair of the Executive Team.

7.2.3 Treasurer:

7.2.3.1 Serves as a member of the Stewardship Committee.

7.2.3.2 Provides for the receiving and holding of monies and evidence of property owned by the Convention, and shall make appropriate reports.

7.2.3.3 Periodically reviews vouchers issued for the payment of funds.

7.2.3.4 Provides reports to the Board of Directors at its Quarterly meetings.

7.2.3.5 Provides reports annually to the Council of Church Representatives at the Annual Gathering.

7.2.4 Secretary:

7.2.4.1 Assures that accurate minutes are kept of the Board of Directors' meetings and the Annual Gathering of the Council of Church Representatives.

7.2.4.2 Prepares the minutes of Board of Directors' meetings and Council of Church Representatives Annual Gathering meetings for publication.

7.2.4.3 Assures that accurate minutes are kept and published of the Executive Team meetings.

7.2.4.4 In cooperation with Convention staff, prepares notices for the Annual Gathering, special sessions, and for meetings of the Board and of the

Executive Team; informs persons of their appointment to an office and/or Board and committee membership.

- 7.3 The President, Vice President, and Secretary shall be elected annually by the Council of Church Representatives at the Annual Gathering by a simple majority vote and may be re-elected to office for a second term, or until their successors are elected and qualified.
- 7.4 The Treasurer shall be appointed by the Board of Directors.
- 7.5 The Parliamentarian shall be appointed by the Enlistment Committee and approved by the Council of Church Representatives at the Annual Gathering.

Article 8–Board of Directors

- 8.1 The implementation of the Convention’s purpose shall be the responsibility of its staff, led by the Executive Director/Minister who is under the guidance and oversight of the Board of Directors.
- 8.2 The ultimate governing authority of the Convention shall be the Council of Church Representatives, Article 3.1. When not in session, the 25-member Board of Directors, inclusive of the Convention Officers (president, vice president, treasurer and secretary), not counting the ex-officio members, transacts the business of the Convention between Annual Gatherings. The composition of the Board of Directors consists of individuals nominated by Active member churches to the Enlistment Committee, who reviews, selects and presents to the Council of Church Representatives at its Annual Gathering. Membership on the Board is determined by specific requirements and qualifications, matched to required performance criteria, and selection determined by a vetting process. There are three classes of Board members rotating on three-year staggered terms. Diversity of the Board will be considered, including male/female, clergy/lay, ethnicity, denominational affiliation, and geographic location. If a Board member moves from the area, does not maintain good standing with an Active member church, fails to diligently attend to their duties, or be otherwise disqualified, the Board may declare their service completed and their office open. The Board may act, in cooperation with the Enlistment Committee to fill any open position until the next regular election cycle.
 - 8.2.1 An elected 21-member Board of Directors will serve in staggered 3-year terms. Each Director shall hold office until the third Annual Gathering of the Council of Church Representatives subsequent to his or her election with approximately one-third of the Directors elected at each annual gathering. Effort will be made to elect Directors with sensitivity to the balance of geography, clergy, laity, male, female, ethnicity, and denominational affiliation. Names of prospective Directors may be submitted by any Active member church to the Enlistment Committee. After a vetting process by the Enlistment Committee, that Committee will submit the names of the eligible nominees for the open positions on the Board to the Board of Directors for review and subsequent election by the Council of Church Representatives. If the Board of Directors rejects any nominee, due to ineligibility

(see 8.2.4), the slate will be sent back to the Enlistment Committee for additional nominees.

- 8.2.2 In addition to the 21-member Board of Directors will be four (4) Convention Officers the President, Vice President, Treasurer, and Secretary. The D.C. Baptist Convention Foundation may submit one representative to serve as a non-voting, ex-officio member to the Board of Directors.
- 8.2.3 Six of the Board of Directors, not serving as Officers, will be assigned by the President of the Board as chairs to the following standing committees: Human Resources, Stewardship, Membership, Annual Gathering Program, Enlistment and Bylaws.
- 8.2.4 Each Board member must fulfill the following requirements:
 - 8.2.4.1 Be a participating member in good standing of an Active member church, unless that Board member is an appointed officer.
 - 8.2.4.2 Support the Convention's vision, mission, and values.
 - 8.2.4.3 Support the Convention's leadership in the purposes of the Convention.
 - 8.2.4.4 Commit to attending all regular and special meetings of the Board, unless they have an excused absence. Board members are only allowed two excused absences within one calendar year.
- 8.2.5 The Board of Directors' regular meetings will be held quarterly.
- 8.2.6 The corporation's fiscal year shall be January through December.
- 8.3 To fulfill their responsibilities and establish effective leadership, the Board of Directors shall:
 - 8.3.1 Between Annual Gatherings of the Council of Church Representatives, chaired by the Convention President, transact all of the business of the Convention, not otherwise provided for and such business as may be referred to by actions of the Council of Church Representatives at the Annual Gathering.
 - 8.3.2 Hire, receive the resignation of, or terminate employment of the Executive Director/Minister and the appointment of an Interim or Acting Executive Director/Minister when the position is vacant.
 - 8.3.3 Supervise and annually evaluate the Executive Director/Minister.
 - 8.3.4 Develop and publish goals, to be strategized and implemented by the Executive Director/Minister.

- 8.3.5 Assist, encourage and support the accomplishment of the Convention's mission.
- 8.3.6 Fill any vacancies on the Board of Directors that occur, maintaining the proper diversity of composition through the Enlistment Committee.
- 8.3.7 Adopt, amend and repeal policies and procedures of the Convention upon approval of the Council of Church Representatives.
- 8.3.8 Plan and adopt the Convention's annual budget for presentation and approval at the Annual Gathering of the Council of Church Representatives.
- 8.3.9 Authorize any capital funds campaigns.
- 8.3.10 Sell, purchase and manage property and financial funds of the corporation as approved by the Council of Church Representatives.
- 8.3.11 Admit new members and affiliations, and disaffiliate member/affiliated churches as outlined in the Bylaws.
- 8.3.12 Set the date and place for the quarterly Board of Directors' meetings.
- 8.3.13 Conduct such business as required, including appointments and actions on covenants and agreements.
- 8.3.14 Assure that legal requirements by local, District, or federal governments are met.
- 8.3.15 Appoint a Program Committee to plan for the Annual Gatherings.
- 8.3.16 Communicate regularly with a percentage of those on the Council of Church Representatives from Active member churches that will be assigned to each Board Member.
- 8.4 In all voting matters, proxy votes are not allowed; however, electronic voting is allowed and subject to the current nonprofit law. A majority vote of those present at any meeting of the Board of Directors will carry the proposed question or recommendation.
- 8.5 The Executive Director/Minister of the Convention is a nonvoting ex-officio member of the Board of Directors.
- 8.6 The Chief Operations Officer of the Convention, a position held by Convention staff, is a nonvoting ex-officio member of the Board of Directors.
- 8.7 The Chair of the Presidential Advisory Council is a voting ex-officio member of the Board of Directors.

- 8.8 The Board of Directors may create governance, administrative, ad hoc committees and investigative bodies as needed. These bodies remain under the jurisdiction of the Board of Directors, and must adhere to the Bylaws and Convention policies.
- 8.9 The Board of Directors may accept on behalf of the Convention any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Convention.
- 8.10 The Board of Directors may determine from time to time the ranges of contributions payable to the Convention by member churches and affiliated members.
- 8.11 All Board of Directors are voting ex-officio representatives of the Council of Church Representatives.
- 8.12 Notice of all annual and regular meetings of the Board of Directors shall be provided not less than 10 days prior to the meeting. Notice of special meetings of the Board of Directors shall be provided not less than 2 days prior to the meeting, along with the agenda items for discussion. Notice may be provided electronically. All meetings of the Board of Directors are open to the public except those times when the Board enters into Executive Session.
- 8.13 Thirteen of the Board of Directors members in good standing and attending shall constitute a quorum for the conduct of business.
- 8.14 All newly elected Board of Directors members will be seated as a Board member January 1 of the year after their election unless elected to fill a vacant term. Directors are not eligible to serve another term immediately after rotating off the Board of Directors, but must wait a minimum of one full year prior to being nominated and elected to another term.

Article 9 – Groups and Standing Committees

- 9.1 The President or the Executive Director/Minister may create committees, task forces or ministry teams (collectively referred to as “Groups”), with the advice and consent of the Board of Directors, within the Convention, separate from the Standing Committees. Such Groups will be established to carry out a specific set of tasks, and will be subject to policies and procedures established by the Board of Directors and/or the Executive Director/Minister. In every case, such Groups will have the limits of their authority and purpose clearly stated.
- 9.2 Executive Team
 - 9.2.1 There shall be a thirteen (13) member Executive Team of the Board of Directors, composed of the President, the Vice President, the Treasurer, the Secretary, the Executive Director/Minister, the Chairs of the six (6) Standing Committees (Stewardship, Human Resources, Membership, Annual Gathering Program, Enlistment, and Bylaws), the Chief Operations Officer, and the Chair of the Presidential Advisory Council. In between meetings of the Board, the Executive

Team shall have the power of the Board, except in matters of personnel and expenditures outside the approved current budget.

9.2.2 The Executive Team shall function for the Convention's Board of Directors as a support mechanism to assist the Executive Director/Minister between regular sessions of the Board of Directors, except in the calling of the Executive Director/Minister.

9.2.3 The Executive Team determines, in consultation with the Convention staff, how the responsibilities of the Executive Director/Minister will be fulfilled by the appointment of an interim or Acting Executive Director/Minister, and/or in the realignment of staff responsibilities in case of the vacancy of the office of Executive Director/Minister or his/her inability to serve.

9.3 Standing Committees

There shall be six (6) Standing Committees: Stewardship, Human Resources, Membership, Annual Gathering Program, Enlistment and Bylaws. Each Standing committee will have nine (9) members, including the Chair, filling three (3) classes of 3-year terms. Members of Standing Committees must be members of Active member churches. Effort will be made to fill committees with sensitivity to the balance of geography, clergy/laity, gender, ethnicity and denominational affiliation. The committees and their chairs have the following responsibilities:

9.3.1 The Membership Committee shall:

9.3.1.1 Be chaired by a member of the Board of Directors.

9.3.1.2 Assist staff in planning and promoting membership training events.

9.3.1.3 Create new-member church packets and arrange for the orientation of new member churches and organizations.

9.3.1.4 Review new church and organization membership applications.

9.3.1.5 Present any membership or affiliations for approval to the Board of Directors.

9.3.1.6 Present any new members or affiliated members during the Annual Gathering of the Council of Church Representatives.

9.3.1.7 Review membership status of churches and organizations and make any status change recommendations to Board of Directors.

9.3.1.8 Meet as needed at the call of the Chair or Executive Director/Minister.

9.3.2 The Stewardship Committee shall:

- 9.3.2.1 Be chaired by a member of the Board of Directors who:
 - 9.3.2.1.1 Coordinates meeting dates, agenda development and the sharing of financial information with the Chief Operations Officer.
 - 9.3.2.1.2 Reports quarterly to the Board of Directors and Executive Team.
 - 9.3.2.1.3 Has authority to call any special meetings of the Committee in consultation with the Executive Director/Minister, Chief Operations Officer and/or President of the Board of Directors.
- 9.3.2.2 Be responsible for monitoring the financial resources and managing the budget.
- 9.3.2.3 Assume the power to act and responsibility for loans, investment portfolio, property decisions, and the acceptance of bequests.
- 9.3.2.4 Review any plan for the sale or purchase of real estate and present information and recommendations for action to the Board of Directors.
- 9.3.2.5 Review any indebtedness or fund raising and present information and recommendations for action to the Board of Directors.
- 9.3.2.6 Encourage the giving of bequests and annuities to the Convention.
- 9.3.2.7 Accept bequests and property gifts to the Convention.
- 9.3.2.8 Arrange for independent audits/reviews of all financial accounts.
- 9.3.2.9 Annually prepare a proposed budget for the Convention and submit to the Board of Directors and subsequently to the Council of Church Representatives at the Annual Gathering.
- 9.3.2.10 Meet as needed at the call of the Chair or Executive Director/Minister.
- 9.3.3 The Human Resources Committee shall:
 - 9.3.3.1 Be chaired by a member of the Board of Directors who:
 - 9.3.3.1.1 Coordinates meeting dates and agenda development with the Chief Operations Officer and the Executive Director/Minister.

- 9.3.3.1.2 Reports quarterly to the Board of Directors and Executive Team.
- 9.3.3.1.3 Has authority to call any special meetings of the Committee in consultation with the Executive Director/Minister and/or President of the Board of Directors.
- 9.3.3.2 Establish staff performance expectations with the Executive Director/Minister and receive annual staff evaluations and recommendations of same.
- 9.3.3.3 Give advice/input to Executive Director/Minister with regard to the hiring or dismissal of all staff. This may be initiated with or without the request of the Executive Director/Minister.
- 9.3.3.4 Work with the Stewardship Committee to establish annual salaries and benefits for the Executive Director/Minister and staff.
- 9.3.3.5 Serve as the final court of appeal for grievances by any full time staff person, except the Executive Director/Minister (the full Board of Directors retains that authority).
- 9.3.3.6 Meet as needed at the call of the Chair or Executive Director/Minister.
- 9.3.4 The Annual Gathering Program Committee shall:
 - 9.3.4.1 Be chaired by a member of the Board of Directors, appointed by the President and approved by the Board of Directors.
 - 9.3.4.1.1 Coordinates meeting dates, agenda development and leads the meetings of the Committee.
 - 9.3.4.1.2 Reports quarterly to the Board of Directors and Executive Team.
 - 9.3.4.1.3 Has authority to call any special meetings of the Committee in consultation with the Executive Director/Minister, Chief Operations Officer and/or President of the Board of Directors.
 - 9.3.4.2 Develop the program for the Annual Gathering of the D.C. Baptist Convention.
 - 9.3.4.3 Publicize the program for the Annual Gathering across the D.C. Baptist Convention through various media channels.

9.3.4.4 Assist in the operational details of the Annual Gathering.

9.3.4.5 Prepare an evaluation of the Annual Gathering for submission to the Board of Director

9.3.5 The Enlistment Committee shall:

9.3.5.1 Be chaired by a member of the Board of Directors who:

9.3.5.1.1 Coordinates meeting dates, agenda development and leads the meetings of the Committee.

9.3.5.1.2 Reports quarterly to the Board of Directors and Executive Team.

9.3.5.1.3 Has authority to call any special meetings of the Committee in consultation with the Executive Director/Minister, Chief Operations Officer and/or President of the Board of Directors

9.3.5.2 Develop a list of prospects for election to the Board of Directors and appointment to committees. Work with Board members to identify leaders within their assigned churches.

9.3.5.3 Put out a call for nominations, develop nomination packet, and review prospective Board and committee members according to the expectations and requirements for Board/committee service.

9.3.5.4 Coordinate organizational leadership training and orientation for committees.

9.3.5.5 Develop a plan to identify skills needed for all committees.

9.3.5.6 Recommend a slate of Board and committee members to be reviewed by Board and voted on and accepted at the Annual Gathering or at a special meeting

9.3.5.7 Meet as needed at the call of the Chair or Executive Director/Minister.

9.3.6 The Bylaws Committee shall:

9.3.6.1 Be chaired by a member of the Board of Directors who:

9.3.6.1.1 Coordinates meeting dates, agenda development and leads the meetings of Bylaws Committee.

- 9.3.6.1.2 Reports quarterly to the Board of Directors and Executive Team.
- 9.3.6.1.3 Has authority to call any special meetings of the Committee in consultation with the Executive Director/Minister, Chief Operations Officer and/or President of the Board of Directors.
- 9.3.6.2 Be responsible to review the bylaws each year.
- 9.3.6.3 Be responsible to propose revisions to the bylaws to the Council of Churches every five (5) years.
- 9.4 In all Committee voting matters, proxy votes are not allowed; however, electronic voting is allowed and subject to the current nonprofit law.
- 9.5 Each Standing Committee may adopt rules for its own governance consistent with these Bylaws or with rules adopted by the Board of Directors. Each Group may adopt rules for its own governance consistent with the Board of Director's resolution, these Bylaws, or with rules adopted by the Board of Directors.
- 9.6 There shall be a Presidential Advisory Council made up of past Convention Presidents and chaired by the Immediate Past President. The Chair of the Presidential Advisory Council will serve as a voting ex-officio member of the Board of Directors. The Presidential Advisory Council meets at least twice a year, and acts as an advisory team to the President.
- 9.7 Other Groups who are appointed by and report to the Board of Directors may originate in such a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.
- 9.8 A Chair for each Standing Committee and/or Board established Group shall be appointed by the Board of Directors.
- 9.9 Vacancies in the membership of any Standing Committee or Board established Group may be filled by the nomination of the Enlistment Committee and appointment by the Board of Directors.
- 9.10 Unless otherwise provided in the resolution of the Board of Directors designating a Board established Group, a majority of the whole Group shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board established Group. For administrative and programming purposes, the Board of Directors and the Executive Director/Minister may create committees, task forces or ministry teams (collectively referred to as "Groups") within the Convention. Such Groups will be established to carry out a specific set of tasks, and will be subject to policies and procedures established by the Board of Directors and/or the Executive

Director/Minister. In every case, such Groups will have the limits of their authority and purpose clearly stated.

- 9.11 Convention staff has the authority to establish Groups (i.e., ministry teams, task forces and other pools of leadership) to undergird, promote, develop and implement Convention programs, ministries and/or services with the approval of the Executive Director/Minister. The Convention staff has sole authority to the composition, duties/responsibilities and authority. Position descriptions will be in writing and approved through signature of the Executive Director/Minister. Each staff established Group adopt procedures/policies for its own governance consistent with these Bylaws or any other rules adopted by the Board of Directors.

Article 10- Staff

- 10.1 The Board of Directors is responsible for the hiring and dismissal of the Executive Director/Minister. The Executive Director/Minister is the chief staff officer of the Convention. The Executive Director/Minister is charged to assist, lead and inspire all clergy and laity of the Convention carrying out the purposes of the Convention, to pursue goals established by the Board of Directors, and to perform such duties as are needed for the legal and effective work of the Convention. The Executive Director/Minister is accountable to the Board of Directors. The Board of Directors will establish clear expectations for the Executive Director/Minister and monitor performance. The Executive Director/Minister:
- 10.1.1 Serves as the Chief Staff Officer.
 - 10.1.2 Serves as the Senior Consultant for the Convention.
 - 10.1.3 Serves as the primary vision caster for the Convention, and exercises primary supervision, direction and control over the Convention's activities and affairs.
 - 10.1.4 Supervises Convention staff. The Executive Director/Minister has full authority to hire and dismiss staff within the constraints of the budget and in consultation with the Human Resources committee and the Board of Directors.
 - 10.1.5 Serves as the liaison of the Convention to other organizations, entities and/or groups.
 - 10.1.6 Serves as a non-voting ex-officio member of the board, and all committees, task forces, ministry teams and any other entities created within the scope and purview of the Convention. He/She shall liaison with the Chairs of the board, and various committees, task forces and/or ministry teams in formulating the agenda, advise on policy matters, and assign other staff members to assist where it is deemed appropriate.

- 10.1.7 As a non-voting ex-officio member of the Board, will not be subject to election.
- 10.1.8 In the event of the vacancy of the Executive Director/Minister, the Board of Directors shall appoint an Executive Search Committee. The then current Chair of the Human Resources Committee will chair the Executive Search Committee. In addition, three other members from the Board of Directors, and three persons not affiliated with the Board of Directors, but members of Active churches will be appointed to the Executive Search Committee. Regardless of their respective terms of office, all will serve until the Board of Directors appoints an Executive Director/Minister, or until dismissed by the Board of Directors
- 10.2 The Executive Director/Minister supervises the Convention staff, and has full authority to hire and dismiss such staff within the constraints of the Convention's budget and in consultation with the Human Resources Committee and the Board of Directors.
- 10.3 The Executive Director/Minister assigns responsibilities to all staff and employees within the parameters of the Board of Director's approved Employee Policy and Procedures Manual. The Board of Directors will not circumvent the Executive Director/Minister in directing staff. While input from Board Members to the Executive/Director Minister is encouraged, no Board member will assume authority to instruct or direct other staff. Likewise, no committee, council, task force, or ministry will assume the authority of the Executive Director/Minister over staff.

Article 11 – Parliamentary Authority

- 11.1 The Parliamentary Authority for the D.C. Baptist Convention is Robert's Rules of Order, the most recently published edition.

Article 12 – Charitable Intent and Dissolution Statement

- 12.1 The Convention is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law and pursuant to the D.C. Nonprofit Corporation Act of 2010, exclusively for religious purposes.
- 12.2 This corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code, section 501(c)(3), or any successor statute. Notwithstanding any other provision of these Bylaws, the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under IRC section 501(c)(3) or (b) by a corporation, contributions to which are deductible under IRC section 170(c)(2).
- 12.3 No part of the net income of the Convention shall inure to the benefit of any member, Director, officer of the Convention, staff or any private individual. No member, Director,

officer of the Convention, staff or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Convention.

- 12.4 Upon the dissolution of this corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Christian organizations organized and operated exclusively for like faith, mission and purpose and that are tax exempt under IRC section 501(c)(3). Such distribution shall be made in accordance with all applicable provisions of the laws of the District of Columbia.

Article 13 – Indemnification

- 13.1 The Convention shall indemnify any member of the Board of Directors, employee or agent from liability incurred by such person in the appropriate exercise of his or her duties with respect to the organization, pursuant to D.C. Nonprofit Corporation Act of 2010, or any successor statute.

Article 14 – Amendments

- 14.1 These Bylaws may be amended at any Annual Gathering of the Council of Church Representatives, provided that each proposed amendment shall first be presented to the Board of Directors and that notice be sent by postal mail or email to each cooperating member church at least one month before the meeting; and any proposed amendment may only be adopted after receiving a two-thirds (2/3) affirmative vote of those present and eligible to vote.
- 14.2. Amendments must be initiated by one of the following methods:
- 14.2.1 Recommendation of the Board of Directors or its duly appointed bylaws committee. Such recommendation requires approval of two-thirds (2/3) of the Directors present and voting.
- 14.2.2 Recommendation of any Active member church that has approved the recommended change(s) and has obtained approval of 10 more of the member churches, all of which have voted on the proposed change(s) at a duly authorized congregational meeting and who have submitted in writing the date of their meeting and the results of that vote (total for, total against, total abstaining) to the congregation that originated the recommendation. A copy of these written approvals must be attached to the recommendation and forwarded to the Board of Directors by the originating congregation. Once received by the Board, review, response and any recommendations will be addressed and voted upon at the Annual Gathering of Church representatives.