Cooperative Baptist
FELLOWSHIP

CONSTITUTION

as amended June 2007

Preamble

As a fellowship of Baptist Christians and churches, we celebrate our faith in the One Triune God. We gladly declare our allegiance to Jesus Christ as Lord and to His gospel as we seek to be the continuing presence of Christ in this world. Our passion is to obey the Great Commandment (Matthew 22:34-40) and the Great Commission (Matthew 28:19-20) of our Lord in the power of the Holy Spirit, and to uphold Baptist principles of faith and practice as we partner with one another and other Christians.

Article I. Name

The name of this organization is "Cooperative Baptist Fellowship, Inc.".

Article II. Purpose

The purpose of the Cooperative Baptist Fellowship (hereinafter, "the Fellowship") is to serve Christians and churches as they discover and fulfill their God-given mission. The Fellowship shall fulfill its purpose in keeping with its commitments to the historic Baptist principles of soul freedom, Bible freedom, church freedom, and religious freedom; to biblically-based global missions; to a resource model for serving churches; to justice and reconciliation; to lifelong learning and ministry; to trustworthiness; and to effectiveness.

Article III. Membership

The members of the Fellowship shall be Baptist churches and the members thereof and individual Baptists as set forth in the Bylaws.

Article IV. Meetings

The Fellowship shall meet annually in General Assembly as set forth in the Bylaws.

Article V. Representation

In the nomination and election of officers and in all nominations, elections, and appointments to the Coordinating Council and its sub-groups, a balance shall be sought that reflects the diversity of the Fellowship's membership. Consideration shall be given to, but not limited to, the following factors: clergy, laity, gender, race/ethnicity, age, and geographical place of residence.

Article VI. Coordinating Council

Section 1. Board of Directors
Except to the extent that certain rights are reserved to the members of the Fellowship by this Constitution and the Bylaws of the Fellowship, the affairs of the Fellowship shall be managed under the direction and authority of a Board of Directors which shall be known hereafter as the "Coordinating Council."

Section 2. Nomination and Election
The members of the Coordinating Council shall be nominated and elected as set forth in the Bylaws.

Section 3. Authority
The Coordinating Council shall have authority to conduct the business of the Fellowship between meetings of the General Assembly and shall have other authority as may be set forth in the Bylaws; however, the Coordinating Council shall not alter actions of the General Assembly, except that the Coordinating Council may alter the budget if the Coordinating Council finds such action necessary to maintain the financial integrity of the Fellowship.

Article VII. Officers

Section 1. Officers
The officers shall be the Moderator, Moderator-Elect, Recorder, and the immediate Past Moderator. For purposes of corporation law, the Moderator shall be the President, the Moderator-Elect shall be the Vice President, and the Recorder shall be the Secretary-Treasurer.

Section 2. Duties

1. The Moderator shall preside at meetings of the General Assembly, shall serve as chairperson of the Coordinating Council, and shall be an *ex-officio* member of all Coordinating Council sub-groups.
2. The Moderator-Elect shall perform the duties of the Moderator in the absence of the Moderator.
3. The Recorder shall maintain minutes of the meetings of the General Assembly and of the Coordinating Council.

Section 3. Election
The officers shall be elected at meetings of the General Assembly. The Nominating Committee shall present nominations for the Moderator-Elect and Recorder, and if additional nominations are made from the floor, the nominees must have given their prior consent to nomination. The Moderator-Elect shall succeed to the office of Moderator at the conclusion of the Moderator's term of office or in the event of the resignation or removal of the Moderator.

Section 4. Length of Service

1. The Moderator shall serve a one-year term and may not serve the succeeding term, except that if the Moderator-Elect serves part of an uncompleted term of the Moderator, the Moderator-Elect may serve the succeeding full term.
2. The Recorder may serve up to three (3) consecutive one-year terms.

Section 5. Removal of Officers
An officer may be removed at a regular meeting of the General Assembly or at a special meeting of the General Assembly called by the Coordinating Council for such purpose. A two-thirds vote of Fellowship members present and voting shall be required to remove an officer.

Article VIII. Amendments

This Constitution may be amended by a two-thirds vote of Fellowship members present and voting at a meeting of the General Assembly, provided that the proposed amendment shall have been submitted in writing to the Coordinating Council thirty (30) calendar days prior to the first day of the Coordinating Council meeting immediately preceding the meeting of the General Assembly and made available to Fellowship members attending the meeting of the General Assembly at least one (1) business session prior to voting on the amendment.

Article IX. Review

The Coordinating Council shall review the Constitution in all years ending with the digits zero (0) and five (5)—i.e., 2010, 2015, 2020, 2025, . . .—for the purpose of reconciling the Constitution to changes in and growth of the Fellowship.

BYLAWS

Article 1. Definitions

As used herein, "the Fellowship" shall mean the Cooperative Baptist Fellowship; "sub-groups" shall mean standing and temporary initiative teams, committees, and similarly named sub-groups of the Coordinating Council that plan, implement, and monitor the ministries and administration of the Fellowship; and "state" shall include the District of Columbia.

Article 2. Membership

Members of the Fellowship shall be Baptist churches and the members thereof and individual Baptists who contribute annually to the ministries and operations of the Fellowship. All members with the exception of churches shall be entitled to vote at meetings of the General Assembly.

Article 3. Meetings

Section 1. The Fellowship
The Fellowship shall meet annually in General Assembly for worship, inspiration, education, fellowship, and business at a time and place fixed by the Coordinating Council. The Coordinating Council shall give public notice of the time and place of each meeting at least six months prior to the first day of the meeting. The Coordinating Council by a two-thirds vote may call special meetings of the General Assembly upon giving thirty (30) calendar days public notice and shall state the purpose of the meeting in the public notice.

Section 2. Coordinating Council

1. The Coordinating Council shall meet at such times and places as it shall determine.
2. Coordinating Council meetings shall be called by the Moderator, by the Moderator-Elect in the absence of the Moderator, or by the Advisory Council.
3. Written notice of each Coordinating Council meeting shall be given to Coordinating Council members at least fifteen (15) calendar days prior to the first day of the meeting.
4. Coordinating Council members must be in attendance to vote on matters presented at meetings of the Coordinating Council.

Section 3. Advisory Council

1. The Advisory Council shall meet at such times and places as it shall determine.
2. Advisory Council meetings shall be called by the Moderator, the Moderator-Elect in the absence of the Moderator, or by a majority of the Advisory Council members.
3. Written notice of each Advisory Council meeting shall be given to Advisory Council members at least seven (7) calendar days prior to the first day of the meeting.
4. Advisory Council members must be in attendance to vote on matters presented at meetings of the Advisory Council.

Section 4. Open Meetings
All meetings of the Fellowship, the Advisory Council, the Coordinating Council, and any sub-group of the Coordinating Council, with the exception of the Coordinating Council's Nominating Committee and Personnel Committee, shall be open to any member of the Fellowship. However, a meeting pertaining to litigation, contracts, or personnel matters shall be open only to those admitted by the group which is meeting.

Section 5. Resolutions

1. No motion in the form of a resolution, policy statement, communication, or other statement of position on issues including, but not limited to, moral, ethical, theological, doctrinal, political, or public policy shall be introduced from the floor in a business session at a meeting of the General Assembly.

2. A member of the Fellowship may present a written motion described in paragraph 1 of this Section to the appropriate Coordinating Council sub-group for consideration. If approved by a three-fourths vote of the membership of said sub-group in the form received by it, or as amended by it, the motion shall be referred to the Advisory Council. If the motion is approved by a three-fourths vote of the membership of the Advisory Council in the form received by it, or as amended by it, the motion shall be referred to the General Assembly. The motion shall require a three-fourths vote of the members of the General Assembly present and voting in business session to be approved.

Article 4. Quorums

1. Two hundred (200) members of the Fellowship attending a business session at a meeting of the General Assembly shall constitute a quorum for that business session.

2. A majority of the membership of the Coordinating Council, the Advisory Council, or a sub-group of the Coordinating Council shall constitute a quorum.

Article 5. Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Fellowship's Constitution, and any special rules of order the Fellowship may adopt.

Article 6. Coordinating Council

Section 1. Membership, Nomination, and Election

1. Members of the Coordinating Council shall be persons nominated by the states and regions named in paragraphs 3 and 4, respectively, of this Section; up to ten (10) at-large members to meet specific skill needs and diversity goals nominated by the Nominating Committee; persons nominated by the racial/ethnic networks with which the Fellowship may enter into partnership in accordance with paragraph 7 of this Section; the officers of the Fellowship; and the chairpersons of Coordinating Council sub-groups not otherwise nominated and elected to Coordinating Council membership. The persons nominated shall be elected by a majority vote of the General Assembly present and voting in business session; however, if the General Assembly rejects a nominee, the entity that nominated the rejected person may present another nominee. All members of the Coordinating Council shall be members of the Fellowship.

2. Nominees from each state, region, and racial/ethnic network shall be selected in accordance with procedures adopted for that purpose by each state, region, and racial/ethnic network. In the event of a challenge to any of the nominees from any state, region, or racial/ethnic network on the basis of the procedures by which the nominees were selected, the Coordinating Council members then serving from that state, region, or racial/ethnic network shall resolve the challenge by a majority vote. If there are no Coordinating Council members then serving from that state, region, or racial/ethnic network, then the challenge shall be referred to the state, region, or racial/ethnic network for resolution. States, regions, and racial/ethnic networks shall provide the names of their nominees to the Nominating Committee by May 1 of each year.

3. Each of the following states shall have at least one (1) member:

Alabama	Missouri
Arkansas	North Carolina
Florida	South Carolina
Georgia	Tennessee
Kentucky	Texas
Louisiana	Virginia
Mississippi	

4. Each of the following regions shall have at least two (2) members:
   Mid-Atlantic Region
   (Delaware, District of Columbia, Maryland, and West Virginia)

   Midwest Region
   (Iowa, Minnesota, Nebraska, North Dakota and South Dakota)

North Central Region
(Illinois, Indiana, Michigan, Ohio, and Wisconsin)

Northeast Region
(Connecticut, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and Maine)
Oklahoma-Kansas Region
(Oklahoma and Kansas)

West Region
(Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming)

5. States and regions shall be entitled to additional members in accordance with the following procedures:
   (a) Each state listed in paragraph 3 of this Section shall be entitled to one (1) additional member if its number of churches contributing to the ministries and operations of the Fellowship is two (2) percent or greater of the total number of churches contributing to the Fellowship as calculated by taking the average of state and total contributing church counts over the three (3) immediately preceding fiscal years in accordance with paragraph 5(c) of this Section.

   (b) Each state and region listed in paragraphs 3 and 4, respectively, of this Section shall be entitled to one (1) additional member for every three (3) percent of the total dollars contributed to the ministries and operations of the Fellowship that the state or region contributed as calculated from the average contributions of the state or region and of the total contributions received by the Fellowship over the three (3) immediately preceding fiscal years in accordance with paragraph 5(c) of this Section.

   (c) The number of additional members to which each state and region shall be entitled shall be calculated in all years ending with the digits zero (0) and five (5)—i.e., 2010, 2015, 2020, 2025, ... After each calculation the Moderator shall notify each state and region by March 1 of the number of members to which each state and region shall be entitled effective with the forthcoming fiscal year.

   (d) Notwithstanding paragraphs 5(a–c) of this Section, no state or region shall have more than ten (10) Coordinating Council members.

   (e) The maximum number of Coordinating Council members elected from states and regions shall be sixty-nine (69). Whenever application of the formulas in paragraphs 5(a) and 5(b) of this Section results in more than sixty-nine (69) members to be nominated by states and regions, the Legal Affairs Committee shall adjust the formula so that the number of said members will not exceed sixty-nine (69) and shall include the revised formula in the next revision of the Bylaws. Any such adjustment shall be approved by the Coordinating Council; shall allot at least one (1) member to each state and at least two (2) members to each region listed in paragraphs 3 and 4, respectively, of this Section; and shall not require a member currently serving on the Coordinating Council to leave the Coordinating Council prior to the expiration of his or her term.

   (f) At-large members of the Coordinating Council, the members from the racial/ethnic networks, the officers, and the chairpersons of Coordinating Council sub-groups not otherwise nominated and elected to Coordinating Council membership shall neither be counted as members from any state or region as set forth in paragraphs 3 and 4, respectively, of this Section nor included in the maximum number of members from states and regions specified in paragraph 5(e) of this Section.

6. The Coordinating Council may enter into partnerships with racial/ethnic networks to further the work of the kingdom among all peoples. Each partnering network may nominate up to two (2) members of its network for membership on the Coordinating Council.

Section 2. Length of Service

1. Members shall serve three-year terms, with approximately one-third of the terms expiring at the conclusion of each fiscal year.

2. No member shall serve consecutive full three-year terms.

Section 3. Responsibilities and Authority

The Coordinating Council shall have the following responsibilities and authority:

1. To conduct the business of the Fellowship when the Fellowship is not meeting in General Assembly.

2. To appoint persons in accordance with the following procedures to serve the uncompleted terms of members who leave the Coordinating Council between meetings of the General Assembly:

   (a) Persons who move their residence of record from the state or region that nominated them shall be deemed to have left the Coordinating Council; however, the remaining Coordinating Council members from that state or region, or the state or region itself if there are no remaining Coordinating Council members from that state or region, may recommend to the Coordinating Council that a vacancy not be declared if they believe such person will continue to adequately represent their state or region. If the Coordinating Council then determines that such person will continue to adequately represent that state or region, it may declare that no vacancy exists. If the Coordinating Council declares that a vacancy exists, then the remaining Coordinating Council members from that state or region, or the state or region itself if there are no remaining Coordinating Council members from that state or region, may nominate a person to fill the vacancy. If the Coordinating Council rejects the nominee, the remaining Coordinating Council members of that state or region, or the state or region itself if there are no remaining Coordinating Council members from that state or region, may present another nominee for election.

   (b) If an at-large member leaves the Coordinating Council before the expiration of his or her term, then the Nominating Committee may nominate a person to fill the vacancy. If the Coordinating Council rejects the nominee, then the Nominating Committee may present another nominee.

   (c) If a racial/ethnic network member leaves the Coordinating Council before the expiration of his or her term, then the remaining member of the racial/ethnic network, or the racial/ethnic network itself if there is no remaining Coordinating Council member from the racial/ethnic network, may nominate a person to fill the vacancy. If the Coordinating Council rejects the nominee, then the remaining member of the racial/ethnic network, or the racial/ethnic network itself if there is no remaining Coordinating Council member from the racial/ethnic network, may present another nominee.

   (d) A person elected to fill a vacancy shall serve until the conclusion of the next meeting of the General Assembly at which the state, region, or racial/ethnic network shall present a nominee through the Nominating Committee to serve the remainder, if any, of the uncompleted term and the Nominating Committee shall present nominees for at-large members.

3. To employ and to terminate the Coordinator. The Coordinator**,** with the consent of the Coordinating Council or the Personnel Committee as delegated by the Coordinating Council, or as specified in personnel policies and procedures adopted by the Coordinating Council, shall have authority to employ and terminate employees of the Fellowship and to delegate their employment and termination to other members of the Resource Center staff.

4. To establish policies for the ministries of the Fellowship and for the operations of the Resource Center.

5. To establish personnel policies.

6. To establish financial policies and to oversee the Resource Center's administration of the finances of the Fellowship.

7. To recommend a budget for adoption at each meeting of the General Assembly.

8. To designate those with authority to issue checks on funds of the Fellowship.

9. To plan and coordinate meetings of the General Assembly.

10. To report its substantive decisions to the Fellowship.

11. To do all things necessary to implement the directives of the General Assembly meeting in business session.

12. To organize itself in ways that most effectively support the Mission Statement of the Fellowship. This includes the authority to create, alter, or abolish Coordinating Council sub-groups, except that the Coordinating Council shall continuously maintain an Advisory Council, Nominating Committee, Personnel Committee, and Finance Committee to perform the duties specified in these Bylaws. The Coordinating Council may determine the pur-

pose, duties, powers, size, composition, organizational structure, and names of its sub-groups and may determine the method for selecting their chairpersons and members and their terms of service, provided that the majority of the members of every sub-group shall be members of the Coordinating Council, and no chairperson or member of a sub-group may serve more than three (3) consecutive years. Members of sub-groups who are not members of the Coordinating Council shall be approved for sub-group membership by the Coordinating Council. The Coordinating Council shall report its organizational structure at each meeting of the General Assembly.

Section 4. Officers

1. The officers of the Fellowship shall be the officers of the Coordinating Council.
2. The Moderator shall preside at all meetings of the Coordinating Council and of the Advisory Council.
3. The Moderator-Elect shall perform the duties of the Moderator in the absence of the Moderator.
4. The Recorder shall maintain meeting minutes and other records of the General Assembly, the Coordinating Council, and the Advisory Council.

Section 5. Advisory Council

1. The Advisory Council shall be comprised of the officers, the chairpersons of Coordinating Council sub-groups specified by the Coordinating Council, the Coordinator and his or her direct-reporting coordinators, and other members of the Coordinating Council and Resource Center staff as may be specified by the Coordinating Council.
2. The Advisory Council shall have authority to conduct the business of the Fellowship and the Coordinating Council between Coordinating Council meetings.
3. Action items of the Advisory Council shall be reported to and be subject to the review of the Coordinating Council.

Section 6. Temporary Committees

The Moderator may appoint temporary committees in consultation with the other officers and the Coordinator. The Coordinator may appoint temporary committees or delegate their appointment in consultation with the officers.

Section 7. Nominating Committee

1. The Nominating Committee membership shall be comprised of one Coordinating Council member from each state and each region and one Coordinating Council member from among the racial/ethnic networks as selected by each state, each region, and the racial/ethnic networks, respectively. The immediate Past Moderator shall be the chairperson of the Nominating Committee, or in the absence of such person, a person selected by the Advisory Council.
2. The Nominating Committee shall receive the names of the nominees for Coordinating Council membership from the states, regions, and racial/ethnic networks and shall present those names to the General Assembly for election. In addition, the Nominating Committee shall nominate at-large members of the Coordinating Council.
3. The Nominating Committee shall nominate a Moderator-Elect and a Recorder at each meeting of the General Assembly.
4. The Nominating Committee shall nominate Fellowship institutional representatives to the governing bodies of external organizations, and these nominees shall be elected to their positions by the General Assembly.

Article 7. Conflict of Interest

No employee of the Fellowship shall serve as a member of the Coordinating Council. Any member with a conflict of interest relating to any matter which is being considered by the Coordinating Council or the Advisory Council shall disclose that fact to the Coordinating Council or the Advisory Council prior to a vote being taken and shall not vote on such matter. A conflict of interest exists when a member has any personal or financial interest which may interfere with the member's ability to vote on a matter solely on the basis of the best interests of the Fellowship.

Article 8. Indemnification

Section 1. Coordinating Council Same as Board of Directors
For purposes of this Article, Coordinating Council members shall be directors, and the Coordinating Council shall be the Board of Directors.

Section 2. Indemnification
The Corporation shall indemnify its officers and directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Code of Georgia; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions.

Section 3. Insurance
The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain said insurance under Code of Georgia, Section 14-3-857 against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provision, or arising out of such persons' status as described in said statutory provision, whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Georgia.

Section 4. Reimbursement
The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding provided for hereunder in advance of a final disposition of the proceeding if the director submits to the Secretary-Treasurer of the Corporation a written request which complies with the requirements set forth in Georgia Code Section 14-3-853. The Secretary-Treasurer of the Corporation, upon receipt of such a request for indemnification, shall promptly advise the Board of Directors in writing that such director has requested indemnification, and the determination of such director's entitlement to indemnification shall be made by the Board of Directors within a reasonable time after the receipt of such written request.

Section 5. Continuing Benefit
The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article 9. Amendments

The Bylaws may be amended by a two-thirds vote of Fellowship members present and voting at a meeting of the General Assembly, provided that notice of the proposed amendment shall have been made available to Fellowship members attending the meeting of the General Assembly at least one (1) business session prior to voting on the amendment. All motions from the floor to amend the Bylaws shall be referred to the Legal Affairs Committee. The Coordinating Council may amend the Bylaws only to meet legal requirements for incorporation or to maintain tax exempt status by a two-thirds vote at a duly called meeting of the Coordinating Council, provided the proposed amendment shall have been submitted to the members of the Coordinating Council at least ten (10) calendar days prior to the meeting in which the amendment is to be considered.

Article 10. Review

The Coordinating Council shall review the Bylaws in all years ending with the digits zero (0) and five (5)—i.e., 2010, 2015, 2020, 2025, . . .—for the purpose of reconciling the Bylaws to changes in and growth of the Fellowship.