



CONSTITUTION

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 bring together Baptists who desire to call out God's gifts in each person in order that the Gospel of Jesus Christ will be spread throughout the world in glad obedience to the Great Commission. The Fellowship is committed to the preservation and propagation of individual and historic Baptist freedoms and distinctives, including the priesthood of all believers, the acceptance of the authority of the Bible without the aid of creeds, the autonomy of each church, and the separation of church and state in the interests of religious liberty.

Article III. Membership

The Fellowship shall be composed of individual Baptists and Baptist churches as set forth in the by-laws. The by-laws may provide for institutions and state and regional Fellowship organizations to become affiliated with the Fellowship on approval of the Coordinating Council.

Article IV. Meetings

The Fellowship shall meet annually in General Assembly as set forth in the by-laws. Special meetings may be called by the Coordinating Council in accordance with the by-laws.

Article V. Representation

In the election of officers and in all nominations and appointments to the Coordinating Council, all committees, task groups and ministry groups, a balance shall be sought from the full diversity of the individuals and churches that compose the Fellowship, of, but not limited to, clergy and laity, men and women, as well as racial/ethnic, geographical and age diversity.

Article VI. Coordinating Council

Section 1. Election

The Coordinating Council shall be elected as set forth in the by-laws.

Section 2. Authority

The Coordinating Council shall have the authority to conduct the business of the Fellowship between meetings of the Fellowship's General Assembly, and such other authority as shall be set forth in the by-laws; however, the Coordinating Council shall not alter actions of the General Assembly, except that the Coordinating Council, in the event of financial shortfall, may alter the budget if the Coordinating Council by three-fourths vote finds it 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 the General Assembly, serve as chair of the Coordinating Council, and shall be an *ex-officio* member of all of the Fellowship's ministry groups, task groups and committees.
2. The Moderator-Elect shall serve in the absence of the Moderator.

3. The Recorder shall maintain accurate minutes of the General Assembly and of the meetings of the Coordinating Council.

Section 3. Election

The officers shall be elected at the General Assembly. The Nominating Committee shall present nominations for the officers, and if additional nominations are made from the floor, the nominees must have given their prior consent to nomination. The Moderator-Elect shall succeed the following year to the office of Moderator.

Section 4. Limitation of Service

The Moderator shall serve a one-year term, and may not serve the succeeding term except that if the Moderator-Elect serves a part of an uncompleted term of the Moderator, the Moderator-Elect may serve the succeeding full term.

Section 5. Removal of Officers

Any officer may be removed at the General Assembly or at a special meeting of the Fellowship called by the Coordinating Council for such purpose. A two-thirds vote will be required to remove an officer.

Article VIII. Amendments

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

Article IX. Review

The Constitution shall be reviewed every five (5) years by the Coordinating Council for the purpose of reconciling the Constitution to changes in and growth of the Fellowship.

BY-LAWS

Article 1. Definitions

As used herein, Fellowship shall mean the Cooperative Baptist Fellowship, ministry groups shall mean standing groups established to plan and implement the ministries of the Fellowship, task groups shall mean standing sub-groups of ministry groups, committees (with the exception of the Nominating Committee) shall mean temporary groups established to address specific purposes, and state shall include the District of Columbia.

Article 2. Membership

The membership of the Fellowship shall be composed of individual Baptists, Baptist churches and the members thereof, who contribute annually to the ministries and operations of the Fellowship. All members shall be entitled to vote at the General Assembly. Institutions and state and regional Fellowship organizations may have non-voting affiliations.

Article 3. Meetings

Section 1. Fellowship

The Fellowship shall meet annually in a General Assembly for worship, fellowship, and business at a time and place fixed by the Coordinating Council. The Coordinating Council shall give notice of the time and place of the meeting no less than six months prior to the first day of the General Assembly. The Coordinating Council by a two-thirds vote may call special meetings of the General Assembly upon giving thirty (30) days notice through the public press and shall state the purpose of the meeting in the call.

Section 2. Coordinating Council

1. The Coordinating Council shall meet at such time and place as it shall determine, but shall hold one meeting in conjunction with the General Assembly.

2. Members must be in attendance to vote on matters presented at meetings of the Coordinating Council.
3. Written notice of the meetings of the Coordinating Council shall be given at least fifteen (15) days prior to the date of the meeting.
4. Meetings of the Coordinating Council shall be called by the Moderator or by the Moderator-Elect in the absence of the Moderator, or by the Advisory Council.

Section 3. Advisory Council

1. The Advisory Council shall meet as often as its members deem necessary, provided that notice of said meeting is given at least five (5) business days prior to the date of the meeting.
2. Meetings of the Advisory Council shall be called by the Moderator or the Moderator-Elect in the absence of the Moderator, or by a majority of the members of the Advisory Council.

Section 4. Open Meetings

All meetings of the Fellowship, the Coordinating Council, the Advisory Council, committees, task groups and ministry groups, with the exception of the Nominating Committee and Personnel Task Group, shall be open to any member of the Fellowship. Meetings of the Nominating Committee and Personnel Task Group, meetings pertaining to litigation and contracts, and meetings requested to be closed by an employee when personnel matters are involved shall be open only to those admitted by the Coordinating Council, committee or group which is meeting.

Section 5. Resolutions

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. Any member of the Fellowship may present, in writing, a motion described in this section to the appropriate committee, task group or ministry group for its consideration. If approved by a three-fourths vote of the total membership of the committee, task group or ministry group in its original form or as amended, the motion shall be referred to the Advisory Council. If the motion is approved by a three-fourths vote of the total 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. Such motion shall require a three-fourths vote of the General Assembly to be approved.

Article 4. Quorum

1. Twenty-five (25) percent of the individuals registered at a meeting of the General Assembly shall constitute a quorum.
2. Forty (40) members of the Coordinating Council shall constitute a quorum.
3. A majority of a committee, task group or ministry group 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 by-laws, the Constitution of the Fellowship and any special rules of order the Fellowship may adopt.

Article 6. Coordinating Council

Section 1. Election

Members of the Coordinating Council shall be nominated by states and regional clusters hereafter named, Racial/Ethnic Networks and the Nominating Committee (at-large members). The persons nominated shall be elected by a majority vote of the General Assembly; however, if the General Assembly rejects a nominee, the state or regional cluster, the Racial/Ethnic Network or Nominating Committee (at-large member) shall propose another nominee.

Section 2. Representation

1. The Coordinating Council shall consist of members representing states and regional clusters and Racial/Ethnic Networks and no more than ten (10) at-large members elected as provided in Section 1, officers of the Fellowship, and chairpersons of task groups not otherwise Council

members. All members of the Coordinating Council shall be members of the Fellowship as defined in Article 2.

2. The states and regional clusters listed below shall be represented at a minimum as follows:

State/Number of Members

Alabama	1	Missouri	1
Arkansas	1	North Carolina	1
Florida	1	South Carolina	1
Georgia	1	Tennessee	1
Kentucky	1	Texas	1
Louisiana	1	Virginia	1
Mississippi	1		

Regional Cluster/Number of Members

North Central Cluster (Illinois, Indiana, Iowa, Michigan, Minnesota, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin)	2
Mid-Atlantic Cluster (District of Columbia, Maryland, Delaware, West Virginia)	2
Northeast Cluster (New York, New Jersey, Pennsylvania, Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont, Maine)	2
Oklahoma-Kansas Cluster (Oklahoma, Kansas)	2
West Cluster (California, Arizona, Alaska, Colorado, Hawaii, Montana, Nevada, New Mexico, Oregon, Washington, Utah, Idaho, Wyoming)	2

At-large members of the Coordinating Council, the officers, the members from the Racial/Ethnic Networks, and chairpersons of task groups not otherwise Coordinating Council members are not to be counted as members from any state or regional cluster set forth above nor included in the maximum number of members specified in paragraph 3(d) below.

3. Additional Representation

- (a) Each state shall be entitled to one (1) additional member if its total number of churches is two (2) percent or greater of the total number of churches contributing to the ministries or operations of the Fellowship as averaged over the three (3) most recent fiscal years.
- (b) Each state and regional cluster shall also be entitled to one additional member for every three (3) percent of the total dollars contributed to the ministries and operations of the Fellowship as calculated from the average of the total contributions to the Fellowship over the three (3) most recent fiscal years.
- (c) It is provided, however, that no state or regional cluster shall have more than a total of ten (10) Coordinating Council members.
- (d) The maximum number of members to be elected from states and regional clusters shall be 69.
- (e) Whenever application of the above formula results in more than 69 members to be elected by states and regional clusters, the Legal Affairs Task Group shall be directed to adjust the formula so that the number of said members does not exceed 69; provided that any such adjustment shall be subject to approval of the Coordinating Council, shall allot at least one (1) member to each state and two (2) members to each regional cluster listed in Section (2) above, and shall not require a member currently serving on the Coordinating Council to leave the Coordinating Council prior to the end of his or her term.
- (f) Whenever application of the formula requires a change in the number of regional clusters or in the states assigned to a regional cluster, the Coordinating Council shall have authority to add or eliminate regional clusters and to assign or reassign states to regional clusters.
- (g) The number of members to which each state and regional cluster shall be entitled shall be calculated every three (3) years commencing as soon after June 30, 1999 as possible, and every three (3) years thereafter. After each calculation the Moderator shall notify each state and

regional cluster not later than March 1 of the number of members to which each shall be entitled effective with the forthcoming General Assembly.

4. States, regional clusters, and Racial/Ethnic Networks are encouraged to select their nominees by May 1 each year and to forward their names promptly to the Nominating Committee.
5. Nominees from each state and regional cluster shall be selected in accordance with procedures adopted for that purpose by each state and regional cluster, provided that reasonable notice shall be given to interested persons of the time and place of the meeting at which nominees shall be selected. In the event of a challenge to any of the nominees from any state or regional cluster on the basis of the procedures by which the nominees were chosen, the members then serving from that state or regional cluster shall resolve the challenge by a majority vote.
6. The Coordinating Council may enter into partnerships with Racial/Ethnic Networks to further the work of the Kingdom among all peoples. Each partnering Racial/Ethnic Network may nominate no more than two (2) members of the Coordinating Council. The members from each Racial/Ethnic Network shall be elected to three-year terms.

Section 3. Length of Service

1. Members shall serve for three-year terms, with approximately one-third of the terms expiring at the conclusion of each annual General Assembly.
2. No member shall serve consecutive full three-year terms.

Section 4. Responsibilities

The Coordinating Council shall have the following responsibilities and authority:

1. To conduct the business of the Fellowship when the Fellowship is not in General Assembly.
2. To appoint persons to serve the unexpired term of members who leave the Coordinating Council between the annual sessions of the General Assembly. Persons who move their residence of record from the state or regional cluster that nominated them shall be deemed to have left the Coordinating Council; however, the remaining members from the state or regional cluster may recommend to the Coordinating Council that a vacancy not be declared if such person will continue to adequately represent the state or regional cluster. If the Coordinating Council finds the person will continue to adequately represent the state or regional cluster it shall declare that no vacancy exists. If a vacancy is declared, a person nominated by the remaining

members from the state or regional cluster shall be submitted to the Coordinating Council for election. If the Coordinating Council rejects a nominee the remaining members shall present another nominee for election. If an at-large member leaves the Coordinating Council, the Nominating Committee shall nominate a person to fill the vacancy. If the Coordinating Council rejects a nominee, the Nominating Committee shall present another name. Persons elected to fill a vacancy shall serve until the conclusion of the next General Assembly when the state or regional cluster shall present a nominee to serve the uncompleted term, and the Nominating Committee shall present nominees for at-large members.

3. To employ and to terminate the Coordinator. The Coordinator, by and with the consent of the Coordinating Council or the Personnel Task Group 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 personnel to operate the office of the Fellowship. All staff of the Fellowship shall serve under the direct or indirect supervision of the Coordinator.
4. To establish financial policies and to administer the finances of the Fellowship. The Coordinating Council shall recommend a budget to the General Assembly each year for adoption.
5. To establish policy for the operation of the staff and ministries of the Fellowship.
6. To plan and coordinate the General Assembly.
7. To report its decisions to and be accountable to the Fellowship at the General Assembly.
8. To approve all contracts entered into on behalf of the Fellowship. Said authority may be delegated to the Coordinator.
9. To obtain all insurance coverage deemed necessary.
10. To designate those with authority to draw checks on Fellowship funds.
11. To fix the amount of a bond to cover all persons who receive or disburse Fellowship funds.
12. To obtain an independent audit of all Fellowship finances after the close of the fiscal year and to make such audit public.
13. To do all things necessary to carry out the directives of the Fellowship as adopted and authorized by action of the General Assembly.
14. Notwithstanding the provisions of this Article, the Coordinating Council may, by a two-thirds vote, organize itself in ways that most effectively support the Mission Statement of the

Fellowship. This includes the freedom to create, alter, or abolish committees, task groups or ministry groups, except that the Coordinating Council shall continuously maintain an Advisory Council, Nominating Committee, Personnel Task Group and Finance Task Group to perform the duties specified in this Article. The Coordinating Council may determine the purpose, duties, powers, size, composition, name, and method of selection of members and chairpersons of any committee, task group or ministry group, provided that the chairperson of every ministry group shall be a member of the Coordinating Council, the majority of the members of every task group and ministry group shall be members of the Coordinating Council, and no chairperson or member of a task group or ministry group may serve more than three (3) consecutive one-year terms. The organizational structure approved by the Coordinating Council has authority to function and shall be reviewed by the General Assembly.

Section 5. Officers

1. The officers of the Fellowship shall be the officers of the Coordinating Council. The Coordinator shall serve as Assistant Secretary-Treasurer.
2. The Moderator shall preside over all meetings of the Coordinating Council and all meetings of the Advisory Council.
3. The Moderator-Elect shall carry out the duties of the Moderator in the absence of the Moderator.
4. The Recorder shall maintain accurate minutes and other records of the Coordinating Council and the Advisory Council.

Section 6. Advisory Council

1. The Advisory Council of the Coordinating Council shall be comprised of the officers, the chairpersons of ministry groups, the Coordinator and his or her direct-reporting coordinators, and other members of the Coordinating Council and office staff if and as approved by the Coordinating Council.
2. The Advisory Council shall have authority to conduct the business of the Fellowship and the Coordinating Council between sessions of the Coordinating Council.
3. All decisions of the Advisory Council shall be reported to and be subject to the review of the Coordinating Council.

Section 7. Committees

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

Section 8. Task Groups and Ministry Groups

1. The Coordinating Council shall be empowered to establish committees, task groups and ministry groups to carry out the work and witness of the Fellowship.
2. Chairpersons of the task groups and ministry groups shall be appointed as specified in Section 4 of this Article. Chairpersons of task groups who are not otherwise Coordinating Council members shall serve as a voting members of the Coordinating Council while serving as chairpersons. Chairpersons may serve up to three (3) consecutive one-year terms.
3. Task group and ministry group members shall be appointed as specified in Section 4 of this Article. A majority of the members of each task group and ministry group shall be members of the Coordinating Council. Members of task groups and ministry groups not members of the Coordinating Council shall be approved by the Coordinating Council. Task group and ministry group members may serve up to three (3) consecutive one-year terms.

Section 9. Nominating Committee

1. The Nominating Committee shall be composed of one member of the Coordinating Council from each state and regional cluster and one member from among the Racial/Ethnic Networks, selected by each state and regional cluster and the Racial/Ethnic Networks, and the immediate past Moderator shall be the chairperson of the committee, or in the absence of such person, a person selected by the Advisory Council.
2. The Nominating Committee shall receive the nominees for the Coordinating Council from the states, regional clusters, and the Racial/Ethnic Networks and present those names to the General Assembly for election. In addition, the Nominating Committee shall nominate no more than ten (10) at-large members of the Coordinating Council to replace at-large members who rotate off the Coordinating Council.

3. At each annual General Assembly the Nominating Committee shall present a nominee for Moderator-Elect and for Recorder.

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 shall disclose that fact to the Coordinating 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. 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 2. Insurance

The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain 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 3. 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 shall promptly upon receipt of such a request for indemnification, 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 4. Continuing Benefit

The indemnification and advancement of expenses provided by or granted pursuant to this Article 8 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.

Section 5. Coordinating Council Same as Directors

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

Article 9. Amendments

The by-laws may be amended by a two-thirds vote at a General Assembly of the Fellowship provided notice of the proposed amendment shall be given twenty-four (24) hours prior to a vote on the amendment. All motions to amend the by-laws from the floor shall be referred to the Legal Affairs Task Group. The Coordinating Council may amend the by-laws 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) days prior to the meeting in which the amendment is to be considered.

Article 10. Review

The by-laws shall be reviewed every five (5) years by the Coordinating Council for the purpose of reconciling the by-laws to changes in and growth of the Fellowship.