

**CONSTITUTION/BYLAWS
of the
Minnesota-Wisconsin Baptist Convention**

CONSTITUTION

ARTICLE ONE - NAME

This body shall be called the Minnesota-Wisconsin Baptist Convention, hereafter referred to as the Convention.

ARTICLE TWO - PURPOSE

The purpose of the Convention is to serve as a means by which affiliated Minnesota-Wisconsin Baptist Churches may cooperate together in fulfilling the Great Commission.

ARTICLE THREE - AUTHORITY

As an autonomous body, this Convention shall respect the autonomy of cooperating churches and associations and will cooperate with other state conventions and the Southern Baptist Convention.

ARTICLE FOUR - MEMBERSHIP

Section 1. This body shall consist of messengers elected by cooperating Baptist churches in harmony with the work and purpose of the Convention as evidenced by cooperative participation and financial contribution through the Cooperative Program for the Convention's program of work. The preferred method to join the MWBC is to be recognized as a cooperating Baptist church with one of the associations affiliated with the MWBC and the SBC. Otherwise, churches may apply directly to the MWBC.

Section 2. The messengers shall be elected by the churches as follows:

- (1) Five messengers for every church with membership up to 100.
- (2) One additional messenger for every 50 members or major fraction thereof beyond 100, provided no church shall have more than 12 messengers. The membership of a mission-congregation shall not be counted in determining the number of eligible messengers of a sponsoring church.

(3) Two additional messengers elected from the membership of each mission-congregation which the church is sponsoring.

ARTICLE FIVE - MEETINGS

This body shall meet annually at a time and place set by the Convention. In an emergency the officers of the Convention with the consent of the Executive Board may call special meetings or change the time and place of any meeting.

ARTICLE SIX - OFFICERS

Section 1. Officers of this Convention shall be President, First Vice President, Second Vice President, Recording Secretary, and Assistant Recording Secretary.

Section 2. These officers shall be elected annually by the Convention. They shall be duly installed at the closing session of the annual meeting and shall hold their respective offices until their successors are elected and installed. No President shall be elected to serve more than two consecutive terms.

Section 3. Should a vacancy occur in the office of President between Convention meetings the First Vice President (or Second Vice President if the office of First Vice President is vacant) shall assume that office with its powers and responsibilities.

Section 4. Each officer must be an active member of a cooperating congregation. Convention employees and elected missions personnel receiving financial assistance from denominational agencies (except vocational ministers of churches receiving assistance through the Convention) shall be ineligible to serve as officers.

ARTICLE SEVEN - EXECUTIVE BOARD

Section 1. The Executive Board transacts business of the Convention ad interim. It shall implement the work of the Convention between sessions and make reports of its work to the Convention.

Section 2. Membership:

(1) The Executive Board of this Convention shall consist of twelve (12) lay people and twelve (12) vocational ministers. If not already members, the Convention officers shall also serve as members of the Executive Board and shall be the officers of the Board.

- (2) A member must be an active member of a cooperating congregation.

Section 3. Election:

- (1) Members of the Executive Board shall be elected by the Convention in its annual session.

- (2) If vacancies occur between annual meetings of the Convention, replacements shall be nominated by the Nominating Committee and elected by the Executive Board to serve the unexpired term.

Section 4. Eligibility:

Convention employees and elected missions personnel receiving financial assistance from denominational agencies (except vocational ministers of churches receiving assistance through the Convention) shall be ineligible to serve on the Executive Board.

Section 5. Term of Service:

- (1) The regular term of office for each member of the Board shall be for three (3) years with two (2) years or more constituting a full term. Board members may serve for two (2) consecutive terms after which one (1) full year must elapse before this person is eligible for reelection. One-third (1/3) of the Board shall be elected each year. In addition the Convention shall elect individuals to fulfill unexpired terms vacated during the year.

- (2) Terms of officers shall not be counted as consecutive years of service.

ARTICLE EIGHT - EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer and treasurer of the Convention. The Executive Director shall be elected by and responsible to the Executive Board.

ARTICLE NINE - AGENCIES AND INSTITUTIONS

Section 1. Agencies, institutions, or foundations deemed necessary to fulfill the purpose of the Convention shall be established, owned, and operated by this Convention. Any proposal to establish such bodies must be presented to the Executive Board for study and recommendation with notification given to each cooperating church at least thirty days prior to the annual meeting of the Convention and presented to the Convention for approval.

Section 2. No institution or agency or foundation of this Convention shall launch any program or enterprise calling for the expenditures of money or incurring indebtedness apart from usual operating expenses without prior approval of the Executive Board.

ARTICLE TEN - CONSTITUTION AMENDMENTS

The Constitution may be amended by a two-thirds (2/3) majority of those messengers present and voting at two consecutive annual meetings. Proposed amendments must be presented in writing at the first business session and may not be voted on until three hours have elapsed. Proposed amendments receiving a two-thirds (2/3) vote at one annual meeting shall be placed on the agenda for the next annual meeting.

BYLAWS

ARTICLE ONE - PERSONNEL

1. The Executive Director shall be elected by the Executive Board for an indefinite period of service. When the position is vacated, a search committee shall be elected by the Executive Board after nominations by the officers of the Board. This committee will report to the Executive Board.
2. The Executive Board shall elect all staff persons except office support staff upon the recommendation of the Executive Director. The Executive Director is responsible for supervision of the elected staff.
3. The Executive Director is responsible for employment and supervision of all office support staff in accord with guidelines approved by the Executive Board.
4. The Executive Director and elected staff shall present a written report to the Executive Board meetings and the annual Convention meeting.
5. The Administrative Committee shall function as the personnel committee and insure that personnel guidelines are maintained for elected staff and office support staff.

ARTICLE TWO - EXECUTIVE BOARD

Section 1. Membership:

(1) Board members shall be selected because of their abilities to make maximum contribution to the objectives of this Convention with consideration given to the makeup of the Convention.

(2) The Executive Director and other staff persons, both professional and voluntary, shall be advisory to the Executive Board.

(3) Members of the Executive Board shall take office at the close of the annual meeting in which they are elected.

Section 2. Board Committees:

(1) After each annual Convention meeting, the Convention President in consultation with the officers and Executive Director, shall appoint the committee chairpersons and the committees of the Executive Board.

(2) The Executive Board shall organize itself to most effectively accomplish the assignments given to it by the Convention.

(3) The Convention officers plus the chairpersons of committees compose the Administrative Committee. This committee is responsible to the Executive Board and shall act as the Executive Board ad interim. It will work with the Executive Director.

Section 3. Meetings:

(1) The Executive Board shall normally meet three (3) times a year. Additional meetings may be called by the officers acting together in consultation with the Executive Director.

(2) Members of the Executive Board shall be expected to attend all meetings unless providentially hindered. In such cases, prior notice shall be given to the Board. Two (2) successive absences without notification shall automatically terminate one's membership. Vacancies shall be filled in accordance with the constitution.

(3) A majority of the elected Board members shall constitute a quorum.

Section 4. Finances:

(1) The Convention will look to the churches for financial support given primarily through Cooperative Program gifts.

(2) The Executive Board shall propose a budget to the Convention each year.

(3) The Executive Board shall have oversight of ongoing financial management and insure that an annual financial review is conducted.

(4) Expenditures in excess of the total budgeted amount in any one year must be approved by the Executive Board.

Section 5. Property and Assets:

(1) The Executive Board shall be the authorized legal agent in transacting the business of the Convention. The Executive Director and either the President or First Vice President of the Executive Board of the Convention are authorized by the Executive Board to sign all legal papers for the Convention except as otherwise approved by the Executive Board.

(2) The Executive Board shall hold in trust and shall administer all the properties, annuities, trusts, and invested funds of this body, except as otherwise provided for by the Convention, and shall report annually to the body the state of all funds and properties which it holds and administers.

Section 6. Guidelines:

The Executive Board shall maintain printed guidelines which govern its work and organization. These guidelines shall be printed in the Convention Annual.

ARTICLE THREE - CONVENTION COMMITTEES

Section 1. Nominating Committee:

(1) The President, the First Vice President, the Second Vice President, the Recording Secretary and Assistant Recording Secretary acting jointly shall prepare a slate of candidates who are knowledgeable and representative of the work of the convention to be presented to the annual Convention meeting as nominees for the nominating committee. One person shall be designated as chairperson to serve for the ensuing 12 months. The Nominating Committee shall consist of six (6) members. The committee members will be elected to serve two years each, with one-half the committee elected each year.

(2) The Nominating Committee shall consult with the Executive Director and prepare for the next annual Convention meeting a slate of nominees for the Recording Secretary, the Assistant Recording Secretary, Parliamentarian and Assistant Parliamentarian, the Executive Board, the Board of Directors of the Minnesota-Wisconsin Baptist Foundation, the Enrollment and Credentials Committee and other standing committees. After opportunity for further nominations, the Convention will elect individuals for the indicated positions.

Section 2. Enrollment and Credentials Committee:

(1) This committee shall have four members serving for two years each, with half elected each year.

(2) The Enrollment and Credentials Committee shall encourage churches to send their allowed number of messengers to the Convention. The Committee shall see that registration materials are provided for messengers and guests and that a list of messengers by church and

association is prepared. They shall make a report to the assembled messengers upon the call of the President.

(3) This committee shall be available at all times at the Convention to address any problems that arise concerning the seating of messengers. The decision of this committee may be appealed to the Convention by any person whose eligibility to be seated as a messenger is questioned.

Section 3. Arrangements Committee:

At least three months before the Convention meeting the President shall appoint a committee on arrangements. Notice of their appointment will be given in the Convention newspaper. This committee shall recommend to the Convention the date and tentative place for the meeting for two years in advance. This committee shall also recommend the preacher and alternate for the annual sermon at the next Convention meeting.

Section 4. Resolutions Committee:

(1) Three months prior to the annual meeting, the President shall appoint a resolutions committee whose duty it shall be to present a report at the annual meeting. Notice of their appointment will be given in the Convention newspaper. All resolutions referred to the committee shall be considered by the committee if presented in writing no later than the close of the opening session of the annual meeting.

(2) Resolutions may be adopted by a three-fourths (3/4) majority of those messengers present and voting in an annual meeting.

Section 5. Temporary Committees:

The President of the Convention shall appoint ad hoc committees as deemed necessary by the Convention or the Executive Board.

Section 6. Constitution Bylaws Committee:

The Administrative Committee of the Executive Board may function as the Constitution and Bylaws Committee, recommending minor changes to the Convention. Where more extensive changes are deemed appropriate, the Administrative Committee may appoint an ad hoc committee for this purpose to bring recommended changes to the Convention.

Section 7. Minnesota-Wisconsin Baptist Foundation Board of Directors:

The Board of Directors for the Minnesota-Wisconsin Baptist Foundation shall be composed of nine (9) members. The members shall be elected to serve three years each, with one-third of the directors elected each year by the MWBC in its annual meeting. Nominees shall be brought to the Convention by its nominating committee. Members may be elected for succeeding terms of

service by the Convention. In the event of a vacancy resulting from a director's inability to serve until the next annual meeting of the Convention, the nominating committee shall nominate a replacement to the Executive Board. The vacancy shall be filled following a majority vote of the Executive Board. The Directors shall give administrative guidance and assistance in the establishment and operations of the Minnesota-Wisconsin Baptist Foundation under its adopted Bylaws. Each director shall be a member of a Baptist church which is in active cooperation with the MWBC, shall have successful experience in finance, farming, business, industry, commerce or the professions and shall commit to the tasks assigned to the Foundation.

Section 8. Scholarship Committee:

- (1) The Scholarship Committee shall award scholarships for Seminary Education under the policies of the Executive Board.
- (2) The committee shall consist of six (6) members serving three years each with one-third of the committee elected each year and one person designated as chairperson to serve for the ensuing twelve months.
- (3) The committee shall report its actions to the Executive Board.

ARTICLE FOUR - OFFICERS

Section 1. Election:

The President, First Vice President, and Second Vice President shall be nominated from the floor. Nominations for the Recording Secretary and Assistant Recording Secretary shall be brought by the Nominating Committee. The officers shall be elected by a simple majority of those voting. The order of election shall be President, First Vice President, Second Vice President, Recording Secretary, and Assistant Recording Secretary. Permission should be received from each candidate before nomination.

Section 2. Responsibilities:

- (1) The President shall preside, or appoint a Vice President to preside, at all sessions of the annual meeting. The Convention President shall also be President of the Executive Board.
- (2) The First Vice President shall preside in the absence of the President or at the request of the President. The First Vice President shall succeed the President upon the resignation or death of the President.
- (3) The Second Vice President shall preside in the absence of the President and First Vice President or at the request of the President. The Second Vice President shall become First Vice President upon a vacancy in that office. The Second Vice President shall become President if both the President and First Vice President positions become vacant.

(3) The Recording Secretary shall record the actions of the Annual Meeting, the Executive Board and the Administrative Committee Meetings.

(5) The Assistant Recording Secretary shall assist the Recording Secretary and fulfill the duties in the absence of the Recording Secretary. The Assistant Recording Secretary shall succeed the Recording Secretary if the office becomes vacant.

(6) All elected officers shall serve on the Administrative Committee of the Executive Board.

ARTICLE FIVE - ANNUAL MEETING

The annual meeting of the Convention shall be for the purpose of: (1) fellowship, (2) considering the reports of the work of the Convention, (3) electing officers, (4) voting on a proposed program and setting priorities, (5) hearing messages of inspiration and (6) conducting such business as is necessary for the extension of God's work.

ARTICLE SIX - PARLIAMENTARY AUTHORITY

The rules of order for the meetings of this Convention shall be Robert's Rules of Order, newly revised. In cases where the procedure may not be clear, the President may use his discretion or call for an interpretation by the elected parliamentarian. The parliamentarian, or the assistant parliamentarian in the parliamentarian's absence, shall provide such counsel as needed to maintain correct and orderly procedure in the conduct of Convention sessions. Any ruling by the parliamentarian or the presiding officer may be appealed to the body.

ARTICLE SEVEN - BYLAWS AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority of those messengers present and voting in an annual meeting. Proposed amendments must be presented at the first business session and may not be voted on until three (3) hours have elapsed. A motion to amend the Bylaws must be presented in writing.

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