

**BYLAWS OF
THE EXECUTIVE COMMITTEE
OF THE SOUTHERN BAPTIST CONVENTION**

**Article I
Purposes and Exempt Status**

1.1 Purposes. The purposes of the Corporation are those set forth in its charter as from time to time amended or restated (the "Charter").

1.2 Exempt Status. The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code and, as such, will be exempt from taxation under §501(a) of the Internal Revenue Code. Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's nonprofit and tax exempt status.

**Article II
Member**

2.1 Identification of the Corporation's Sole Member. The sole Member of the Corporation, the Southern Baptist Convention (the "Convention"), is a corporation by virtue of the grant of a Charter by the Legislature of the State of Georgia, and was "created for the purpose of eliciting, combining, and directing the energies of the Baptist denomination of Christians for the propagation of the gospel, any law, usage, or custom to the contrary notwithstanding."

2.2 Rights of the Sole Member. The membership shall entitle the sole Member of the Corporation, the Convention, to the rights and obligations declared in the Corporation's Charter, these Bylaws, and the Tennessee Nonprofit Corporation Act ("the Act").

2.3 Ecclesiastical Nature of the Relationship. The relationships between the Convention and this Corporation are ecclesiastical, deal with the governance of a religious body, and represent an exercise of the Convention's and of this Corporation's religious free exercise rights guaranteed by the First Amendment to the United States Constitution.

2.4 Action by the Member. Messenger-adopted actions which exercise the rights and obligations of the Member shall be acts of the Member in a meeting.

2.5 Voting by the Member. The Membership held by the Convention may be voted pursuant to the directions of the Convention by the treasurer of the Convention, or by a person appointed proxy by the Convention.

Article III Board of Trustees

3.1 Nomenclature. The directors of the Corporation may be referred to as *trustees* of the Corporation, and the board of directors may be referred to as the *board of trustees*. Because the trustees constitute a committee of the Convention, the trustees may also be referred to as the *members* of the Executive Committee, using the word "members" here *not* as that word is defined in the Act. The sole Member of the Corporation, as the term "member" is defined in the Act, is the Convention.

3.2 General Powers. Except as provided by the Act or the Charter, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Corporation's board of trustees.

3.3 Election and Removal. All trustees, except *ex officio* trustees, shall be elected by the Convention in its annual meeting. An elected trustee may be removed without cause by and only by the Convention in its annual meeting.

3.4 Number and Term. The number of trustees shall not be fewer than three with the number fixed in accordance with the Charter. A trustee elected to fill an unexpired term shall serve the remainder of that term. The regular four-year term of office of an elected trustee shall commence upon adjournment of the annual meeting of the Convention in which he or she is elected and shall end upon the occurrence of the earliest of the following events: when the trustee's successor takes office; the trustee's death, removal, disqualification, or resignation; or the presumption of resignation as provided in the Charter.

3.5 Staggered Terms. Trustees shall be divided into four groups as nearly equal as possible so that the terms of approximately one-fourth of the trustees expire each year.

3.6 Term Limits. No trustee shall be eligible to serve for more than two consecutive four-year terms. A trustee who has served more than half a term shall be considered to have served a full term.

3.7 Qualifications. Trustees shall be members of Baptist churches cooperating with the Southern Baptist Convention. Other qualifications for trustees are set forth in the Corporation's Charter, and in the Convention's Constitution and Bylaws. The failure of a trustee to continue to meet the qualifications for election shall cause the trustee to be disqualified.

3.8 Regular Meetings of the Board of Trustees The regular meetings of the board of trustees shall be held as follows: (a) on Monday immediately prior to the annual meeting of the Convention; (b) beginning on the Monday immediately following the third Sunday in February; and (c) beginning on the Monday immediately following the third Sunday in September. The Officers of the Board may cancel a meeting of the board of trustees or change a physical meeting to an electronic meeting upon giving notice to each trustee as provided in section 3.11.

3.9 Special Meetings of the Board of Trustees. Special meetings of the board of trustees shall be held at such time and place as the chairperson may designate. The chairperson must convene a special meeting within thirty days after receipt of a written request or requests to do so from one-third of the trustees in office. Each trustee shall be given at least seven (7) days' notice of any meeting to be held at a designated physical location; at least two (2) days' notice of any meeting to be conducted by teleconference, videoconference, or similar electronic means; and at least one (1) day's notice of any meeting of SBC Executive Committee committees, or other official subsets of the SBC Executive Committee, to be conducted by teleconference, videoconference, or similar electronic means.

3.10 Special Meetings of Standing Committees. Special meetings of a Standing Committee shall be held at such time and place as the Board chairperson or Standing Committee chairperson may designate. Each Standing Committee member shall be given reasonable notice of any meeting.

3.11 Notice. Notice shall generally be in writing, except that oral notice is permitted if it is reasonable under the circumstances and not specifically contrary to the Bylaws or law. Oral notice is effective immediately.

3.11.1 Written notice in a comprehensible form may be communicated in person; by mail or private carrier; or by facsimile, telegraph, teletype, or any other form of wire or wireless communication including e-mail.

3.11.2 Notice by mail is effective at the earliest of:

- a. Receipt;
- b. Five (5) days after its deposit in the United States mail correctly addressed with first class postage; or
- c. The date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee.

3.11.3 Notice by email is effective when sent to the recipient's email address. Notice by any other electronic transmission is effective when it enters an information processing system that the recipient has designated or uses for the purposes of receiving electronic transmissions or information of the type sent, and from which the recipient is able to retrieve the electronic transmission.

3.12 Action Without Meeting. Action required or permitted by the Act to be taken at a meeting of the board of trustees may be taken without a meeting. If *all* trustees consent to taking such action without a meeting, the affirmative vote of the number of trustees that would be necessary to authorize or take such action at a meeting is the act of the board.

3.13 Quorum. A majority of the board of trustees shall constitute a quorum for the transaction of business.

3.14 Voting. The affirmative vote of a majority of the trustees present, if a quorum is present when the vote is taken, is the act of the board of trustees, unless these Bylaws, the Charter, the Act, or *Robert's Rules of Order* requires a greater vote. Representation or voting by proxy is not permitted.

3.15 Simultaneous Service. No trustee shall serve simultaneously in any of the following offices of the board or a Standing Committee: chairperson, vice chairperson, and secretary.

3.16 Expenses of Trustees. All necessary expenses of trustees in connection with their participation in meetings of the Corporation, any of its Standing Committees or special committees, shall be paid. If expenses to attend the annual meeting of the Southern Baptist Convention are normally paid to a trustee by another source, such expenses shall not be paid to such trustee for attending the Convention meetings of the Corporation and the annual meeting of the Southern Baptist Convention. No other expenses of trustees shall be paid by the Corporation except by order of the board of trustees or the Officers of the Board.

Article IV Officers and Their Duties

4.1 Officers. The officers of the Corporation shall be the board chairperson, vice chairperson, and secretary, the chairperson of the Committee on Convention Missions and Ministry, chairperson of the Committee on Convention Finances and Stewardship Development, the chairperson of the Committee on Convention Events and Strategic Planning, chairperson of the Committee on Southern Baptist Relations (collectively referred to in these Bylaws as "the Officers of the Board"), the president (who shall also serve as treasurer), and such other officers, including but not limited to vice presidents, elected to offices which may be from time to time established by the board of trustees.

4.2 Employee/Trustee Status. The president and any vice presidents shall be employees and members of the staff as hereinafter described, and shall not be trustees. The Officers of the Board shall be selected from among the trustees.

4.3 Election, Appointment, and Term. The Officers of the Board shall be elected by the affirmative vote of a majority of the trustees in office and are eligible to serve no more than two full terms that are consecutive. The Officers of the Board shall assume office on the third day following their election and serve for one year and thereafter until their successors assume office.

4.3.1 The board chairperson, vice chairperson, and secretary shall be elected following nominations from the floor at the Monday meeting of the board of trustees held immediately preceding each annual meeting of the Convention, or in the event of a cancellation of the annual meeting of the Convention, at a special meeting.

4.3.2 The chairpersons of the Standing Committees shall be elected immediately after the elections described in section 4.3.1. Nominations for each position shall be offered by the board chairperson, in conference with the president. Other nominations may be offered from the floor. Only persons who have served one term on a Standing Committee are eligible to be elected as its chairperson except in the case of a new Standing Committee.

4.4 Board Chairperson. The chairperson shall preside at all meetings of the board of trustees, shall be an *ex officio* member of all committees, including but not limited to all Standing Committees, and, through the president, shall call all special meetings of the board of trustees. The chairperson may not be elected for more than two consecutive one-year terms.

4.5 Board Vice Chairperson. The vice chairperson shall perform the duties of the chairperson in the absence, inability, or at the request of the chairperson. When the vice chairperson shall so serve, the vice chairperson shall exercise all rights of the chairperson. The vice chairperson may not be elected for more than two consecutive one-year terms.

4.6 Board Secretary. The secretary shall, with the assistance of the president, faithfully record and keep the record of all meetings together with the documents and exhibits required to preserve a true and accurate account of all the transactions of the Corporation, and prepare minutes of the meetings of the board of trustees and the Officers of the Board. The secretary may not be elected for more than two consecutive one-year terms.

4.7 Appointment of Standing Committees. After conferring with the president regarding potential appointments, the newly-elected board chairperson, in consultation with the vice chairperson and secretary, shall appoint the Standing Committees designated in these Bylaws, and the vice chairpersons and secretaries of the Standing Committees. No trustee may be appointed to more than one Standing Committee except by vote of the board of trustees itself.

4.8 President. The president shall be the chief executive officer and the treasurer of the Cooperation and shall be an *ex officio* member, without a vote, of all committees, including but not limited to all Standing Committees and workgroups. The title of this office shall be president and chief executive officer, referred to as president in some instances in this document. The president shall be employed, his salary, benefits, and other terms and conditions of his employment initially fixed, and his duties defined, by the board of trustees. Thereafter, the Officers of the Board, acting as a committee, shall review the work of the president annually and shall have the authority to authorize any changes in compensation or benefits for the president as provided in Section 6.2.3.b of these Bylaws. Any changes in benefits and the percentage (not amount) of any changes in salary shall be reported to the board of trustees at the board's next regular meeting. The president shall serve from the effective date of election until retirement, death, resignation, or by action of the board of trustees.

4.8.1 The president shall receive and receipt for all funds coming to the Corporation, and shall faithfully disburse all such funds consistent with the instructions of the board of trustees, keeping a faithful and accurate set of books showing all receipts and disbursements. The president shall report to the board of trustees; the books shall be audited annually by a certified public accounting firm chosen by the board of trustees. The president shall be bonded for the faithful performance of his duties.

4.8.2 The president shall act as the agent of this Corporation in its capacity as sole Member of the Southern Baptist Foundation.

4.8.3 The president shall assist the secretary in recording and maintaining complete and accurate records and shall authenticate the records of the Corporation.

Article V Personnel

5.1 Staff Managed by President. The board of trustees shall be assisted in its work by a staff managed and directed by the president. The president shall report directly to the board of trustees and shall relate to and assist all committees, including but not limited to all Standing Committees.

5.2 Employment and Direction. The president shall classify, title, and direct the members of the staff in their work. All members of the staff shall be hired by the president in keeping with board-established personnel policies, with the additional requirement that persons hired or promoted to a vice presidential position shall first be approved by a majority vote of the Officers of the Board.

5.3 At-Will Status. All staff shall be employees-at-will. The president may terminate the employment of any staff member except one who serves as a vice president. Termination of a vice president's employment shall occur upon the recommendation of the president and the majority vote of the Officers of the Board.

5.4 President's Role. The president shall provide the board of trustees and its committees, including but not limited to its Standing Committees, with staff assistance on all matters for which they are responsible and such professional counsel as is needed. The president shall supervise all fiscal and administrative activities of the Corporation, including accounting for and distributing Cooperative Program funds and making arrangements for the annual meeting of the Convention. The president shall represent the Corporation in its routine contacts with Convention entities and other general Baptist bodies. The president shall also provide staff assistance to other regular and special Convention committees.

Article VI Committees

6.1 Bylaw Provisions Applicable to Committees. The provisions of these Bylaws relating to meetings,

action without meetings, waiver of notice, quorum, and voting requirements of the board, shall apply to each committee, including but not limited to each Standing Committee, and their members as well, unless otherwise specified for a committee in these Bylaws.

6.2 The Officers of the Board.

6.2.1 Composition. The Officers of the Board shall act as a committee of the board.

6.2.2 Meetings. The Officers of the Board shall meet at the call of the president and/or the chairperson of the board and shall meet regularly prior to each meeting of the Executive Committee.

6.2.3 Duties.

- a. The Officers of the Board shall assist in setting the agenda and considering recommendations for meetings of the Executive Committee;
- b. Excluding the president, the Officers of the Board shall review the work of the president annually and by majority vote authorize any changes in the president's compensation or benefits as provided in Bylaw 4.8;
- c. The Officers of the Board shall consider and approve persons proposed to be hired or promoted by the president to the office of vice president as provided in Bylaw 5.2, and the termination of employment of any vice president as provided in Bylaw 5.3;
- d. The Officers of the Board shall consult with the president when the president desires advice and counsel on any significant matter;
- e. The Officers of the Board shall approve the organization, personnel, and allied policies governing the staff of the Corporation;
- f. The Officers of the Board shall recommend to the Executive Committee all actions to be taken by the president of the Corporation in his capacity as designated agent of the sole Member of the Southern Baptist Foundation.
- g. The Officers of the Board may, pending action by the board of trustees, designate a vice president to act as interim president or as president pro-tem, subject to any restrictions which might be imposed, in the event of the death or resignation of the president, or in the event the president is unable to perform the duties of the office because of physical or mental impairment;
- h. Except as limited by the Act, the Charter, and these Bylaws, the Officers of the Board may exercise the power of the board of trustees in the interim between meetings of the board when board actions are required to be taken before the next regular meeting of the board and it is impractical to call a special meeting of the board.
- i. The Officers of the Board shall receive the report and any recommendations of the Credentials Committee and shall submit them to the Executive Committee for consideration.

6.2.4. Limitations. In addition to other limitations contained in these Bylaws, the Officers of the Board shall not without first being specifically authorized by these Bylaws or by the board of trustees:

- a. Present recommendations or reports to the Convention;
- b. Elect or remove officers;
- c. Invade the province of any corporate officer, including but not limited to the president;
- d. Act to amend something previously adopted by the board of trustees or act in a manner inconsistent with previous action of the board except in the event information clearly evidences the board acted on the basis of erroneous or incomplete information, acted on the basis of information which is no longer true, or acted illegally;
- e. Borrow money or create any indebtedness, renegotiate any loan or obligation or pledge any asset of the Corporation;
- f. Sell any real property utilized in the performance of the Executive Committee's ministry;

- g. Purchase any real property.

6.2.5 Minutes. If the Officers of the Board take any action under Bylaw 6.2.3.h the board secretary with the assistance of the president shall promptly mail to every trustee the portion of the minutes recording such action.

6.3 Committee With Right to Exercise Power of the Board. No other committee shall exercise the power of the board of trustees unless it is authorized by, and trustees are appointed to it by, a majority of all the trustees in office. In no event shall the Officers of the Board or any other committee:

- a. Authorize distributions;
- b. Approve or recommend to the sole Member dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- c. Elect, appoint or remove trustees or fill vacancies on the board or on any of its committees; or
- d. Adopt, amend, or repeal the Charter or Bylaws.

6.4 Standing Committees. The Corporation shall have the following Standing Committees to undertake the initial consideration and ongoing review of its work under four general categories: (a) Committee on Convention Missions and Ministry; (b) Committee on Convention Finances and Stewardship Development; (c) Committee on Convention Events and Strategic Planning; and (d) Committee on Southern Baptist Relations. The Standing Committees shall not have the authority to exercise the power of the board of trustees.

6.4.1 Membership. Each Standing Committee shall have at least 16 members. Each trustee of the Corporation shall be appointed as provided in Bylaw 4.7 to serve on a Standing Committee. Members of Standing Committees shall be appointed for a two-year term and shall be eligible for reappointment for one additional two-year term. Insofar as possible, where there is more than one trustee on the board of trustees from a given state, those trustees shall not serve on the same Standing Committee.

6.4.2 Standing Committee Work Assignments. The Officers of the Board shall recommend to the Executive Committee assignments of work to committees in the form of each meeting agenda. The names of each Standing Committee and the descriptions of the work they will generally be assigned (stated below) shall not restrict the Officers of the Board in these recommendations. Once the Executive Committee has approved the meeting agenda, a Standing Committee will retain purview over any matter assigned to it until the Standing Committee's final action or report on the item or the Executive Committee recalls or reassigns the matter by a majority vote.

6.4.3 The Committee on Convention Missions and Ministry. The Committee on Convention Missions and Ministry will normally consider and make recommendations about such things as:

- a. Studying and recommending improvements in the organization and procedures of the Convention and its committees;
- b. Reviewing Executive Committee and Convention entity adherence to the Convention's Constitution and Bylaws;
- c. Reviewing requests to amend the Convention's Charter, Constitution, Bylaws, *Organization Manual*, and the Charters of the Convention entities;
- d. Reviewing Charter requests for subsidiary Corporations of the Executive Committee and all Convention entities;
- e. Reviewing changes in the Corporation's Bylaws and other governing documents;
- f. Electing trustees for the subsidiary Corporation of the Executive Committee and electing Convention committee members as assigned by the Convention's Bylaws;
- g. Reviewing SBC annual meeting referrals to develop new or merge existing Convention missions and ministry entities;

- h. Considering other matters as recommended by the Officers of the Board.

6.4.4 The Committee on Convention Finances and Stewardship Development. The Committee on Convention Finances and Stewardship Development will normally consider and make recommendations about such things as:

- a. Reviewing Executive Committee and Convention entity adherence to the Convention's Constitution, Bylaw, and Business and Financial Plan guidelines and provisions;
- b. Reviewing changes and requests to amend the Convention's Business and Financial Plan;
- c. Overseeing the annual budgeting processes for the Convention's Cooperative Program missions and ministries budget and the Executive Committee and Convention Operating Budget and recommending the allocation or appropriation of Cooperative Program funds and other undesignated financial resources;
- d. Reviewing charitable trust distributions in accordance with trust guidelines and Executive Committee action;
- e. Reviewing plans to promote biblical stewardship and generosity, including the production and distribution of resources, throughout the Convention;
- f. Serving as the audit committee of the Executive Committee;
- g. Reviewing the appropriateness and operational effect of general financial policies and practices, including auditing, followed by the Executive Committee and the Convention's entities;
- h. Reviewing evidence of undesirable financial conditions shown in audit or other reports;
- i. Considering other matters as recommended by the Officers of the Board.

6.4.5 The Committee on Convention Events and Strategic Planning. The Committee on Convention Events and Strategic Planning will normally consider and make recommendations about such things as:

- a. Reviewing and approving all policies relative to the management and operations of the Convention's annual meeting, including contracts with Convention officers and parliamentarians, the Pastors' Conference, and other ancillary meetings that utilize space in the Convention's annual meeting facilities;
- b. Reviewing and making recommendations for future Convention meeting sites;
- c. Reviewing site, housing, and exhibitor guidelines for the annual meeting of the Convention;
- d. Reviewing and responding to all matters that pertain to the process, procedures, and operations of the SBC annual meeting referred by the Convention to the Executive Committee;
- e. Reviewing broad Convention-wide objectives and policies;
- f. Reviewing and recommending changes to names, descriptions, or definitions of Southern Baptist-wide initiatives referred to the Executive Committee by the Convention or its officers;
- g. Reviewing questions pertaining to the management and use of the Southern Baptist Convention Building;
- h. Considering other matters as recommended by the Officers of the Board.

6.4.6 The Committee on Southern Baptist Relations. The Committee on Southern Baptist Relations will normally consider and make recommendations about such things as:

- a. Acting in an advisory capacity on matters of cooperation among the different entities of the Convention;
- b. Reviewing initiatives and actions that touch on matters of cooperation between the Convention, the Executive Committee, and its entities and other Baptist bodies and affinity groups that cooperate with the Convention;
- c. Reviewing policies and evaluating the Corporation's news service and the press room at the

- d. annual meeting of the Convention;
- d. Reviewing policies and evaluating the Corporation's general work of promotion and general work of publicity for the Convention and the Executive Committee in cooperation with the entities of the Convention;
- e. Utilizing reports by which the Executive Committee obtains adequate and comparable information about ministry plans, accomplishments, and financial data from the Convention's entities;
- f. Reviewing official communications between the Executive Committee and the trustees of the Convention's entities in fulfillment of the Executive Committee's Bylaw 18 duties;
- g. Reviewing requests for additions and deletions from the Convention's *Calendar of Activities*;
- h. Considering other matters as recommended by the Officers of the Board.

6.5 Presidential Search Committee. In the event of the resignation of the president, or a vacancy occurs in the office of president for any reason, the board of trustees shall elect six of its members who shall, with the chairperson of the board as an *ex-officio* member with the right to vote, constitute a seven-member presidential search committee.

6.5.1 This committee shall be elected by written ballot from nominees offered from the floor. Each trustee shall be allowed to cast a vote for as many as six of the nominees but may cast only one vote for any nominee. The six nominees with the greatest number of votes shall be elected to and shall constitute the committee. The committee shall select from among its membership a chairperson and secretary.

6.5.2 When prepared to do so, the committee shall offer to the board of trustees, in a meeting of the board held in executive session, a nominee for the office of president. No other nominations may be offered. Following the committee's report, the board of trustees shall have the opportunity to hear and question the nominee and to discuss the nomination prior to voting by ballot whether to elect the nominee. A trustee who is present but who chooses not to vote shall register his presence by submitting a ballot which indicates no vote. If the nominee receives a majority of the votes of trustees present, the nominee shall be elected. If the nominee is not elected, a new presidential search committee shall be selected as provided above and the nomination process shall be repeated.

6.6 Special Committees. Special committees not exercising the authority of the board of trustees may be appointed as the need arises.

Article VII Indemnification

7.1 Indemnification and Advancement of Expenses. The Corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another Corporation or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and in each case, his or her heirs, executors, and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute.

7.2 Non-exclusivity of Rights. The indemnification and advancement of expenses provisions of this Article

shall not be exclusive of any other right which any person (and his or her heirs, executors, and administrators) may have or hereafter acquire under any statute, provision of the Charter, provision of these Bylaws, resolution adopted by the sole Member, resolution adopted by the board of trustees, agreement, or insurance, purchased by the Corporation or otherwise, both as to action in an official capacity and as to action in another capacity. The Corporation is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolution of the board of trustees, and agreement.

Article VIII Corporate Actions

8.1 Contracts. Unless otherwise directed by the board of trustees, the president, or any vice president authorized by the president, shall execute contracts or other instruments on behalf of or in the name of the Corporation.

8.2 Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the board of trustees.

8.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by the board of trustees.

8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the board of trustees may authorize.

8.5 Voting Securities. Unless otherwise directed by the board of trustees, the president shall have full power and authority on behalf of the Corporation to exercise any and all rights and powers incident to the ownership of such securities which the Corporation possesses.

Article IX Fiscal Year

9.1 The fiscal year of the Corporation shall be October 1 to September 30.

Article X Emergency Bylaws

10.1 Pursuant to T.C.A. §48-52-107, these Emergency Bylaws in this Article X have been adopted to be effective only in an emergency. An emergency shall exist when a quorum of the board of trustees cannot be readily assembled because of a catastrophic event and action of the board of trustees is required to cause the Corporation to function legally and to otherwise protect the interests of the Corporation.

10.2 In an emergency, those trustees duly participating in a meeting of the board shall constitute a quorum of the board of trustees.

10.3 In an emergency, no particular notice shall be required for the call of a meeting by the president or chairperson or vice chairperson of the board of trustees.

10.4 All provisions of the regular Bylaws consistent with the Emergency Bylaws shall remain effective during the emergency. The Emergency Bylaws are not effective after the emergency ends.

Article XI
Parliamentary Authority

11.1 The parliamentary authority of the Corporation shall be the most recent edition of *Robert's Rules of Order*.

Article XII
Changes and Amendments

12.1 These Bylaws may be amended by a two-thirds vote of trustees present at any regular meeting of the Corporation; or, they may be amended by a two-thirds vote of trustees present at any special meeting called expressly for that purpose. At least ten days' notice of any amendment shall be provided to each trustee of the Corporation. It is understood that these Bylaws shall be amended, as necessary, to achieve conformity with actions of the Southern Baptist Convention.
