

AMENDED BYLAWS OF THE LOUISIANA MISSIONARY BAPTIST STATE CONVENTION

ARTICLE I – NAME

The name of this organization shall be the Louisiana Missionary Baptist State Convention, hereafter referred to as the “Convention.”

ARTICLE II – MISSION AND CORPORATE PURPOSES

2.1 Mission. The mission of the Convention is to fulfill the Great Commission of Jesus Christ through preaching, teaching and healing.

2.2 Purposes. In addition to such ancillary purposes and statutory powers as are detailed in its Articles of Incorporation, the basic objectives and corporate purposes of this Convention are as follow:

- a. To unite churches and district associations in Christian evangelism so as to fulfill the Great Commission of our Lord and Savior Jesus Christ through preaching, teaching, and healing;
- b. To promote home and foreign mission efforts;
- c. To encourage and support Christian education;
- d. To engage in any other endeavors deemed fitting and proper in order to advance the cause of Jesus Christ throughout the world.
- e. Generally to engage in any and all activities which may be lawfully permitted by a corporation authorized under the applicable laws, statutes, rules and regulations of the State of Louisiana and exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- f. In order to carry out its purposes, the Corporation shall have all those powers set forth in Title 12, Chapter 2, Louisiana Revised Statutes of 1950, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote its purposes are limited and restricted in the following manner:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article Two hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (B) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III – PRINCIPAL OFFICE AND CORPORATE AGENT

The principal office of the Convention shall be located at 724 Harding Boulevard, Baton Rouge, Louisiana 70807, or such other location designated by the Board of Directors. The Convention President or his designee shall be the registered agent of the Convention.

ARTICLE IV – MEMBERSHIP AND MEETINGS

4.1 Categories of Membership. There are two categories of membership in the Convention as described in Article III of the Amended Articles of Incorporation: Constituent Churches and Associations.

4.2 Meetings. Pursuant to Article IX of the Amended Articles of Incorporation of the Convention, the annual meeting of the Convention shall convene at a place designated by the Board of Directors on the Monday following the third Sunday in July. A musical, sponsored by the local association, will commence on the third Sunday in July.

Pursuant to Article IX of the Amended Articles of Incorporation of the Convention, Conference meetings of the Convention shall convene at a place designated by the Board of Directors on the Tuesday and Wednesday after the first Sunday in February, May and November, subject to change by the President or Board of Directors.

4.3 Special Meetings: Special meetings of the Convention may be called by the President or any Vice-President when deemed appropriate upon the application of a majority of the members of the Executive Committee, said meeting to be held at such time and place as designated by those making application. Notice of any special meeting shall be sent to the last address provided by each member via U. S. Postal Service, E-mail

transmissions, facsimile, or any other effective method of transmittal chosen, to every member in good standing at least five (5) working days prior to the date of the meeting.

ARTICLE V – OFFICERS

5.1 Pursuant to Article V of the Amended Articles of Incorporation of the Convention, the officers of this Convention shall be as follows:

- President
- Vice President-at-Large
- Five (5) Regional Vice Presidents
- Fifteen (15) Vice Presidents – Three (3) from each Region
- General Secretary
- Treasurer
- Four Directors of Auxiliaries (Laymen, Women, Ushers, Congress)
- Parliamentarian
- A Member-at-Large appointed by the President
- All other officers as deemed necessary by the Corporation.

5.2 President: The President shall serve as chief executive officer of the Convention and shall preside over all business meetings of the Convention and of its Directors unless he designates some other person as presiding officer.

5.3 Vice President-at-Large: The Vice President-at-Large shall, pursuant to the direction of the President, assist the President in such matters and manner as the President may direct and shall succeed to the office of President in the event of the death, retirement, resignation, or removal from office of the person serving as President. The Vice President-at-Large can only succeed to the office of President after review by the Board.

5.4 Regional Vice Presidents: A Vice-President shall be confirmed by the Convention for each of the following geographic regions and shall perform such duties as directed by the President:

- Northwest Region
- Northeast Region
- Central Region
- Southwest Region
- Southeast Region

The Regional Vice-Presidents shall perform such other duties as required.

The Regional Vice-Presidents from each region shall recommend to the President three persons for the positions of Vice-Presidents. These Vice-Presidents will report directly to the Regional Vice-Presidents and perform such duties as mandated by the Convention President.

5.5 General Secretary: The General Secretary shall compile the official record of the Annual and Regional Meetings of this Convention, and shall perform such other duties as directed by the President.

The General Secretary shall have up to four assistants who will be assigned duties at the discretion of the General Secretary. All other secretaries should submit their records, signed and dated, to the General Secretary.

5.6 Treasurer: The Treasurer shall, in cooperation with the Director of Finance and the accounting firm designated to audit Convention accounting records, provide corporate oversight and accountability for Convention fiscal affairs and property management. The Treasurer shall present an annual report regarding Convention assets, liabilities and property holdings as directed by the President during the Annual Meeting.

5.7 Parliamentarian: The Parliamentarian shall advise and assist the President regarding Convention polity, procedure, and such other matters as the President may direct.

5.8 Nominating Procedure for President: There shall be a Nominating Committee appointed by the Board of Directors, and tasked with receiving and verifying submissions related to nominations for the office of President. Any person interested in running for the office of President shall be required to submit a written Petition for Nomination to the Convention headquarters addressed to the attention of the Nominating and Credentials Commission on or before the close of the November Board meeting of the election year. The Nominating and Credentials Commission shall certify the names of all nominees who have satisfied the petition requirement at the February Board meeting of the election year.

5.9 Election Commission: The Board of Directors, shall designate an Election Commission composed of the following membership: (a) Each credentialed candidate for the office of President shall designate two members to the Commission; (b) three members to the Commission shall be designated by the Board of Directors. The Commission shall exist to authenticate the identity of each voting delegate and to verify the integrity of the election process. This provision shall not alter or otherwise minimize the power and responsibility of the Board of Directors as the arbiter of any election questions, disputes or controversies, with final judgment on such matters to be made by the Convention acting as a Committee of the Whole.

5.10 Prerequisites of President: Candidates seeking the office of President of the Convention must meet the following pre-requisites:

- Must have registered for the last four (4) consecutive years;
- Must be active in the affairs of the Convention;
- Must have been a pastor for at least five (5) years;
- Cannot be a convicted felon

- Must be a person of Christian integrity;
- Must be a Baptist Pastor

5.11 Election of President: Pursuant to Article V of the Amended Articles of Incorporation of the Convention, the President shall be elected by the constituent churches and the associations of the Convention at an Annual Meeting designated for that purpose. No person shall be elected or serve as President who is not a member of a Constituent Church or Association of the Convention and in good standing with the entity from which that constituent member is based (church or district association). In all instances, any constituent member must have registered with the Convention at the Annual Meeting prior to the presidential election in order for its members to cast their vote during the presidential election. All persons eligible to vote must register not later than noon on Tuesday of the Annual Meeting. Voting shall take place from seven o'clock a. m. (7 a.m.) until seven o'clock (7 p.m.) on Wednesday of the Annual Session and shall be conducted using electronic voting machines or other automated methods approved by the Board of Directors under conditions that protect the confidentiality of voters and the integrity of the election process. Elections results shall be announced during Wednesday night meeting. In the event that a sitting President is unopposed following the nomination period, the Convention shall re-elect the President by acclamation (voice or standing) vote upon motion during the Wednesday night meeting of the Annual Meeting. In the event of the death, incapacity, retirement, resignation, or removal from office of an unopposed sitting President during the interim between the meetings, the Vice-President-at-Large shall complete the remaining period of the unexpired term and continue to serve as President until a successor is elected at the Annual Meeting of the following year. The Board of Directors shall prescribe the nomination, campaign, and election process, and shall be the arbiter of any election questions, disputes or controversies, with final judgment on such matters to be made by the Convention acting as a Committee of the Whole.

5.12 Election of Officers other than President: Upon election, the President-Elect shall nominate all other officers for consideration and confirmation by the convention as a whole. No person shall be nominated, by the President or otherwise, to serve in any office who is not a member in good standing with a constituent member of the convention. All candidates for office must have Christian integrity and must not be a convicted felon. All other officers shall be confirmed in office upon election by the Convention as a whole.

5.13 Tenure of Office and Filling Unexpired Terms: Pursuant to Article V of the Amended Articles of Incorporation of the Convention, each officer shall be elected for four-year term, and shall not be eligible to serve more than two consecutive terms in the same office. After being out of office for one term, a person may seek to be eligible for re-election to that office. This provision regarding tenure and term limits shall apply to all officers, auxiliary leaders and officials, and department heads. However, this provision shall not preclude term-limited officers from being elected to different offices. In the event of vacancies in office that occur prior to the end of a term, any person elected or confirmed to a vacated office shall serve the unexpired term of the

person whose office was vacated. Service in an unexpired term shall not prohibit eligibility to election or confirmation to two consecutive terms in that office.

5.14 Disciplinary Action Regarding Officers: Pursuant to Article VI of the Amended Articles of Incorporation of the Convention, the Board of Directors, subject to final review by the Convention acting as a Committee of the Whole, shall have the power to investigate any alleged misconduct on the part of any officer, auxiliary official, commission member or official, or any other person holding office or position of trust or responsibility within the Convention, its auxiliaries, commissions, or boards, and shall also have the power to suspend and remove any such persons from holding office if such action is deemed in the best interest of the Convention. All such investigations and any disciplinary actions taken by the Board pursuant thereto shall be effective when taken by the Board, but shall become final only upon review and approval by the Convention sitting as Committee of the Whole. A two-thirds majority vote of the Board of Directors shall be required in all cases involving removal and suspension from office. Upon appeal to or review by the Convention as Committee of the Whole, the decision of a simple majority vote shall be final and binding.

ARTICLE VI – BOARD OF DIRECTORS

6.1 The Board of Directors of this Convention shall consist of the persons identified at Article V of the Amended Articles of Incorporation of the Convention and the three Vice-Presidents from each Region (15).

6.2 Quorum: A quorum shall consist of members present and voting at any meeting or called meeting. Meetings shall be guided according to Robert’s Rules of Order and Biblical principles.

6.3 Meetings of the Board of Directors: The Board of Directors shall meet in regular session on Monday of the Annual and all conference meetings of the Convention or at any time deemed necessary. The Secretary of the Board of Directors shall prepare and maintain regular minutes of all Board meetings. (Amended May 4, 2011)

6.4 Majority Vote: Upon all matters decided by vote other than actions to remove or suspend a person from office or expulsion from the Convention, the act of a majority of the directors present at a meeting where a quorum is present shall be the valid act of the Board of Directors. A two-thirds vote shall be required in order to effect the removal or suspension of a person from office or expulsion from the Convention.

6.5 Executive Committee of the Board of Directors: Pursuant to Article VII of the Amended Articles of Incorporation of the Convention, the Executive Committee of the Board of Directors shall consist of nine persons: the President, Vice-President-at-Large, General Secretary, Regional Vice Presidents, and Treasurer. The Executive Committee shall transact business referred to it by the Board of Directors, shall be chaired by the President or his designee, and is accountable to the Board of Directors for the performance of its duties.

ARTICLE VII – NOTICE, AMENDMENT AND GENERAL PROVISIONS

7.1 Notice: Wherever written notice is required to be given by these Bylaws, by the Amended Articles of Incorporation, or otherwise, and no provision is prescribed on how notice is to be given, such notice may be given in any of the following ways: (a) personal notice delivered to the person or entity to whom notice is due with or without signed receipt; (b) by mail, postage prepaid, addressed to the person or entity to whom notice is due at the address appearing in the records of the Convention; or (c) such other method permitted by law. Any notice required or permitted to be given by mail shall be deemed issued as of the date that it is deposited in the United States mail.

7.2 Amendment of Bylaws: These Bylaws may be amended, repealed, or otherwise altered at a regular session of the Convention or a Special Session called for that purpose by majority vote of those members present and voting at such meeting, provided that the following preconditions are satisfied:

- a. The written text of any proposed amendment or other alteration of the Bylaws, along with a written statement explaining the rationale for the proposed amendment or other alterations and its intended effect, shall first be submitted to the Secretary of the Board of Directors and the President of the Convention not later than twenty days prior to the February, November or May meetings in the year in which the proposed amendment is presented to the Convention for consideration. (Amended July 22, 2011)
- b. The Board of Directors shall study each proposed amendment or other alteration and determine, in the first instance, whether to directly recommend the amendment or other alteration to the membership at an Annual, Conference or Special meeting of the Convention or refer the proposed amendment or other alteration to a duly appointed committee for analysis and recommendation. No change proposed to these Bylaws shall be considered by the Convention without initial study and analysis by the Board of Directors. (Amended July 22, 2011)
- c. The Board of Directors shall, in all instances, determine whether a proposed amendment or other alteration shall be presented to the Convention membership. No proposed amendment or other alteration to these Bylaws shall be presented to the Convention membership unless a simple majority of the Directors assembled at the Board meeting when it is presented for vote assent to its presentation to the Convention membership.
- d. Following review by the Board of Directors as aforementioned in this Article VII, the written text of a proposed amendment shall be presented during the February, November or May Conferences or Annual or Special Session of the Convention, accompanied by a written statement explaining the rationale for the proposed

amendment and its intended effect, so that the membership can deliberate and decide on its adoption. (Amended July 22, 2011)

- e. Each adopted amendment or other alteration to these Bylaws shall take effect upon adoption and have effect from the time of adoption forward.

7.3 Rules Due to the Absence of Parliamentary or Governance Authority.

Whenever the Revised Constitution and/or these Bylaws do not specify the procedures to be followed in a given situation, and in the absence of Scriptural authority to the contrary, the convention, its Board of Directors, and all subsidiary, auxiliary, and other entities shall be guided by the current version of Robert's Rules of Order and Biblical principles on questions of parliamentary procedure or governance.

7.4 Rules of Construction.

- a. If any portion or provision of these Bylaws shall be declared invalid or inoperative, that declaration shall not render the remaining portion of these Bylaws invalid or inoperative.
- b. These Bylaws are to be read in conformity with, are subject to, and shall be governed by the Amended Articles of Incorporation of the Convention. In the event of a conflict between the provisions of these Bylaws and the Amended Articles of Incorporation of the Convention, the provisions of the Amended Articles of Incorporation of the Convention shall be deemed the superior authority and control Convention procedure and conduct.

CERTIFICATE OF ADOPTION

The foregoing Bylaws were amended and adopted by the delegates of the Louisiana Missionary Baptist State Convention during a duly convened meeting of the Convention on May 4, 2011 at Ruston, Louisiana and July 22, 2011 at New Orleans, La.

IN TESTIMONY THEREOF witness the hand of the undersigned as Executive Secretary of the Louisiana Missionary Baptist State Convention.

s/Edward Alexander, Jr.(original signed)
Pastor Edward Alexander, Jr.
General Secretary

November 7, 2011 (original written)
Date