



## BYLAWS

### Article 1. **NAME AND LOCATION OF OFFICE**

#### SECTION 1. **NAME**

The name of the corporation is The Alliance of Baptists, Inc. (hereinafter referred to as “the Corporation”).

#### SECTION 2. **PRINCIPAL OFFICE**

The principal office of the corporation is located in Wake County, North Carolina. ~~at 1801 Hillsborough Street, Raleigh, North Carolina 27605.~~

#### ~~SECTION 2. CHANGE OF ADDRESS~~

~~The Board of Directors may change the principal office from one location to another within Wake County and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.~~

### Article 2. **PURPOSES**

#### SECTION 1. § 501(C)(3) Purpose

This Corporation is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, including, for such purposes, the taking of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

In partnership with others, the Alliance of Baptists seeks to be a prophetic Baptist voice and presence pursuing God’s justice for all people and the planet to advance God’s commonwealth on earth.

#### SECTION 2. Commitment to Antiracism and Equity

This Corporation has an explicit commitment to the values of antiracism and equity throughout its mission, governance, workplace, and relationships. These values are codified in an Antiracism and Equity Policy adopted by the Board.

### Article 3. **MEMBERSHIP AND MEETINGS**

#### SECTION 1. **QUALIFICATION**

The membership of the Alliance of Baptists shall be composed of:

(1) Individuals **who are engaged in the life of** ~~the equivalent of the minimum membership dues (as set annually by the Board of Directors) within the current, or previous, fiscal year.~~ **the Corporation.**

(2) Entities or groups such as congregations, theological schools, **ministry partners**, and other non-profit organizations ~~that have contributed the equivalent of the minimal dues (as set annually by the Board of Directors) within the current, or past, fiscal year.~~ **that are engaged in the life of the Corporation.**

(3) ~~Individuals who have been given the status of a lifetime membership by action of the Board of Directors.~~

## **SECTION 2. ~~VOTING~~ DECISION-MAKING**

(1) Individual members are entitled ~~to the right~~ to participate fully in the decision-making process as outlined in “Article 8. **Caucuses**, Discernment and Consensus as Means of Decision-Making” at the Annual Meeting and must be present to do so. **Proxy decision-making is not allowed.**

~~(2) Entities or groups who are members of the Alliance of Baptists may designate an individual to represent them in the decision-making process as outlined in “Article 8. Discernment and Consensus as Means of Decision Making” at the annual meeting and that individual must be present to do so.~~

## **SECTION 3. ANNUAL MEETING**

The Alliance of Baptists shall meet **at least** annually for worship, fellowship, and business at such times and places **and through such means** as shall be determined by the Board of Directors.

## **SECTION 4. QUORUM**

Members present at a duly held business session of the annual meeting shall constitute a quorum. **The annual meeting may be conducted in person and/or by one or more means of remote communication through which all in attendance may participate with each other during the meeting. Participation in a meeting by such means shall constitute presence at an annual meeting.**

## **SECTION 5. MEMBER ACTION AS ALLIANCE ACTION**

Every act or decision done or made in accordance with these Bylaws by members present at a duly held business session of the annual meeting at which a quorum is present is an act of the Alliance of Baptists.

## **~~SECTION 6. DIVERSITY~~**

~~The Alliance of Baptists welcomes, affirms and celebrates a diversity of people among its membership. In all of its life and work, as well as in the nomination and election of Officers and Directors, the Alliance of Baptists shall seek to reflect the diversity of its membership in its callings, gifts and passions, as well as in race, ethnicity, gender, national origin, age, disability, gender expression, sexual identity, geographic location and congregational representation.~~

## **Article 4. BOARD OF DIRECTORS**

### **SECTION 1. ELIGIBILITY**

Members of the Board of Directors must be individual members of the Alliance of Baptists as defined in Article 3, Section 1. **Pursuant to the Corporation’s commitment to antiracism and equity, at least forty percent (40%) of the Directors and Officers shall be Black, Indigenous, and People of Color (BIPOC).**

### **SECTION 2. ~~CLASSES~~ NUMBER AND TERM OF OFFICE**

The total membership of the Board of Directors shall not exceed twenty-three (23), and shall include:

(1) No more than eighteen (18) Directors who are nominated by the Nominating Committee and elected by the membership at the annual meeting. These directors shall be grouped into three “classes” so that no more than 6 new Directors are elected each year. These directors shall serve one three (3) year term and may serve an additional three (3) year term in succession. At least two (2) years must elapse upon completion of a Director’s second term before the Director is eligible for reelection. Directors shall assume their positions ~~upon their election at the annual meeting in~~ **at the conclusion of the annual meeting** at which they are elected and their term shall end ~~upon the election of new Directors at the~~ **at the conclusion of** the annual meeting in the year that their term ends.

(2) **Five (5)** ~~Ex-Officio~~ Directors to include the four (4) Officers (see Article 5 below) ~~of the Alliance~~ and the immediate past President of the Alliance.

(3) Ecumenical and interfaith representatives ~~are welcome to~~ **may be invited to** serve and participate on the Board of Directors and shall be given a voice, but no vote. ~~Participation of~~ Ecumenical and interfaith representatives ~~shall be at the invitation of the Board of Directors and such representatives~~ shall not be counted among the 23 board members, ~~and~~ nor be counted toward a quorum of the Board.

### **SECTION 3. POWERS**

**The business and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the Board of Directors or by such Executive Committee as the Board may establish pursuant to these bylaws.**

The Board of Directors shall be vested with all of the powers and duties given to Boards of Directors pursuant to NCGS§ 55A, Article 8.

#### SECTION 4. RESPONSIBILITIES

The Board of Directors shall **act in good faith and in the best interests of the Corporation to:**

- (1) Conduct the business of the Alliance of Baptists when the Alliance of Baptists is not in annual meeting in keeping with its fiduciary, financial, personnel, legal and governance responsibilities **and these bylaws.**
- (2) **Serve within an antiracist framework, actively engage in ongoing learning about antiracism and equity, and ensure implementation of the Antiracism and Equity Policy.**
- (3) **Register their legal addresses and email addresses with the Secretary of the Corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.**
- (4) Appoint persons to serve the unexpired terms of persons who leave the Board.
- (5) Employ and discharge personnel.
- (6) Establish financial policies and govern the finances of the Alliance of Baptists.
- (7) Establish policy for the operation of the staff and the ministries of the Alliance of Baptists.
- (8) Organize and ~~implement~~ **execute** the annual meeting.
- (9) Report its decisions to the Alliance of Baptists **membership** at the annual meeting.
- (10) Provide a written financial report to the membership at the annual meeting.
- (11) Establish special task groups as needed that shall be appointed by the Executive Committee. All special task groups shall report their findings and recommendations to the Board. Funding for task groups will be addressed on a case-by-case basis but in all cases must be approved by the Board of Directors.
- (12) Secure financial resources for the mission and ministry of the Alliance of Baptists.
- (13) ~~As individuals contribute~~ **Contribute** financially **as individuals** on an annual basis to the Alliance of Baptists.
- (14) **Appoint each Director to a working committee.**

#### SECTION 5. COMPENSATION

Directors shall serve without compensation except that they may, at their discretion and by a majority vote of their number, be reimbursed for expenses actually incurred by them when attending regular or special meetings of the Board of Directors and otherwise carrying out their duties to the corporation. **Reimbursement of actual expenses incurred while in the performance of duties shall not be considered compensation.**

#### SECTION 6. MEETINGS

- (1) The Board of Directors shall meet at least twice a year and have the authority to meet as often as the Board of Directors deems necessary via conference call, electronically, or through other means, provided that notice of said special meeting or requested action is given at least seven (7) days prior to the meeting or requested response.
- (2) The Board of Directors must be in attendance, participate in **video conferencing** or conference calls, or respond to electronic communication within the timeframe requested in order to vote on matters presented to the Board of Directors.
- (3) Meetings of the Board of Directors shall be called by the President, or Vice President in the absence of the President, or by the Executive Committee, or by a third ~~majority~~ of the Board of Directors.

#### SECTION 7. NOTICE OF MEETINGS

Notice of any meetings of the Board of Directors shall be by written notice delivered personally, by mail or by electronic mail to each Director at the address shown on the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. **If notice is delivered by email, such notice shall be deemed delivered when the transmission is sent.**

Notices shall include date, time, and place of the meeting and be provided as follows:

- (1) Regular meetings of the Board shall be held with at least sixty (60) days prior notice to each director which shall designate the date, time, and place of the meeting.
- (2) Special meetings of the Board may be held with at least seven (7) days prior notice to each director. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(3) Whenever any notice of a meeting is required to be given to any Director under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 8. QUORUM FOR MEETINGS**

The presence of one-half of the Board members shall constitute a quorum for the transaction of business as long as the quorum consists of 40% BIPOC. A quorum does not include ecumenical and interfaith representatives. Participation in a meeting by one or more means of remote communication shall constitute presence at a meeting of the Board.

#### **SECTION 9. MAJORITY CONSENSUS ACTION AS BOARD ACTION**

Unless state law requires a different standard, every act or decision done or made in accordance with these Bylaws by the Board of Directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors.

#### **SECTION 10. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all members of the Board shall individually or collectively consent in writing - whether hard copy or electronic - to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous decision of the Directors. Any certificate or other document filed on behalf of the corporation relating to an action taken by the Board without a meeting shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of the Corporation authorized its Directors to so act.

#### **SECTION 11. RESIGNATION**

Any Director may resign at any time by giving written or oral notice to the President or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, at the time such resignation is received by the President or Secretary.

#### **SECTION 12. REMOVAL**

Any Director may be removed by the Board of Directors with or without cause at any time by a two-thirds vote of the Directors at a duly-called meeting of the Board. Notice of such removal shall be given in the notice of the meeting at which removal shall take place. The removal of any person from office shall be without prejudice to any contract rights of the person so removed. Election of a Director shall not of itself create contract rights.

#### **SECTION 13. VACANCIES**

Any vacancy occurring on the Board of Directors shall be filled by a ~~vote-conducted~~ decision made in accordance with these Bylaws by the remaining Directors, though less than a quorum. A person elected to fill a vacancy on the board shall complete the unexpired term of the Director being replaced. If this term exceeds half of the full term, then the term shall be viewed as a full term for purposes of re-election.

#### **SECTION 14. NONLIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation except as otherwise provided by law.

#### **SECTION 15. INSURANCE FOR CORPORATE AGENTS**

Except as otherwise provided by law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

#### **SECTION 16. CONFLICT OF INTEREST**

Directors and Board committee members at all times have an affirmative and continuing duty of disclosure to the Board at the earliest possible time any actual or potential conflict of interest and all facts surrounding the matter. The

Board of Directors shall adopt a Conflict of Interest policy that complies with legal and IRS requirements and recommendations. Each Director shall complete a disclosure form annually to be kept with the corporate papers.

## Article 5. OFFICERS

### SECTION 1. DESIGNATION OF OFFICERS

- (1) The Officers of the Alliance of Baptists shall serve as the Officers of the Board of Directors and shall include a President, Vice President, Secretary and Treasurer.
- (2) The President shall moderate all meetings of the Board of Directors and all meetings of the Executive Committee.
- (3) The Vice President shall serve in the absence of the President and shall undertake additional duties as the President or Board of Directors may request.
- (4) The Secretary shall ~~insure~~ ensure that accurate minutes of all meetings of the Board of Directors, as well as the Annual Meeting, are written, filed and maintained.
- (5) The Treasurer shall work with staff to ~~insure~~ ensure the keeping of accurate financial records and make timely reports to the Officers, the Board of Directors, and the Annual Meeting.
- (6) The corporation may also have other such Officers with such titles as may be determined from time to time by the Board of Directors.

### SECTION 2. ELECTION AND TERM OF OFFICE

The Officers shall be nominated by the Nominating Committee and elected by the membership at the annual meeting. ~~and shall assume the office upon their election.~~ They shall be elected to a two (2) year term. Officers may serve a maximum of two (2) consecutive full terms in office ~~and may then be elected to one three (3) year term as a board member.~~ At least five (5) years must elapse upon completion of an Officer's second term before the Officer is eligible for reelection to that same office. Officers shall assume their positions ~~upon their election at~~ ~~at the conclusion of the annual meeting in which they are elected and their term shall end~~ ~~at the conclusion of the annual meeting in the year their term ends~~ ~~upon the election of new Officers at the annual meeting in the year that their term ends or~~ until a successor shall have been duly elected and qualified.

### SECTION 3. RESIGNATION

Any Officer may resign at any time by giving written or oral notice to the President or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, at the time such resignation is received by the President or Secretary. ~~Unless otherwise provided in the notice of resignation, resignation from an office does not affect membership on the board.~~

### SECTION 4. REMOVAL

Any Officer may be removed by the Board of Directors with or without cause at any time by a two-thirds vote of the Directors at a duly-called meeting of the Board ~~at which a quorum is present.~~ Notice of such removal shall be given in the notice of the meeting at which removal shall take place. The removal of any Officer shall be without prejudice to any contract rights of the person so removed. Election of an Officer shall not of itself create contract rights. ~~Removal of a Director from an office does not result in removal of the Director from the board unless the board separately complies with the procedures for removal of the Director from the board.~~

### SECTION 5. VACANCIES

Any vacancy in an office shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. A vacancy in the office of the President may be filled for the unexpired term by a vote conducted by the Board of Directors in accordance with these Bylaws. If the term of any officer exceeds half of the full term, then the term shall be viewed as a full term for purposes of re-election. ~~In the event of a vacancy in the office of the President, the Vice President shall perform all duties and have all powers of the President until the board elects a new President.~~

### SECTION 6. DELEGATION OF DUTIES

~~In case of the absence of any Officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for a specified period of time, provided a majority of the entire Board concurs therein.~~

## Article 6. INDEMNIFICATION

~~To the fullest extent permitted by law, the Alliance of Baptists will indemnify any person (and that person's heirs, executors, guardians, administrators and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Alliance of Baptists or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Director or Officer of the Alliance of Baptists, or, while a Director or Officer of the Alliance of Baptists, is or was serving at the request of the Alliance of Baptists as a Director, Officer, partner, trustee, employee, or agent of another Alliance of Baptists, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Alliance of Baptists will indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof), was authorized by the Board. The Alliance of Baptists will pay expenses as incurred by any person described in these Bylaw in connection with any action, suit, proceeding or inquiry provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Alliance of Baptists of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.~~

~~The Alliance of Baptists may purchase and maintain insurance on behalf of any person described in Article 3: Section 15 of these Bylaws against any liability asserted against that person, whether or not the Alliance of Baptists would have the power to indemnify the person against that liability under the provisions of this Article or otherwise. The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Alliance of Baptists and each Director or Officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of North Carolina and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in this Article in respect of any act or omission occurring prior to the time of the repeal or modification. If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article.~~

~~Indemnification will not be provided for a Director who is adjudged liable for negligence or misconduct in the performance of a duty as Director. Indemnification provided must not violate the excess benefit transaction rules in Internal Revenue Code Section 4958. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection of this Article may otherwise be entitled or permitted by contract, the Articles of Incorporation, vote of the Board, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Alliance of Baptists that indemnification of any person described in subsection of this Article will be made to the fullest extent permitted by law.~~

~~For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the corporation" will include any service as a Director or Officer of the Alliance of Baptists which imposes duties on, or involves services by, that Director or Officer with respect to an employee benefit plan, its participants, or beneficiaries.~~

~~The Alliance of Baptists may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of the Alliance of Baptists with the same scope and effect as the foregoing indemnification of and advancement of expenses to Directors and Officers.~~

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that the person, their testator or intestate, was an associate, Director, Officer, or other agent of the Corporation, or of any other organization served by that person in any capacity at the request of the Corporation, against judgements, fines, amounts paid in settlement and reasonable expenses, including reasonable attorney's fees. The Corporation may purchase and maintain insurance on behalf of any



person described in Article 4, Section 15 of these bylaws against any liability asserted against that person, whether or not the Corporation would have the power to indemnify the person under the provisions of this article or otherwise.

## Article 7. COMMITTEES

### SECTION 1. DESIGNATION OF COMMITTEES

By resolution adopted by a majority of the Directors, the Board may designate such committees as it may from time to time determine to be necessary. Each committee shall consist of at least two (2) or more Directors, and may also include persons who are not members of the board. All Board committees must be chaired by a Director in good standing except for the CAIRN, Endorsement and Development Committees. Those committees must include at least one board member. Each committee may make recommendations to the Board about issues within its area of responsibilities. The Board of Directors may approve, disapprove, or modify any committee recommendations. Pursuant to the Corporation's commitment to antiracism and equity, forty percent (40%) of the members of each committee must be BIPOC.

### SECTION 2. EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall:

- (1) Be composed of the Officers of the Alliance of Baptists and the immediate past President and shall be chaired by the President.
- (2) Have authority to conduct the business of the Alliance of Baptists in the interim between meetings of the Board of Directors. ~~Any non-budgeted expenditure in excess of \$5000 must be approved by the Board of Directors.~~
- (3) Appoint search committees as needed to fill staff vacancies.
- (4) Report all decisions to the Board of Directors.
- (5) Propose amendments to the Bylaws as deemed necessary.
- (6) Meet a minimum of two times a year and shall have the authority to meet as often as the Committee members deem necessary via conference call, electronically, or through other means, provided that notice of said meeting or requested action is given at least five (5) days prior to the meeting or requested response.
- (7) Meetings of the Executive Committee shall be called by the President, or by the Vice President in the absence of the President, or by a majority of the members of the Executive Committee.

### SECTION 3. NOMINATING COMMITTEE

The Nominating Committee shall:

- (1) Be composed of non-Board members who are nominated by the Executive Committee and approved by the Board of Directors.
- (2) Serve for a two-year term.
- (3) Be composed of six persons, with three committee members rotating on and three rotating off each year.
- (4) Include ~~men and women,~~ clergy and laity and ~~geographically diverse;~~ be diverse in race/ethnicity, sexual and gender identity, and geography.
- (5) Nominate the officers of the Alliance of Baptists in keeping with the provisions of Article 5 of these Bylaws.
- (6) Nominate Directors in keeping with the provisions of Article 4 of these Bylaws.

### SECTION 4. STANDING COMMITTEES

The Board of Directors shall divide itself into standing committees and empower said committees as it deems necessary. Standing committee chairpersons, as well as members of each committee, shall be appointed by the President in consultation with the Executive Committee. Standing Committees shall include:

- (1) The **Finance Committee** shall establish the annual budget of the Alliance, receive and evaluate monthly financial reports, monitor the financial condition of the organization, recommend financial policies and propose actions to the Board based on their review of the financial reports. The Finance Committee shall recommend to the Board policies for the use of endowments, bequests and special gifts.

(2) The **Audit Committee** shall select the auditor, receive and review the audit with the auditor and present the audit to the Board for approval. No one serving on the Finance Committee, nor the Treasurer, shall serve on the Audit Committee.

3) The **Personnel Committee** shall define job descriptions for Alliance employees, establish policies and procedures relating to personnel, conduct an annual performance review of **the co-directors** ~~each Alliance employee~~ (making any necessary recommendations to the Board based on performance reviews), and make salary and benefits recommendations to the Finance Committee.

~~(4) The **Gatherings Committee** shall, in accordance with the priorities, values and directions established by the Board, oversee the selection of gatherings locations and venues and insure the timely and effective planning of gatherings through the appointment of program and logistics task groups.~~

~~(5) The **Committee on Communities** shall coordinate all “communities” of Alliance of Baptists—people who gather around a particular ministry or passion. This committee shall~~

~~(a) Establish and maintain policies in regards to the work of communities;~~

~~(b) Recommend to the Board of Directors the establishment or discontinuance of a community;~~

~~(c) Nominate to the Board of Directors for approval those who shall serve as the “coordinator” of each community established by the Board of Directors;~~

~~(d) Provide for good communications and relationships between the Board of Directors and each community.~~

(4) The **CAIRN Committee** (Clergy Affiliate Information and Resource Network) shall provide leadership and support for Alliance clergy.

~~(65)~~ The **Mission and Ministry Partnerships Committee** shall **oversee all partnerships**, **determine recommend** mission priorities **and partners**, oversee allocation of mission funds and provide vision and guidance for establishing and nurturing ministry and mission partnerships.

(6) The **Endorsement Committee** shall receive recommendations regarding endorsement of chaplains and pastoral counselors from the Endorsement Council and make final endorsement decisions.

## ~~SECTION 5: OTHER COMMITTEES~~

~~The Board of Directors may designate additional committees.~~

## SECTION 5. COMMITTEE QUORUM

A majority of the committee members shall constitute a quorum. ~~These committees may include persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board~~

## Article 8: **CAUCUSES**, DISCERNMENT AND CONSENSUS AS MEANS OF DECISION-MAKING

### SECTION 1. CAUCUSES

The corporation shall use racial/ethnic/identity caucuses and/or affinity groups to provide spaces for members to identify, explore, and give voice to common concerns to ensure that all voices are heard and power is shared equally throughout its mission and ministry.

### SECTION 2. CONSENSUS PROCESS

In making decisions, the Alliance of Baptists shall seek to discern the Spirit in its life together and pursue unity through consensus whenever possible. To do this, the following process should be employed by the Alliance of Baptists in every aspect of its life together. At the Annual Meeting, the President of the Alliance of Baptists, or **the President's** ~~his or her~~ designee, shall serve as the moderator of the meeting, using the principles of discernment and consensus to ~~assure~~ **ensure** an orderly meeting.

#### (1) HEARING



This is a time of serious and respectful listening to all opinions and perspectives, both pro and con.

**(2) DISCUSSION AND DIALOGUE**

This is a time of seeking clarity and understanding for positions held and to discuss and dialogue about the merits and consequences of such positions.

**(3) DISCERNMENT**

This is a time of discerning the Spirit and seeking consensus out of all the options and positions that have been presented and articulated.

**(4) DECISION**

This is a time of deciding a course of action in a faithful attempt to discern the Spirit's direction/guidance and to establish consensus. In the absence of unanimity, participants will be reminded that consensus can be reached if those who are in disagreement feel heard and are willing to "stand aside." If individuals still feel led to block consensus, then consensus may be reached instead to "delay the decision," "decide not to decide," or "empower a designated smaller group to decide the motion." As a final option, the move from consensus to a formal vote requires a 60% majority. In a formal vote, a 60% majority will establish a binding decision.

**Article 9. CONTRACTS, CHECKS, DEPOSITS AND LOANS**

**SECTION 1. CONTRACTS**

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

**SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, brokerage houses or other depositories as the Board of Directors may direct.

**SECTION 4. GIFTS**

The Board of Directors, or any officer, agent, or agents to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, or bequest for the nonprofit purposes of this corporation, **after determining the gift meets the criteria of the Corporation's Gift Acceptance Policy.**

**SECTION 5. LOANS**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific purposes.

**Article 10. RECORDS AND REPORTS**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep:

(1) Minutes of all meetings of Directors and committees of the board, indicating the time and place of

holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, fund balances;

(3) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

## **SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts at the expense of the person requesting inspection.

## **SECTION 4. PERIODIC REPORT**

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of North Carolina, to be so prepared and delivered within the time limits set by law.

# **Article 11. § 501(C)(3) TAX EXEMPTION PROVISIONS**

## **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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, or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

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

## **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

# **Article 12. GENERAL PROVISIONS**

## **SECTION 1. AMENDMENTS TO BYLAWS**

These Bylaws may be amended by decision of the members at the Annual Meeting. All proposed amendments to the bylaws shall be communicated to the membership no later than 60 days prior to the Annual Meeting.

## **SECTION 2. FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

**SECTION 3. SEAL**

The corporate seal shall be in such form as approved from time to time by the Board of Directors.

**SECTION 3. WAIVER OF NOTICE**

Whenever notice is required to be given to any Director under the provision of the Non-Profit Corporation Act of North Carolina or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

*Revised April 23, 2010*

*Nashville, Tennessee*

*Revised \_\_\_\_\_, 2021*  
*Virtual Annual Gathering*