



National Baptist Convention, USA, Incorporated

Revised Constitution

*Approved by the Body
122nd Annual Session - September 3, 2002
Philadelphia, Pennsylvania*

Dr. William J. Shaw, President

PREAMBLE

WHEREAS, African American Baptists have long recognized the need for spiritual and religious fellowship so we may exhort one another to personal piety, sociability, and shared understanding of the challenges and aspirations common to our Christian pilgrimage; foster and encourage Christian evangelism and education, religious goodwill and spirituality, and moral, industrial, and social progress among our people; promote the development and use of publications that affirm our shared faith and religious culture; provide organized and ongoing opportunities for the best Christian thinkers, writers, and composers from our people to exercise their gifts; and understand and achieve the great will of God for our Christian witness that is more attainable through coordinated effort than separate and uncoordinated activity; and

WHEREAS, the Foreign Missions Convention (organized in 1880), the Baptist Foreign Mission Convention (hitherto engaged in missionary work on the west coast of Africa), and the National Education Convention convened at the First Baptist Church, St. Louis, Missouri, on August 25, 1886, ten o'clock a.m., for the purpose of contemplating merger into one body originally known as the National Baptist Convention; and

WHEREAS, it was the sense of African American Baptists as represented by several Baptist organizations that convened in Atlanta, Georgia, on September 28, 1895, and known as the Baptist Foreign Mission Convention hitherto engaged in missionary work on the west coast of Africa, the National Baptist Convention which had been doing missionary work in the United States, the National Baptist Missionary work on the west coast of Africa, that these organizations should unite into one organization for the purpose of putting into effect the benevolent intentions of their constituents by eliciting, combining, and directing the energies of denomination, so that those organizations did unite and agree upon certain fundamental principles of organic rules which have been amended from time to time; and

WHEREAS, the history of our pilgrimage since 1880 has demonstrated the need for rules and principles of organization and governance consistent with our identity as a spiritual body of Christians so that the benevolent purposes we share can be advanced by means that are decent and orderly; and **W**HEREAS, our growth into a body of churches, district associations, and state conventions located throughout the United States, the Bahamas, the Caribbean, Central and South America, mission churches in Africa, and affiliated bodies in Germany demands that we operate under a constitution that fits the governance needs of a 21st Century global religious enterprise;

THEREFORE, we hereby adopt this revised constitution for the National Baptist Convention, USA, Inc., and declare that all other constitutions, laws, or parts of constitutions and laws, including amendments, drafts, or other governance documents deemed controlling on our fellowship, are hereby declared null and void except for the Holy Bible.

<p style="text-align:center">ARTICLE I NAME</p>

This organization shall be known and styled as the National Baptist Convention, USA, Inc.

<p style="text-align:center">ARTICLE II MISSION STATEMENT</p>

The mission of the National Baptist Convention, USA, Inc. is to fulfill the Great Commission of Jesus Christ through preaching, teaching, and healing.

<p style="text-align:center">ARTICLE III OBJECTIVES AND CORPORATE PURPOSES</p>
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In addition to such ancillary purposes and statutory powers as are detailed in its Articles of Incorporation, the basic objectives and corporate purposes of this voluntary global fellowship (hereafter referred to as "Body" or "Convention") are as follows:

1. To unite National Baptist churches, district associations, and state conventions in Christian evangelism so as to fulfill the Great Commission of our Lord and Savior Jesus Christ through preaching, teaching, and healing;
2. To promote home and foreign mission efforts;
3. To encourage and support Christian education;
4. To publish and distribute Sunday School and other Christian literature, music, and other works of art and religious expression; and
5. To engage in any other endeavors deemed fitting and proper in order to advance the cause of Jesus Christ throughout the world.

<p style="text-align:center">ARTICLE IV MEMBERSHIP</p>
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Section 1: Categories of Membership. There are four categories of membership in the National Baptist Convention, USA, Inc.: Constituent Membership, Representative Membership, Annual Membership, and Life Membership.

Section 2: Constituent Membership. Constituent membership shall consist of such churches, district associations, and state conventions determined and known to be in harmony with the purposes of this Body, as verified by the Committee on Registration and approved by the Board of Directors subject to approval of the Convention as a whole.

Constituent member entities shall continue in good standing so long as they comply with the standards established by the Convention, through the Board of Directors, and meet the other obligations detailed in the bylaws and the resolutions duly adopted by the Board of Directors, ratified by the Convention as a Committee of the Whole.

Section 3: Representative Membership. Representative membership shall consist of such messengers designated by churches, district associations, and state conventions known to be in harmony with the purposes of the Convention, as verified by the Committee on Registration. The manner in which a messenger is determined for a constituent church, district association, or state convention and the tenure of a messenger shall be left to the discretion of each church, district association, or state convention. However, each messenger shall be duly certified as such to the General Secretary of the Convention by the church, district association, or state convention he or she represents prior to exercising the rights and privileges of voting. Each messenger shall have one vote to exercise on behalf of its constituent entity.

Section 4: Life Membership. Any person in good and regular standing with any National Baptist church that is a Constituent Member of this Convention may become a Life Member by payment of the amount designated by the Board of Directors for Life Membership.

Section 5: Annual Membership. Any person who is a member of a constituent church that is in good and regular standing with this Body may become an Annual Member of this Convention by payment of the amount designated by the Board of Directors for annual Membership.

Section 6: Voting Privileges. Voting privileges for elections and during conventions of this Body shall be restricted to Representative Members, i.e., messengers designated by Constituent Member churches, district associations, and state conventions known to be in harmony with the purposes of this Convention, as verified by procedures established by the Board of Directors and approved by the Board of Directors.

Voting shall be by messengers certified by the General Secretary to be Representative Members, and shall take place by processes and methods approved by the Board of Directors. Each Representative Member present at a Convention session is entitled to one vote without reference to member organizations, states, or geographic location.

Casting of votes shall be by voice, show of hands, standing, or by electronic means. Persons holding Life Membership or Annual Membership in the Body may be recognized and participate in debate during meetings of the Convention, but are not entitled to cast votes.

Section 7: Privileges and Limitations of Membership. The National Baptist Convention, USA, Inc. is a voluntary global fellowship of churches, district associations, and state conventions operating as a religious corporation pursuant to the laws of the United States of America, subject to its Articles of Incorporation/Charter filed in the District of Columbia.

All properties, assets, funds, liabilities, and entitlements of the Convention, its auxiliary bodies, boards, commissions, and other entities, are solely vested in the corporation. In all categories, membership and/or holding office in the Convention shall confer no personal, equity, or separate property rights in any assets, property, funds, liabilities, and entitlements of the corporation.

Section 8: Resolution of Questions regarding Membership Rights, Privileges, and Obligations. The Convention, acting as a Committee of the Whole, is the sole and final arbiter of any question regarding membership rights, privileges, and obligations. Acceptance of membership in the Convention shall constitute agreement that the Convention itself is the supreme forum regarding membership controversies from which there is no appeal.

Under no circumstances shall a member or group of members have the right to litigate, adjudicate, or arbitrate disputes and questions regarding membership rights, privileges, and procedures of this Body in the secular courts or any other forum other than that prescribed by this constitution. Rather, the Convention shall adjudicate such disputes and questions in accordance with Biblical principles and procedures established by the Board of Directors, with such procedures subject to final approval by the Convention through the vote of Representative Messengers. In all instances and matters except for removal from office, the simple majority vote of the Board of Directors shall be binding, subject to review and ratification by the Convention as a whole. However, a two-thirds majority vote of the Board of Directors shall be required in all cases involving removal from office or expulsion from the Convention, also subject to review and approval by the Committee of the Whole by simple majority vote.

Upon appeal to the Committee of the Whole, the outcome of all controversies and disputes shall be decided by simple majority vote of the assembled Representative Messengers, with said vote being final and binding on the individual, the Convention, and the corporation itself.

ARTICLE V OFFICERS

Section 1: The officers of this Convention shall be as follows:

- **President**
- **Vice President-at-Large**

- **Five (5) Regional Vice Presidents**
- **General Secretary**
- **Four (4) Assistant Secretaries**
- **Treasurer**
- **Assistant Treasurer**
- **Statistician**
- **Editor of the *National Baptist Voice***
- **Historian**
- **Parliamentarian**

Section 2: Election and tenure of Officers.

(A) The President shall be elected by the Representative Members of the Convention at an Annual Session designated for that purpose. No person shall be elected or serve as President who is not a Constituent Member of the Convention and in good standing with the constituent entities from which that constituent membership is based (church, district association, or state convention).

(B) The Board of Directors shall prescribe the nomination, campaign, and election process, and shall be the preliminary arbiter of any election questions, disputes, or controversies, with final judgment on such matters to be made by the Convention acting as a Committee of the Whole. All other officers shall be nominated by the President and confirmed by the Convention as a whole according to procedures prescribed by the Bylaws to this Constitution.

(C) All other officers shall be nominated by the President and confirmed by the Convention as a whole according to procedures prescribed by the Bylaws to this Constitution.

(D) Upon election as prescribed by Section 2(A) of this Article V, the President-Elect and such other persons or officers designated by the President-Elect shall promptly be apprised of any matters pertaining to the work of the Convention, including its fiscal affairs, home and foreign mission activities, and any other information pertinent to effecting an orderly transition from the previous administration.

Consistent with and pursuant to this provision, the person serving as outgoing President, and all other officers of the Convention and its auxiliaries, boards, commissions, subsidiaries, and other entities, shall immediately initiate transfer of authority for the work of the Convention upon the election of the new President, and shall complete that transfer of authority no later than thirty (30) days following the election of the new President. By this procedure, it is the explicit intent of the Convention that the work of our Lord and Savior Jesus Christ through the Convention will in no way be hindered, compromised, or otherwise prejudiced due to the change in leadership.

(E) Each officer shall be elected for a five-year term, and shall not be eligible to serve more than two consecutive terms in the same office. After being out of office for one term, a person may seek and be eligible for re-election. This provision regarding tenure and term limits shall apply to all officers, auxiliary leaders and officials, and department heads. However, this provision shall not preclude term-limited officers from being elected to different offices.

(F) In the event of vacancies in office that occur prior to the end of a term, any person elected or confirmed to a vacated office shall serve the unexpired term of the person whose office was vacated. Service in an unexpired term shall not prohibit eligibility to election or confirmation to two consecutive terms in that office.

(G) It is and shall be the declared policy of the Convention that no congregation, association, state convention, or any other entity or person shall use the tax-exempt status of the Convention without the express written authorization of the Convention, acting through the President or his designee.

<p>ARTICLE VI BOARD OF DIRECTORS</p>
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Section 1: The Board of Directors of this Convention shall be composed of the following persons:

1. The Officers designated at Section 1 of Article V to this Constitution;
2. The presidents from each of the states and territories represented by Constituent Members of this Convention;
3. Two (2) representatives from each of the boards and auxiliaries of the Convention; and
4. (A) Twenty-nine (29) members at large selected as follows: Five (5) each selected by the regional bodies represented by the Regional Vice Presidents of the Convention, according to procedures established by those regional bodies, and confirmed in writing to the President and General Secretary of this Convention. The remaining four (4) at large directors shall be designated by the President of the Convention.

(B) Twenty-five (25) members shall constitute a quorum of the Board of Directors for purposes of transacting business. Members of the Board of Directors shall be members of churches holding Constituent Membership as outlined in Article IV of this Constitution. Meetings shall be conducted according to Robert's Rules of Order.

With regard to the presidents referenced at Section A(2) of this Article VI, in states and territories where churches have dual or multiple convention alignments, the state

convention official identified as the National Baptist designee shall serve on the member of the Board of Directors from those state or territory conventions.

Section 2: In addition to all other governance duties and responsibilities incumbent upon corporate boards of directors, the Board of Directors of this Convention shall:

- (A) Complete any unfinished business referred to it by the convention;
- (B) Fill any vacancies which may occur in the Executive Committee due to the death, disability, or other inability or failure to serve on the part of members of the Board of Directors who serve on the Executive Committee;
- (C) Nominate and fix the time and place of annual meetings of the Convention;
- (D) Enforce the orders of the convention, its auxiliaries, and boards;
- (E) Examine and determine the validity of all claims against the Convention; and
- (F) Exercise corporate oversight of all business and operations of the Convention.

Section 3: The President of the Convention, or a person appointed by the President, shall serve as Chairman of the Board of Directors. The General Secretary of the Convention, or a person designated by the President of the Convention, shall serve as Secretary of the Board of Directors. The Board shall also designate from among its membership a person to serve as devotional leader.

The Board may create committees to fulfill its duties and responsibilities, provided that such committees are not inconsistent with this constitution and by-laws.

Section 4: The Executive Committee of the Board of Directors shall consist of fifteen persons: the President, Vice President At Large, the General Secretary, the Regional Vice Presidents, Treasurer, Parliamentarian, and five (5) other persons elected from among the Board of Directors.

The Executive Committee shall transact business referred to it by the Board of Directors, shall be chaired by the President or his designee, and is accountable to the Board of Directors for the performance of its duties.

Section 5: The Board of Directors, subject to final review by the Convention acting as a Committee of the Whole, shall have the power to investigate any alleged misconduct on the part of any officer, auxiliary official, commission member or official, or any other person holding office or position of trust or responsibility within the Convention, its auxiliaries, commissions, or boards, and shall also have the power to suspend and remove any such

persons from holding office, if such action is deemed in the best interest of the Convention. All such investigations and any disciplinary actions taken by the Board pursuant thereto shall be effective when taken by the Board, but shall become final only upon review and approval by the Convention sitting as Committee of the Whole. (See Article IV, Section 8.)

ARTICLE VII SUBSIDIARY BODIES

Section 1: The following entities, their successors in identity, purpose, or interest, and all other entities or bodies of such nature or similarly situated, whether created and established prior to incorporation of this Convention or at some other time, and whether specifically identified in this Constitution or not, are hereby recognized and designated as subsidiary or auxiliary bodies of this Convention, as the case may be, and shall work in harmony with this Convention to contribute to the accomplishment of its mission, fulfillment of its needs, and attainment of its corporate purposes:

- The Woman's Auxiliary to the National Baptist Convention, incorporated in the District of Columbia
- National Baptist Congress of Christian Education
- National Baptist Laymen's Movement
- Sunday School Publishing Board, incorporated in the State of Tennessee
- Foreign Mission Board of the National Baptist Convention, incorporated in the State of Kentucky
- Home Mission Board
- Moderators Auxiliary
- Ushers and Nurses Auxiliary
- The Music Auxiliary
- The Commission on Evangelism

Section 2: Auxiliary and subsidiary entities and their officers and directors shall not possess or exercise power or control over their affairs and properties independent of the Convention. All such entities shall amend their charters to reflect that they are subordinate and subject to the governance, jurisdiction, and control of the Convention.

The Convention shall have the exclusive right and power to nominate and appoint the officers, managers, and directors, including missionaries appointed by the Convention or by any of its auxiliary or subsidiary entities, for each and all said auxiliary and subsidiary entities, either at its annual session or at such other time as provided by the by-laws or specified by resolution of the Board of Directors, subject to review and ratification by the Convention acting as Committee of the Whole.

Section 3: Auxiliary and subsidiary entities and bodies shall submit annual reports of their activities, revenues, and all assets, expenditures, and operations to the Convention. These reports shall be subject to approval by the Convention.

Section 4: All officers, directors, agents, employees, and missionaries of auxiliary or subsidiary entities to this Convention shall be members in good standing of churches affiliated with this Convention as Constituent Members.

Section 5: Missionaries appointed by this Convention or by any of its auxiliary or subsidiary entities shall, before said appointment, demonstrate evidence of genuine piety, fervent zeal in the Master's cause, and talent befitting them for the service to which they are appointed.

<p style="text-align:center">ARTICLE VIII RIGHT OF CONSTITUENT MEMBER ENTITIES TO DESIGNATE OBJECTS OF CONTRIBUTION</p>

Churches, district associations, state conventions, and other organizations and entities affiliated with this Convention shall have the right to specify the object or objects to which their contributions shall be applied. However, when this right has not been exercised, the Convention shall disburse appropriations and other contributions from said constituent entities at its discretion.

<p style="text-align:center">ARTICLE IX ANNUAL SESSION</p>
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The annual session of this Convention shall convene at a place designated by the Board of Directors and shall occur the week following the first Lord's Day in September. The session shall officially open on Tuesday morning of that week and shall end at the close of the Friday evening meeting.

<p style="text-align:center">ARTICLE X PROCEDURE FOR AMENDMENT</p>
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Section 1: In all instances, the written text of any proposed amendment to this Constitution, along with a written statement explaining the rationale for the proposed amendment and its intended effect, shall first be submitted to the Secretary of the Board of Directors with a copy to the President not later than January 1 of the year in which the proposed amendment is presented to the membership. The Board of Directors shall study each proposed amended and determine, in the first instance, whether to recommend the amendment to the membership at an annual session of the Convention or refer the proposed amendment to a duly appointed committee for analysis and recommendation.

No amendment proposed for adoption by this Convention to this Constitution shall be considered by the membership without initial study and analysis by the Board of Directors.

Section 2: The Board of Directors shall, in all instances, determine whether a proposed amendment shall be presented to the membership. No proposed amendment shall be presented to the Convention membership unless two-thirds of the Directors assembled at the Board meeting when it is presented for vote assent to its presentation to the Convention membership.

Section 3: Following review by the Board of Directors as provided in the foregoing provisions of this Article, the written text of a proposed amendment shall be presented during an Annual Session of this Convention, accompanied by a written statement explaining the rationale for the proposed amendment and its intended effect, so that the membership can deliberate and decide on its adoption.

No proposed amendment shall be adopted on less than a two-thirds vote of the membership present and voting on the amendment.

Section 4: Each adopted amendment to this Constitution shall take effect upon its adoption and have effect from the time of adoption forward.

Section 5: All other constitutions and laws or parts of constitutions and laws, except for the Holy Bible, are hereby declared null and void upon adoption of this Revised Constitution.

For the Savior

Governance Committee

Appointed Thursday, January 24, 2002, during the Midwinter Board Meeting convened in Little Rock, Arkansas.

- Rev. Dr. James Adams, President, Moderators Auxiliary, Memphis, TN.
- Dr. Rosa B. Cooper, President, Woman's Auxiliary, Chicago, IL
- Brother Harold Simmons, President, Laymen's Movement, Kansas City, MO
- Rev. Dr. E.V. Hill, Pastor, Board Member-At-Large, Los Angeles, CA
- Rev. Dr. J.C. Harris, Pastor, Board Member, Statesville, NC
- Rev. Dr. Raleigh Trammell, Pastor, Board Member-At-Large, Member of Executive Committee, Dayton, OH
- Rev. Dr. Michael J. Johnson, Pastor, Pensacola, FL
- Rev. Dr. Robert Scott Jones, Pastor, NBCUSA, Inc. Executive Assistant to the President, West Chester, PA
- Rev. Wendell L. Griffen, Chair of Governance Committee, NBCUSA, Inc. Parliamentarian, Little Rock, AR