

**Constitution and By-Laws
of
The Pennsylvania Baptist State Convention, Inc.**

FINAL DRAFT

**Rev. Dr. Bruce N. Alick
President**

**Rev. Dr. Alec K. Piper
Vice President at-Large**

**Rev. Clifford Carter
Chairperson
Constitution and By-Laws Committee**

Committee Members

Regional Vice Presidents:

**Dr. Arthur Brown (Central)
Dr. Raymond Merriweather (East)**

**Dr. Delonte Reeves (Southwest)
Dr. Richard Wingfield (West)**

At Large Committee Members:

**Dr. Charles Mock (West)
Dr. Jerome Coleman (East)**

**Dr. F Diane Hobson (Southwest)
Rev. Keith Moore (Central)**

OCTOBER 12, 2021

THE PENNSYLVANIA BAPTIST STATE CONVENTION, INC.

CONSTITUTION

ARTICLE I – NAME

The organization shall be known as THE PENNSYLVANIA BAPTIST STATE CONVENTION, INC. (Hereinafter referred to as “Convention”).

ARTICLE II – PURPOSE

Having been led as we believe by the Holy Spirit, the Missionary Baptist Churches of the Commonwealth of Pennsylvania, hereby join together to advance the work of the Kingdom of God. This is to be done through discipleship making, Worship, Evangelism, Missions and Christian Fellowship. And, according to the Master’s Mandate preach and teach and promulgate the Gospel of Jesus Christ globally and holistically as it is reflected in the Biblical beliefs of the African American Missionary Baptist Church. We will also establish cooperate ventures within the Christian Community.

ARTICLE III – OBJECTIVES

The main objectives of this Convention which are Missions and Evangelism shall be implemented through the ministries of Christian Education, Church Planting and Development, Human Rights Advocacy, Religious Freedom, Economic Empowerment, Higher Education and all other Christian endeavors deemed necessary in obedience to the mandate and message of Jesus Christ. As we implement our objectives, we will be sensitive to the fact that we are predominately composed of African American churches and messengers who highly esteem our African American Biblical and Cultural Heritage.

ARTICLE IV – CONVENTION STRUCTURE

Section I. Officers

The Convention shall be led by the following elected Officers:

President	Treasurer
Vice President at-Large	Assistant Treasurer
Regional Vice Presidents (who shall be four (4) in number)	Financial Secretary
Recording Secretary	Assistant Financial Secretary
Assistant Recording Secretary	Statistician

Section 2. The Board of Directors

The Board of Directors shall conduct the business of the Convention when the Convention is not in session. It shall be comprised of the elected Convention Officers, and Ministry Presidents. The Director of Christian Education and the Director of the Youth Ministry shall be two of the forty appointees and they will be ex-officio members. The Parliamentarian and the Chair of Finance shall be two of the presidential appointees. The forty appointees shall be chosen with advice from regional vice presidents and ministry leaders. Confirmation shall be by the parent body during the time of the annual election.

Section 3. Ministries

In addition to the elected Officers, and the Board of Directors, the objectives of the Convention shall be executed through the following ministries all of which shall be elected by the Convention and who shall report to both the President and the Convention:

The Clergy Ministry	The Youth Ministry
The Ushers and Nurses Ministry	The Ministers Spouses, Widows And Widowers Ministry
The Layman's Ministry	The Worship Ministry
The Women's Ministry	

Section 4. Missions

In addition to the Ministries, the Home Mission Ministry, Foreign Mission Ministry and Evangelism Ministry will assist the various ministries in the execution of their objectives as well as keep the Convention cognizant of ministry opportunities at home and abroad. These mission ministries shall have Directors all of which shall be appointed by the President of the Convention with recommendations coming from the Regional Vice Presidents.

Section 5. Board of Christian Education

The teaching ministry of the Convention shall be supervised by the Board of Christian Education, with the Congress of Christian Education being the major teaching arm of the Convention, under the direction and guidance of the Director of Christian Education. It shall consist of the Director of Christian Education, the President of the Congress of Christian Education, Vice President at-Large of the Congress, the Secretary of the Congress, the Congress's Financial Secretary, Assistant Financial Secretary, the State Dean, presidents from each ministry and six at large members from each.

Section 6. Congress of Christian Education

The Congress shall be the major teaching arm of the Pennsylvania Baptist State Convention. The program of Christian Education for the Convention and its Ministries shall be implemented through the Congress of Christian Education.

Section 7.

Regions

The Convention shall be composed of basically four (4) regions which shall be defined as:

- A. The Eastern Region – which shall include those churches in Philadelphia and Surrounding counties extending westward to include Coatesville.
- B. The Central Region – which shall include churches between the cities of Johnstown in the west Region and Coatesville in the East Region, but not to include said cities.
- C. The Western Region – which shall include the churches of Allegheny County and surrounding counties extending eastward to include Johnstown and northward to include Erie.
- D. The Southwest Region – shall include the churches of Fayette and surrounding counties.

This section should not be interpreted in such a manner as to exclude churches outside the Commonwealth of Pennsylvania for membership.

ARTICLE V – MEMBERSHIP STRUCTURE

Section 1. Membership Composition

The membership of this body shall be open to Missionary Baptist Churches and Missionary Baptist Associations located in the Commonwealth of Pennsylvania. Any exception to this rule will be appropriately discussed by the Executive Board and ruled on by recommendation to the parent body at the Mid-Year or Annual Session.

Baptist churches are expected and encouraged to be members of a local Association.

Messengers representing local churches will have the right to vote on all matters coming before the parent body. They shall also have the privilege of holding office, running for office and/or serving by Presidential appointment.

Section 2. Associate Membership

Ex-Officio members will be persons or churches not belonging to an association in this convention but duly registered. They may be registered as annual or life members. They can neither vote or hold office. Registration fees shall be established by the parent body through recommendation from the Executive Board to the parent body.

Section 3. Convention Affiliations

The Membership will promote through its affiliation the work of Conventions such as:

The National Baptist Convention USA, Inc.
National Baptist Convention of America
Progressive Baptist Convention
New England Missionary Baptist Convention, Inc.
World Baptist Alliance
Lott Carey Baptist Foreign Mission Convention

and, any other conventions deemed necessary with funds permitting and compatible with our Convention's purposes and objectives.

ARTICLE VI – STANDING COMMITTEES

Executive
Finance
Time & Place
Social Concerns/Political Action/Resolutions
Credentials
Membership
Protocol
Economic Empowerment
Nominations

ARTICLE VII – ECONOMIC DEVELOPMENT CORPORATION

The Economic Development Corporation is to be composed of thirteen (13) members, five (5) of which are appointed by the President of the Corporation and the other eight (8) to be selected by the Board, two from each geographical region of the Convention. The President of the Pennsylvania Baptist State Convention will be the President of the Corporation. At all times sixty percent (60%) of the Corporation will have Directors who are members of the Pennsylvania Baptist State Convention. The Corporation shall operate under Section 501©(3) guidelines of the Internal Revenue Service and under the sole authority of the Pennsylvania Baptist State Convention, Inc.

ARTICLE VIII – DISSOLUTION

The Convention is organized exclusively for charitable, literary, scientific, religious and educational purposes provided for under Section 501 ©3 of the Internal Revenue Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the Convention shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

No substantial part of the activities of the Convention shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Convention shall not participate in, or intervene in (including the preparation or distribution of statements) any political campaign on behalf of the candidate for public office. The Convention shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

In the event of dissolution of the Convention, its assets shall be distributed only to organizations which enjoy exempt status in accordance with the provisions of Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal revenue Law).

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX – AMENDMENT

This constitution may be amended, by a two-thirds majority vote of the Messengers duly qualified to vote and present at the Annual Session of the Convention which shall convene, after the amendment has been timely filed with the Recording Secretary and read before the Convention at the Mid-Year Session preceding the Annual Session at which time a vote shall be taken.

BYLAWS
OF
THE PENNSYLVANIA BAPTIST STATE CONVENTION, INC.

ARTICLE I - OFFICES

1. The registered office of the Convention shall be the office of the President when there is not a fixed convention headquarters site with a full-time staff.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate seal, Pennsylvania."

ARTICLE - MEMBERSHIP AND MESSENGERS

1. Members of the Convention shall consist of Missionary Baptist Churches and Associations represented by Messengers, in accordance with the provision in Section 2 of Article III, who subscribe to the New Testament standards of faith and practice, and who have paid all representation fees, dues, registrations, etc. at the Annual Session of the Convention.
2. Churches and Associations shall be represented at the Annual and Midyear Sessions of the Convention by duly registered and qualified Messengers. The number of Messengers allocated to a Church or Association shall be in accord with the following:

a. CHURCHES

(1) Membership

- (a) 1-25 members
- (b) 26-50 members
- (c) 51-100 members
- (d) 101-150 members
- (e) 151-200 members
- (f) 201-300 members
- (g) 301-500 members
- (h) 501-999 members
- (i) 1000 + members

(2) Representation

- Two (2) Messengers
- Three (3) Messengers
- Four (4) Messengers
- Five (5) Messengers
- Six (6) Messengers
- Seven (7) Messengers
- Eight (8) Messengers
- Nine (9) Messengers
- Ten (10) Messengers

b. ASSOCIATIONS

(1) Membership

(a) Association of 10-25 Churches

(b) Association of 26 or more Churches

(2) Representation

Two (2) Messengers

Five (5) Messengers

c. The number of voting Messengers a Church or an Association shall have is determined solely by the payment in full of representation fees, dues and session registration fees. Such fees shall be paid in full at or prior to the Annual Session of the Convention.

3. The Board of Directors shall determine the amount of annual dues, registration fees, and the expenses and fees payable by member churches and shall present this determination to the Convention for approval. When changes are adopted, they shall become effective at the Annual Session following the year of their adoption.

4. Suspension or Termination of Membership

a. A Church or Association may be suspended or expelled for causes in violation of the Constitution and Bylaws upon the recommendation of the Ecclesiastical Court and the approval of that recommendation by the affirmative vote of 2/3 of the Messengers duly registered, present and voting at the Annual or Midyear Session of the Convention. Notification of such a proposed action shall be given to all of the Convention membership Churches and Associations at least two (2) weeks prior to the session.

b. The Board of Directors may, by a majority vote of those present at any regularly constituted meeting of the Board, suspend the membership of any Church which becomes ineligible for membership due to failure to make timely payments of registration fees at the Annual or Midyear Session. Upon payment of the fees membership shall be automatically restored.

c. A Church or Association suspended or expelled by a vote of the Convention may be restored or reinstated by a 2/3 vote of the Convention Messengers present and voting in Midyear or Annual Session upon written request by that Church or Association, properly signed by the Pastor and Clerk of the Church or Moderator and Secretary of the Association, certifying that the reasons for suspension or expulsion have been rectified.

ARTICLE IV - MEETINGS OF THE CONVENTION

1. Meetings of the Convention shall be held at such location within the Commonwealth as shall be recommended by the Time and Place Committee to the Board of Directors and approved by the Messengers.
2. The Annual Session of the Convention shall convene on the Monday following the Second Lord's Day in October and shall conclude on Thursday evening following the President's Address of the same convening week. At the Annual Session, the Messengers to the Convention shall elect the officers of the Convention and shall transact such other business as may be properly brought before the meeting.
3. The Convention shall meet in Midyear Session which shall be held on the Wednesday, Thursday and Friday following the Fourth Lord's Day in April.
4. Special meetings of the Convention may be called at any time by the President with the consent of the Executive Committee of the Board of Directors, or by a majority of the Board of Directors.
5. Written notice of every meeting of the Convention, stating the time, place and object thereof shall be given by, or at the direction of, the Secretary of each church of record entitled to vote at the meeting no less than ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary should neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so.
6. A Quorum: A meeting of the Convention duly called shall not be organized for transaction of business unless a quorum is present. The presence in person of a simple majority of the Churches and Associations entitled to vote shall constitute a quorum. Delegates/Messengers at a duly organized meeting can continue to do business until adjournment; notwithstanding the withdrawal or absence of enough Messengers that would leave less than a quorum.
7. Every messenger of the Convention shall be entitled to one vote. Upon request of a Messenger, the books or records of membership shall be produced at any regular or special meeting of the Convention. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a

Messenger to vote and the right, title and interest in or to the Convention or its property, shall cease on the termination of membership.

8. Voting shall be by ballot or by any reasonable means determined by the Board of Directors and approved by the Convention by a simple majority of those present at the meeting.
9. Line of Succession for Convention Meetings
In the event that the President of the Convention and the Vice President-at-Large are not available to conduct the meeting of the Convention, it will be up to the Presidential appointee (one of the Regional Vice Presidents) to carry out the meeting of the Convention. Any new item cannot be voted on until the President of the Convention has been made aware of it.

ARTICLE V - BOARD OF DIRECTORS

1. When the Convention is not in session, the business of the Convention shall be managed by the Board of Directors. The Board shall handle all matters referred to it by the Convention. It may initiate actions to be ratified by the Convention. In no matters shall it act independently of or contrary to the wishes of the Convention.
 - a. The Board of Directors shall be composed of the elected officers of the Convention, Presidents of the Convention Ministries, The Director of Christian Education, the Chair of the Finance Committee, and forty (40) Messengers selected by the President from the regions of the Convention and presented to the Convention for confirmation through the Nominating Committee. Each Director shall serve for one year or until a successor or replacement shall have been duly chosen.
2. The meetings of the Board of Directors shall be held at least four (4) times annually and shall be at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
3. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the day named for the meeting.
4. A majority if the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

5. The President of the Convention with the advice and consent of the Board of Directors by a majority of votes, may establish one (1) or more committees consisting of two (2) or more directors and Messengers of the Convention. Any appointed committee of the Board and/or Convention shall have and may exercise all the powers and authorities expressly granted in its establishing to carry out its work. In no instances shall a committee have the power to act in any manner contrary to the provisions of the Constitution and Bylaws of the Convention.

6. Again, the President, with the advice and consent of the Executive Committee, may designate one (1) or more directors or Messengers as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members present at any meeting and not disqualified from voting whether or not such members constitute a quorum, may unanimously elect another director or Messenger to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

7. The entire Board of Directors, or any individual director, may be removed from office without assigning any cause by the vote of Messengers entitled to cast at least a majority of the votes which all Messengers present would be entitled to cast at any Annual Session or other regular election of the directors. When the Board or any one (1) or more directors are so removed, new directors may be elected at the same meeting.
 - a. Any director appointed by the President may be removed from office for failure to perform his/her responsibilities upon recommendation by the President to the Board of Directors. Replacement between session shall be by the President with the advice and counsel of the Board.

8. A director of the Convention shall stand in a fiduciary relation to the Convention and shall perform the duties of a director; including the duties as a member of any committee of the board upon which the director may serve in good faith, in a manner the director reasonably believes to be in the best interest of the corporation; and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing these duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements; including financial statements and other financial data, in each case prepared by any of the following:

- a. One (1) or more officers or employees of the Convention whom the director reasonably believes to be reliable and competent in the matters presented.
- b. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons.
- c. A committee of the board upon which the director does not serve duly designated in accordance with law, as to matters within its designated authority which the director reasonably believes to merit confidence.

(1) A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause reliance to be unwarranted.

(2) In discharging the duties of their respective positions, the board of Directors, committees of the Board and individual directors may, in considering the best interest of the Convention, consider the effects of any action upon employees, upon suppliers and customers of the corporation, and upon communities in which offices or other establishments of the Convention are located; and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

(3) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take action shall be presumed to be in the best interests of the Convention.

(4) A director of the Convention shall not be personally liable for monetary damages as such for any action taken or any action taken or any failure to take any action, unless:

(a) The director has breached or failed to perform the duties of his office under this section.

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(5) The provisions of this section shall not apply to:

- (a) The responsibility or liability of a director pursuant to any criminal statute or
- (b) The liability of a director for the payment of taxes pursuant to local, state or federal law.

9. Directors, as such shall not receive any stated salary for their services; but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendees at each regular or special meeting of the Board provided that nothing, herein contained, shall be construed to preclude the director from serving the Convention in any other capacity and receiving compensation therefor.

ARTICLE VI - EXECUTIVE OFFICERS

1. The executive officers of the Convention shall be elected by the Messengers; they shall be a President, Vice President at-Large, four (4) Regional Vice Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Financial Secretary, Assistant Financial Secretary, Statistician and such other officers and assistant officers as the needs of the Convention may require. To hold office a Messenger's church must belong to an Association. The President, Secretary and Treasurer shall be natural persons of full age. Each officer shall hold office for a term of one year and may be elected to serve in the same office for not more than four (4) consecutive years.
2. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Convention will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

2A. Line of Succession for Convention Offices

In the event that the President of the Convention and the Vice President-at-Large are not available either through vacancies created by death, resignation or any other means, it will be up to the Regional Vice Presidents to conduct the affairs of the Convention until such time that the Board of Directors present someone to assume the office of the President and Vice President-at-Large, with final approval coming from the Parent Body.

3. The President shall be the Chief Executive Officer of the Convention and shall preside at all meetings of the Messengers and Board of Directors.
The President of the Convention must be a Senior Pastor whose church is currently registered with the Convention.

The President shall have general and active management of the affairs of the Convention; shall see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President or any other officer or officers of the Convention. The President, upon approval of the Board of Directors, shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Convention. The President shall appoint, with approval of the Convention, the members of all committees, the Ministry of Home Missions, the Foreign Mission Board, and the Ministry of Evangelism. In addition, the President, with the advice and consent of the Board of Directors, may appoint any other committees. The President shall select and appoint, with the advice and consent of the Board of Directors, the Convention General Counsel and Auditor/Certified Accountant.

4. The Vice President-at-Large shall preside over the deliberations of the Convention at the request of or in the absence of the President and shall assist the President in every way possible in carrying out the work of the Convention. In the event that the President is unable to complete the term of office for any reason, the Vice President-at-Large shall complete the unexpired term of the President and is eligible to serve their four (4) one (1) year terms of that office if elected. The Vice President-at-Large must be a Senior Pastor whose Church is currently registered with the Convention. The Vice President-at-Large shall work with the President having primary responsibility for developing and coordinating the program for the Annual and Midyear Sessions of the Convention. The Vice President-at-Large shall coordinate the work of the four (4) regions through the four (4) Regional Vice Presidents and shall serve on the Membership Committee. The President and the Vice President-at-Large shall not come from the same region.
- 4A. In the event of a President not finishing their term and the Vice President-at-Large moves up automatically, the new Vice President-at-Large shall come from the next region in line for that office and it will be up to that region to caucus and to present that candidate to the Nominating Committee, who in turn will present that nominee to the Board of Directors and upon their approval, the person will be presented to the Parent Body for final approval. The newly appointed Vice President-at-Large will be eligible to serve an additional term if approved by the Parent Body. The newly appointed Vice President-at-Large must be a Senior Pastor whose Church is currently registered with the Convention.
5. Regional Vice Presidents shall be four (4) in number and shall assist the President and the Vice President-at-Large in promoting the work of the Convention within their respective region. They shall serve on the Membership Committee and perform such other duties as may be required to further the mission of the Convention. The Regional Vice Presidents must be Senior Pastors whose Church is currently registered with the Convention.

6. Ministry Presidents shall promote the work of the Convention within each respective ministry. Ministry Presidents shall design and implement programs which shall be in concert with and supportive of the mission and objectives of the Convention. Each ministry shall present, quarterly, to the President a written report detailing all programs and activities of that ministry and shall, likewise, submit to the Convention a written report at the Midyear and Annual Sessions.
7. The Recording Secretary shall attend all sessions of the Board and all meetings of the Messengers and act as clerk thereof and record all the votes of the Convention and the minutes of all transactions in a book to be kept for that purpose; and shall cause to be performed like duties for all committees of the Board of Directors when required. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Messengers and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Recording Secretary shall serve. The Recording Secretary shall have responsibility for compiling the annual reports of the Missions, Ministries and Congress of Christian Education for publication in the Annual Journal. The Recording Secretary shall be responsible for ensuring that the Annual Journal is ready for distribution to the Messengers at the Annual Session.
8. The Assistant Recording Secretary shall assist the Recording Secretary in the performance of the specified duties. In the absence of the Recording Secretary, the Assistant Recording Secretary shall discharge the responsibilities of the Recording Secretary.
9. The Treasurer shall have the custody of the Convention funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Convention and shall keep the monies of the Convention in a separate account to the credit of the Convention. The Treasurer shall disburse the funds of the Convention as may be ordered by the Board; taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board, at each Midyear and Annual Sessions; and whenever the President may require it, an account of all financial transactions and of the financial condition of the Convention. The Treasurer shall be a member of the Finance Committee. The Treasurer shall be bonded at the expense of the Convention.

10. The Assistant Treasurer shall assist the Treasurer in the performance and recording of all Convention funds and with the assistance of the Registration Committee, shall register all Messengers at each session of the Convention, collect and record all funds, and submit same to the Treasurer for deposit in the Convention accounts. The Assistant Treasurer shall serve on the Finance Committee and shall be bonded at the Convention's expense.
11. The Financial Secretary shall be responsible for the collection and recording of all Convention funds and, with the assistance of the Registration Committee, shall register all Messengers at each session of the Convention, collect and record all funds and submit same to the Treasurer for deposit in the Convention accounts. The Financial Secretary shall serve on the Finance Committee and shall be bonded at the Convention's expense.
12. The Assistant Financial Secretary shall assist the Financial Secretary in the performance of the duties of that office. In the absence of the Financial Secretary, the Assistant Financial Secretary shall discharge his/her responsibilities. Accordingly, the Assistant Financial Secretary shall serve on the Finance Committee and shall be bonded at Convention expense.
13. The Statistician shall have responsibility for documenting the number of Missionary Baptist Churches and Associations in the Commonwealth; the total number of members therein and recording the actual membership of the Convention. The Statistician shall chair the Membership Committee.
14. The Director of the Youth Ministry shall serve as the adult advisor to the President of the Youth Ministry. The Director shall work with the officers of the Youth Ministry and the youth of the Convention to develop programs and activities which help to fulfill the missions and objectives of the Youth Ministry. The Director of the Youth Ministry shall be an adult over the age of twenty-one (21) years of age and shall be appointed by the President.

15. The Parliamentarian shall assist the President of the Convention in the application and adherence of the Rules and Regulations of the State Constitution/Bylaws and will be a member or head of the Constitution/Bylaws Committee.

The Parliamentarian does not have to be a Pastor or Preacher. Name(s) can be submitted to the Nominating Committee with the final approval coming from the Parent Body.

The Parliamentarian should have a working knowledge of the Bylaws and Roberts Rules of Order.

ARTICLE VII - VACANCIES

1. If the office of any officer or agent, one (1) or more, becomes vacant for any reason, other than the office of the President who shall be automatically succeeded by the Vice President-at-Large, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which vacancy occurred.
2. Vacancies in the Board of Directors shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the Messengers, who may make such election at the next Annual Meeting of the Messengers, or at any special meeting duly called for that purpose.

ARTICLE VIII - REGIONS

1. The Convention shall be divided into four (4) regions, as defined in the Constitution, each of which shall be represented by a Regional Vice President who shall be selected by the Churches of the region and presented to the Convention through the Nominating Committee for confirmation at the Annual Session of the Convention.
2. It shall be the responsibility and duty of each Regional Vice President to assist the President, the Vice President-at-Large and the Board of Directors to execute the goals, objectives, missions and programs of the Convention.

ARTICLE IX - STANDING COMMITTEES

1. The Executive Committee shall consist of the President, Vice President-at-Large, the four (4) Regional Vice Presidents, the President of each ministry, Treasurer, Recording Secretary, Chairperson of the Finance Committee and seven (7) Messengers selected and appointed by the President. The general counsel and auditor shall serve as ex-officio members of the Executive Committee. The Executive Committee shall conduct the business and affairs of the Convention in the absence of and between meetings of

the Board of Directors. The President shall call and conduct meetings of the Executive Committee which shall meet as deemed necessary by the President.

2. The Finance Committee shall consist of eleven (11) persons selected and appointed by the President, with the advice and consent of the Board of Directors; and shall include the Treasurer, Assistant Treasurer, Financial Secretary and the Financial Secretary of each Ministry. The Auditor shall serve as an ex-officio member of this committee. The Finance Committee shall:

- Develop the annual budget for the Convention, which shall include cost of operation for the Ministries, Board and any committees.
- Recommend to the Board of Directors policies and protocol for the collection, receipt and disbursement of Convention funds for implementation by the Treasurer and Financial Secretary.
- Monitor and review the disbursement of all Convention funds.
- Recommend to the Board of Directors and, after approval, publish the annual representation and registration fees and fees to be paid by Messengers, Churches and Associations.

No ministries, auxiliaries or clubs shall have the right to have financial accounts separate from the central treasury. Neither shall the same exercise fund-raising without the approval of the Board of Directors and/or parent body. There shall be complete financial reporting of all ministries and auxiliaries at the Midyear and Annual sessions. The same shall be accountable to the parent body. any violations of this directive shall be subject to action by the Ecclesiastical Court and/or the Parent body.

- All Messengers and/or Delegates to non-Pennsylvania Baptist conventions, conferences, workshops, meetings, etc., shall be processed through the proper channels of the Pennsylvania Baptist State Convention, Inc. (Any such Messengers or Delegates to the above will be appropriately approved through the centralized budget of the Convention.
3. The Membership Committee shall be chaired by the Statistician. It shall consist of the Vice President-at-Large, four (4) Regional Vice Presidents and the Statisticians from each of the Ministries. The Committee shall be charged with the responsibility to increase the number of duly qualified Churches, Associations and Messengers. The Committee shall present to the Convention, annually, a written report detailing the number of Missionary Baptist Churches and Associations in the Commonwealth, the membership of each church, the number of Churches and Associations duly registered as members of the Convention, and the number of Messengers, Churches and Associations duly registered at each Annual and Midyear Session.
 4. The Registration Committee shall be chaired by the Convention Registrar working in close alliance with the Financial Secretary of the Convention and shall consist of four (4) members at large appointed by the President plus the Financial Secretary of each ministry.
 5. The Time and Place Committee shall be chaired by the Vice President-at-Large and shall consist of the four (4) Regional Vice Presidents, and four (4) at large members (1 from each region) and charged with the responsibility to determine the site of the Annual and Midyear Sessions at least three (3) years in advance of the Convention Session(s).
 6. The Logistics Committee shall consist of a chairperson and no more than five (5) people, with one (1) person from each region to assist the local region where the meeting/Session is to be held.
 7. The Nominating and Rules Committee shall consist of a chairperson and not more than twelve (12) members selected equally from the four (4) regions of the Convention. They shall be appointed by the President on the first day of the Annual Session of the Convention. The Nominating Committee shall recommend and place before the Convention a slate of officers to be duly elected by the Messengers to lead the Convention. The slate shall include, in addition to the Convention officers, nominations

for the officers of the Convention Ministries. This committee shall be appointed in the Annual Session and empowered to work following the Session so that it shall complete its deliberations and present its recommendations to the Convention on the day before the close of the Midyear Session. The committee shall also provide assistance to the regional caucuses in the conduct of the election of the Regional Vice Presidents.

8. The Social Concerns/Political Action/Resolutions Committee shall consist of a chairperson appointed by the President and two (2) at large members from each region upon recommendations from the Regional Vice Presidents. The duties of this committee shall be: all of whom shall be selected and appointed by the President. The duties of this committee shall be:
 - a. To be alert to the social concerns that exist in the Commonwealth and recommend actions to the President and Board of Directors that will be in harmony with the teachings of the Holy Bible, as accepted and practiced by Missionary Baptist Churches.
 - b. To present to the Convention resolutions to address the identified social concerns.
 - c. To keep the Convention abreast of local, state and national legislation which may be favorable or unfavorable to the causes of the Kingdom, in general, and to all people.
 - d. To assist local Churches in political empowerment initiatives, i.e., through voter registration campaigns.
 - e. Advise the President of political matters on which the Convention may choose to take a stand.
9. The Credentials Committee shall consist of twelve (12) members. The chairperson and three (3) of the members shall be selected and appointed by the President, with the advice and consent of the Board of Directors and approved by the Messengers. The remaining eight (8) members shall be recommended by the Ministry Presidents. One (1) member representing each of the eight (8) elected Ministries of the Convention. The Credentials Committee shall recommend a vehicle for implementation and shall certify Messengers, duly registered and qualified, to vote at the Midyear and Annual Sessions. Credentialing criteria shall be approved by the Board of Directors and presented to the Convention for its approval prior to the session at which the criteria will become operative.

ARTICLE X - THE ELECTION OF OFFICERS

1. Elections shall be conducted on the day before the last day of the Annual Session. The Nominating and Rules Committee shall conduct the election of officers and shall certify the election results to the Messengers.
2. All officers of the Convention shall be elected by a simple majority of Messengers duly registered, certified and present to vote.

ARTICLE XI - VOTING

1. Any Messenger, certified by the Credentials Committee shall be entitled to vote on all Convention matters requiring a vote. But in no event shall a Messenger have more than one vote on matters requiring a vote.
2. There shall be no voting by proxy. Messengers must be present and certified to vote on matters of the Convention requiring a vote.
3. All Messengers must be registered and credentialed for purpose of voting no later than 5:00 p.m. on the Wednesday of any Session.

ARTICLE XII - MINISTRIES AND MISSIONS

1. The offices of the ministries shall correspond to those offices existing in the Convention with the exception of the office of Treasurer. No ministry shall have a Treasurer. Accordingly, each ministry shall have to assist its ministry, a President, a Vice President-at-Large, four (4) Regional Vice Presidents, Financial Secretary, Assistant Financial Secretary, Recording Secretary, Assistant Recording Secretary and Statistician.
2. The Layman's Ministry shall seek to promote missions and evangelism and programs of the Convention among the laymen of the Commonwealth and to seek the enlistment of men from all of the member churches of the Convention. The Convention shall elect at the Annual Session the officers of this Ministry.
3. The Women's Ministry shall seek to promote missions and evangelism and the programs of the Convention among women of the Commonwealth. The Convention shall elect at the Annual Session the officers of this Ministry.

4. The Youth Ministry shall seek to promote missions and evangelism and the programs of the Convention among the young people of the Commonwealth. The Convention shall elect at the Annual Session the officers of this Ministry.
5. The Ministry of the Clergy shall seek to promote missions and evangelism and programs of the Convention among the clergy of the Commonwealth. The Convention shall elect at the Annual Session the officers of this Ministry.
6. The Minister's Spouses Widows and Widowers Ministry shall seek to promote missions and evangelism and programs of the Convention among the minister's spouses of the Commonwealth. The Convention shall elect at the Annual Session the officers of this Ministry.
7. The Ministry of Worship shall be responsible for providing worship leaders for meetings of the Convention. Worship leaders shall include, but not be limited to, the Ushers, Nurses, Choirs and Scripture Readers who shall serve for each worship service held during the meetings of the Convention and shall, under the auspices of the Director of Christian Education, conduct workshops across the Commonwealth to assist congregations in the proper conduct of worship services. The Convention shall elect at the Annual Session the officers of this Ministry.
8. The Ministry of Christian Education shall consist of the Director and Assistant Director of Christian Education and the Dean of the Congress, all of whom are appointed by the President; the President and Vice President-at-Large of the Congress of Christian Education, the Financial Secretary, Assistant Financial Secretary, Recording Secretary, Assistant Recording Secretary and Statistician, and such other officers and assistant officers as the needs of the Congress may require all of whom shall be elected by the Messengers at the Annual Session. The Convention President shall appoint eight (8) Messengers (two (2) from each region) to serve with the elected officers on the Ministry of Christian Education. The Ministry of Christian Education shall be chaired by the Director of Christian Education shall supervise the program of Christian Education for the Convention for the purpose of equipping the clergy and laity for the work of ministry. It shall serve as a resource to the Ministries and Regions of the Convention.
9. The Home Mission Ministry shall consist of a President and twelve (12) Messengers appointed by the Convention President with the advice and consent of the Board of Directors. The Convention shall elect at the Annual Session the officers of this Ministry.

- a. The Board shall promote the cause of Home Missions and shall specifically carry out the resolutions of Social Concerns/Political Action/Resolutions Committee.
10. The Foreign Mission Ministry shall consist of a President and nine (9) Messengers appointed by the Convention President. The Convention shall elect at its Annual Session the officers of this Ministry. The duties of the Foreign Mission Ministry shall be:
 - a. To promote the Foreign Mission Program of the Convention.
 - b. To seek to facilitate the cooperative work of the overseas missions through the Convention body.
 - c. To present to the Messengers at the Annual Session of the Convention a report of its programs, activities and accomplishments.
 11. The Ministry of Evangelism shall consist of a President and nine (9) members appointed by the Convention President. The Convention shall elect it at its Annual Session the officers of this Ministry. The duties of this ministry shall be:
 - a. To promote a program of evangelism throughout the Commonwealth of Pennsylvania. This program shall include, but not limited to, the work of conducting street meetings and prison visitations, working with the Convention ministries and within local church congregations.
 - b. To serve as a resource to all of the ministries of the Convention.
 - c. To make an annual report at the Annual Session of the Convention of its programs, activities and accomplishments.

ARTICLE XIII - CONVENTION STAFF

1. The President's Office – The President shall select and employ such administrative/clerical staff as are necessary and sufficient to ensure the execution of the duties and responsibilities of the President. Such staff shall be funded by the Convention in the budget approved by the Convention.

ARTICLE XIV - THE ECCLESIASTICAL COURT

1. Disputes within the Convention regarding repeated violations of its goals and objectives, and warnings of the same by the President of the Convention in writing shall be settled by the Ecclesiastical Court as the last resort. Prior to the Ecclesiastical Court, the Biblical Mandate for redress as found in Matthew 18:15-20 shall be used as the foundation for such redress. The Ecclesiastical Court's findings shall be forwarded to the President, person or the church leadership within thirty (30) days following the completion of the Court hearing.
2. Any officer or member of the Convention involved in a dispute within the Convention and who refuses to utilize the vehicle of the Ecclesiastical Court, or submit to its findings, shall immediately forfeit any elected office or appointed position held and shall remain ineligible for elected office or an appointed post for a period of three (3) consecutive years.
3. No member, church or officer shall bring suit against the Convention without first appealing to the Ecclesiastical Court for the adjudication of the dispute.
4. The Ecclesiastical Court shall be divided into four (4) regions. Such regions shall geographically match the Regions of the Convention.
5. The President, with the advice and consent of the Board of Directors, shall select a President Judge to lead the Ecclesiastical Court.
6. The Vice President-at-Large shall, with the advice of the Regional Vice presidents, recommend to the President for approval and appointment two (2) lay Messengers and two (2) members of the clergy from each Region to serve as judges on the Ecclesiastical Court.
7. Appointments to the Court shall be for a term of four (4) years and no person shall serve for more than two (2) consecutive terms.
8. The General Counsel of the Convention shall serve as counsel to the Court.

ARTICLE XV - FEES AND DUES

1. The Board of Directors shall establish annually, by resolution, the representation fees and dues to be paid by the Messengers, Churches and Associations. Such fees and dues shall be determined by the Board of Directors upon the advice and recommendation of the Finance Committee, which shall submit a budget for the Board's approval, for the annual operation of the Convention. Such budget shall be adopted, annually, at the Annual Session for the operating year beginning with the first day of November after the close of each Annual Session. Notice of the time and place of adoption of the budget shall be given the first day of the Annual Session.

ARTICLE XVI - BOOKS AND RECORDS

1. The Convention shall keep the original or a duplicate record of the proceedings of the Messengers and the Directors; the original or a copy of its bylaws, including all amendments thereto to date, certified by the Secretary of the Convention, and the original or a duplicate membership register giving the names of each Messenger, showing their respective addresses and other details of membership. The Convention shall also keep appropriate, complete and accurate books and records of account. The records provided herein shall be kept at either the registered office of the Convention in this Commonwealth or at its principal place of business, wherever situated.
2. Every Messenger shall, upon written demand and under oath stating the purpose thereof, have a right to examine in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account and records of the proceedings of the Messengers and directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Messenger. In every instance where an attorney or other agent shall be the person who seeks the right of inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Convention at its registered office in this Commonwealth or at its principal place of business, wherever situated.

ARTICLE XVII - TRANSACTION OF BUSINESS

1. The Convention shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of a majority of the Board of Directors. The consent of the Messengers shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall attach to the proceeds of such conveyance.

2. Whenever the lawful activities of the Convention involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Convention, and in no case shall be divided or distributed in any manner whatsoever among the Messengers, Directors or Officers of the Convention.
3. All checks, notes or demands for money of the Convention shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XVIII - ANNUAL REPORT

1. The Board of Directors shall present annually to the Messengers a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:
 - a. The assets and liabilities, including trust funds, of the Convention as to the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities, including trust funds, during the immediately preceding the date of the report.
 - f. The revenue or receipts of the Convention, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report including separate data with respect to each trust fund held by or for the Convention.
 - g. The expenses or disbursements of the Convention, for both general and restricted purposes, during the year immediately preceding the date of the report including separate data with respect to each trust fund held by or for the Convention.
 - h. The number of Messengers of the Convention as of the date of the report together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Messengers may be found.
2. This report shall be filed with the minutes of the meeting of the Messengers.

ARTICLE XIX - NOTICES

1. Whenever written notice is required to be given to any person it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid or by telegram, charges prepaid, to the address appearing on the books of the Convention or, in the case of directors, the address supplied to the Convention for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these bylaws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute, Articles or Bylaws of the Convention, a waiver thereof in writing and signed by the person or persons entitled to such notice, whether before or after the time stated, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. In case of a special meeting of Messengers, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XX - MISCELLANEOUS PROVISIONS

1. The operating year of the Convention shall begin on the first day of November and the fiscal year, for the purpose of tax and financial filings, shall be the first day of January.
2. One (1) or more persons may participate in a meeting of the Board or any duly appointed committee by means of conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the Convention shall continue to be organized on a nonstock basis, The Board of Directors shall have authority to provide Messengers, Churches and Associations to make contributions in such amounts and upon such terms as are fixed by the directors

in accordance with the provisions of sections 5541 and 5542 of the Nonprofit Corporation Law of 1988.

4. No Regional Division, Mission Board, Ministry or Committee of the Convention shall have a Constitution or Bylaws. Each regional Division, Mission Board, Ministry or Committee may establish operating procedures if such procedures are submitted to the Board of Directors, in writing and approved, prior to distribution or implementation.

ARTICLE XXI - INDEMNIFICATION

1. The Convention shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses, actually and necessarily incurred by him or her, in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director., officer or employee of the Convention. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Convention for negligence or misconduct in the performance of his or her duties or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnify for expenses shall also apply to the expenses of suits which are comprised or settled if the court having jurisdiction of the matter shall approve such settlement.
2. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

ARTICLE XXII - AMENDMENTS

1. The Bylaws Committee shall be chaired by a chairperson who is appointed by the President and will consist of thirteen (13) members. The Committee will be made up of:
Chairperson
Parliamentarian
Ministry Heads
Four (4) At-Large members (1 from each Region), recommended by the Regional Vice Presidents.
The primary responsibility of this committee will be to review changes needed for clarification and/or additions to the Constitution/Bylaws. Any suggested changes shall be submitted to the Committee for review.
The Bylaws of the Convention may be adopted, amended or repealed by the Messengers upon the vote of at least a majority of the duly qualified Messengers

present to vote at any Midyear or Annual Session duly convened after written notice to the Messengers. The proposed amendment or recommendation for changes shall be given on the first day of the Session and shall be voted upon on the day before the closing of the Session.

2. Any amendment or change to the Bylaws shall be published, read and distributed to all of the duly qualified Messengers, attending Midyear and Annual Sessions of the Convention in the year in which the amendment or repeal shall be adopted.