

# Progressive National Baptist Convention, Inc.



## Constitution and By-Laws

Adopted September 1962

Amended August 2009

***Dr. Timothy Stewart, President***  
***Dr. Tyrone S. Pitts, Interim General Secretary***

*The Constitution is chartered under the Laws of the District of Columbia*

# CONSTITUTION

## THE PROGRESSIVE NATIONAL BAPTIST CONVENTION, INC.

### PREAMBLE

The people called Progressive Baptists believe in the principles, tenets and doctrines proclaimed or advocated in the New Testament as sufficient for their polity and practices. In church government, Baptists believe in the rule of the people, by the people, and for the people, and in the vestment of the authority and power to act in the majority. Therefore, we, the members of the Progressive National Baptist Convention, U. S. A., Inc., federate ourselves together in the name of and under the direction and guidance of God, sharing our common faith in Jesus Christ and our concern for strengthening God's work through our common activities, and establish this Constitution for the Progressive National Baptist Convention, Inc., as follows:

### Article I Name and Headquarters

Section 1. The name of the organization shall be the Progressive National Baptist Convention, U.S.A., Incorporated, hereinafter referred to as "The Convention."

Section 2. The Convention shall have the authority to designate a principal place of business to be known as Convention Headquarters, provided that such designation shall not conflict with the charter of the Convention or of the laws of the state or jurisdiction in which the Convention is chartered, or the laws of the United States of America.

### Article II Objectives

Section 1. The objectives of the Convention shall be to encourage, support and promote Christian Evangelism; Christian Missions; Christian Education, including the necessary publication and distribution of literature; Christian Stewardship; Benevolence; Human Freedom and such other Christian work as the Convention may determine.

Section 2. In the pursuit of these objectives, the Convention may function through such auxiliaries or departments, boards, agencies, commissions, committees, or other designated structures, as it shall determine.

## **Article III Membership**

Section 1. Membership in the Convention shall be Representative, Life, and Honorary.

A. Representative membership shall consist of persons duly elected or delegated to the Convention from Baptist Churches, Baptist Associations, Baptist State Conventions, or other Baptist bodies, as are cooperating and contributing annually to the objectives of the Convention, and who shall have been admitted to the Convention. The number of voting representatives and their qualifications shall be described in the By-Laws of the Convention. However, any member of a church, which is a member of the Convention may attend the sessions and activities of the Convention and participate in the work of the Convention, its auxiliaries, or departments, boards, agencies, commissions and committees, but without a vote.

B. Life membership in the Convention shall be given to any member of a Baptist Church which is a member of the Convention, who may contribute to the Convention, as an indication of his interest, a sum of money designated by the Convention in a manner described in its By-Laws. Life members shall be eligible to vote and have all privileges of membership in the Convention.

C. Honorary membership may be conferred by the Convention on any person whom the Convention may choose to honor, upon adoption of a resolution by the Convention. Honorary membership may be for a single session or for life. Such membership shall incur no financial responsibility nor grant any franchise beyond the courtesies of the Convention.

Section 2. Membership in the Auxiliaries and Departments of the Convention shall be described in the By-Laws of the respective Auxiliaries or Departments; provided, that such requirements shall not conflict with Article III, Section I of this Constitution.

## **Article IV Ecclesiastical Jurisdiction**

This Convention shall have no ecclesiastical jurisdiction over the churches, associations, and conventions holding membership in it, nor shall it interfere with the internal affairs of any church, association, convention, or other constituent body.

## **Article V Officers**

Section 1. The officers of the Convention shall be President, Vice President; a Second Vice President; a Vice President for each approved region, who shall serve as presiding officer of the respective regions; General Secretary; Recording Secretary; one or more Assistant Recording Secretaries; Treasurer; Historian; and Editor. They shall perform duties as are common to such offices and as are specifically described in the By-Laws of the Convention.

Section 2. Any member of the Convention, clergy or lay, male or female, shall be eligible to hold any office of the Convention.

Section 3. All officers of the Convention, and of the Departments of the Convention and members of the Executive Board, shall be elected by the Convention, annually, as provided by the Constitution and the By-Laws of the Convention; and shall hold office until their successors are duly elected and qualified.

Section 4. In case of the death, disability or removal from office of the President, Vice President, and Second Vice President of the Convention, the General Secretary of the Convention shall call a meeting of the Executive Board of the Convention, and the Executive Board shall select for the Convention a President and Vice Presidents from among the Vice Presidents of the Convention presiding over the respective regions of the Convention, to serve until the next annual session of the Convention.

Section 5. Tenure. Officers of the Convention and of the Auxiliaries or Departments of the Convention shall not succeed themselves in office consecutively, more than three (3) times until at least one year has elapsed beginning 1990; except that the General Secretary of the Convention and the Editor of the Official Organ of the Convention shall not be considered elected officers of the Convention, but rather appointments to be made annually by the Executive Board and approved by the Convention, and that the Dean of the Congress succeed in office three consecutive times or a term of four years before observing the one year lapse for eligibility to be re-elected.

Section 6. Election to the position of Vice President or Assistant Secretary shall not be interpreted to mean automatic succession to the position of President or Secretary, respectfully.

## **Article VI**

### **Executive Board**

Section 1. There shall be an Executive Board of the Convention consisting of all elected

officers of the Convention, the Presidents or heads of each Convention approved Auxiliary or all Boards, and Committees of the Convention, the General Secretary, Past General Secretary with a minimum of five (5) years service, and one (1) person chosen by each State Convention or State Delegation.

Section 2. The Executive Board shall have charge of the affairs of the Convention during the periods when the Convention is not in session and shall have the authority to act in the interest of the Convention; but it shall not have the authority to change the By-Laws or procedures of the Convention without the approval of the Convention. The Executive Board shall employ the General Secretary of the Convention and the Editor of the Official Organ to the Convention and fix the term(s) of the office thereof, and shall supervise the operation of the Convention's Headquarters, the execution of its programs, and the control of its finances and budget.

Section 3. The Executive Board shall name an Executive Committee from among its members, including the President, First Vice President, Second Vice President, Regional Vice Presidents, the Vice-Presidents At-Large, General Secretary and the Treasurer.

Section 4. The Executive Board shall appoint the following Standing Committees: Personnel; Planning and Evaluation; and Finance and Property.

## **Article VII Trustees**

Section 1. The Convention shall elect six (6) Trustees in groups of two (2), each group of two shall serve a term of three (3) years.

Section 2. The Trustees shall be the legal holders of the properties of the Convention, and shall sign on behalf of the Convention the legal papers requiring their signature; but only on the authority of the Convention or of the Executive Board when so ordered by the Convention, verified by specific instructions signed by the President and the General Secretary of the Convention.

## **Article VIII Convention Departments and Auxiliaries**

Section 1. The Convention shall establish such Departments and Auxiliaries as in its

judgment may assist in its work. Such Departments and Auxiliaries shall be responsible directly to the Convention for the promotion of Convention activities and objectives among the various segments of its constituency.

Section 2. Departments and Auxiliaries of the Convention may establish their own By-Laws; provided, that such By-Laws are not in conflict with the Constitution and By-Laws of the Convention; and that the By-Laws of the Departments and Auxiliaries, and any amendments thereto shall be approved by the Convention on recommendation of the Executive Board.

## **Article IX Boards, Agencies and Institutions**

Section 1. The Convention shall establish such Boards, Agencies, or Institutions as it may deem necessary for the purpose of carrying out its objectives.

Section 2. Boards, Agencies, and Institutions of the Convention may be chartered under the laws of the United States or any State thereof, provided that such charters shall recognize the parent relationship of the Convention, and shall not be in conflict with the Charter and Constitution of the Convention. The Convention shall elect the members or trustees of the Boards, Agencies, and Institutions, in a manner described by the By-Laws of the respective Board, Agency or Institution.

Section 3. Boards, Agencies, and Institutions of the Convention shall have the power to plan and execute their own programs and activities, to nominate and elect their own officers; to recommend their own agents and compensation; and, to develop and appropriate resources for the promotion of their work. Provided, that such power shall not be used in conflict with the objectives and programs of the Convention; and provided further, that title to the real property acquired through the Boards, Agencies, and Institutions shall be vested in the Convention, except as the Convention may specifically designate. Programs of work, budgets, including salaries and honoraria for top-level officers and administrators, must be approved by the Executive Board of the Convention. Any disposition of real property held by Boards, Agencies or Institutions of the Convention in their own name, must be approved by the Convention.

Section 4. Boards, Agencies, and Institutions of the Convention shall report to the Convention at each annual session, and at the request of the Executive Board.

## **Article X Commissions and Committees**

Section 1. The Convention shall have the power to create such Commissions and Committees as it may deem necessary to the accomplishment of its objectives.

Section 2. The President of the Convention, on the first day of the annual session of the Convention shall appoint a Nominating Committee composed of one member from each State Body; the Nomination Committee shall elect a Chairperson, Vice Chairperson, Secretary and Assistant Secretary. (Amended August 12, 1977.)

2a. The Nominating Committee shall make nominations for officers of the Convention and its Departments, members of the Convention Boards, Agencies, Institutions, Commissions and Committees, for a term of office to begin with the next annual session of the Convention which follows the session in which the Nominating Committee is appointed; except that the Executive Board shall nominate to the Convention the General Secretary and the Editor for the Convention Organ.

Section 3. At the final meeting of the Annual Session of the Convention, the President shall appoint a Program Committee consisting of one member each from the Missions Ministry, the Board of Education and Publication and six other members. The Chairperson of the Program Committee shall be appointed by the President. (Amended August 12, 1977.)

3a. The Program Committee shall arrange the program for the Annual Session and any adjournments thereof, develop its theme, and approve program participants.

3b. The Program Committee shall meet not less than ninety (90) days before the Annual Session of the Convention, and shall give notice to the constituency of the Convention through the office of the General Secretary of the Convention, as to the time and place of its meetings.

## **Article XI Meetings**

Section 1. The Convention shall meet annually in the week following the first Sunday in August. This meeting shall be designated as the Annual Meeting of the Convention, and may include meetings of the Convention's Auxiliaries and Departments, Boards, and Agencies, as determined by the Executive Board of the Convention. The annual meeting of the Convention for

the transaction of business shall begin on Tuesday at 10:00 a.m., and shall conclude by Friday midnight, during which time provision must be made for the adoption of the program and work of the Convention, the adoption of the budget, the election of officers and of the Executive Board, for the ensuing year.

## **Article XII Fiscal Policy**

Section 1. There shall be an audit of the Convention and all of its agencies, conducted annually by a Certified Public Accountant. The Audit shall be prepared and presented to the Executive Board at the Midwinter Board Meeting following the end of the fiscal year.

Section 2. Whenever a recommendation, resolution or motion is introduced to the Executive Board or the Annual Session of the Convention requiring the expenditure of funds which have not been authorized through the annual budget, the Controller shall be required to present a statement of estimated fiscal impact. The statement of estimated fiscal impact shall forecast the dollar cost to the Convention for the first year and the annual cost thereafter.

The Controller shall also certify that the funds are available to underwrite the new expense. In the event that the funds are not recognizable and certified, implementation shall be delayed until such time as the funds are available. Under no circumstances shall funds be authorized or expended prior to the issuance of a certificate of funds availability.

Section 3. The expenditures of the departments of the Convention, including special projects, shall never exceed seventy-five percent of the revenue generated during the previous fiscal year. Projected budgets for the new fiscal year shall never exceed seventy-five percent of the revenue generated during the previous fiscal year. (Amended August 7, 2003)

## **Article XIII Amendments**

Section 1. The Constitution may be amended at any annual session of the Convention by a two-thirds (2/3) vote of all votes cast by the eligible delegates present and voting; provided, that said amendment or amendments shall be proposed, read and distributed to the delegates on the first day of the Convention and the time set when voting shall take place on the same day when the amendment is proposed.

Section 2. An amendment to this Constitution, which shall alter, change, or benefit the

office of any officer of the Convention shall not become effective during the tenure of the incumbent officer at the time of its adoption. (Amended August 12, 1977.)

## **BY-LAWS OF THE PROGRESSIVE NATIONAL BAPTIST CONVENTION, INC.**

### **Article 1 Qualifications for Membership**

Section 1. Any regular Baptist Church, Baptist Association, Baptist State Convention, or other Baptist body shall be eligible for membership in the Progressive National Baptist Convention, Inc.

1a. Each Baptist Church, admitted to the Convention, shall contribute to the Convention at least 1% of its operating receipts of the previous year. Only those members who pay 1% of their operating receipts by the end of the preceding fiscal year are eligible to be elected and hold office in the Progressive National Baptist Convention, Inc. Each Church shall be entitled to the following number of delegates to the Annual Session:

499 members or less .....	5 voting delegates
500 members to 799 .....	8 voting delegates
800 members to 999 .....	10 voting delegates
1,000 members to 1,499 .....	12 voting delegates
1,500 members or more .....	15 voting delegates

Any member church having a congregational membership of less than 1,500 may, after paying at least one percent (1%) of its operational budget and having received its allowable voting delegates under this membership formula, may increase its voting delegates to 15, by paying \$100.00 additional for each such voting membership.

1b. Every Baptist Convention, admitted to the Convention, shall contribute to the Convention annually the sum of \$500.00 and be entitled to 2 voting delegates. Every Baptist Fellowship admitted to the Convention, shall contribute to the Convention annually the sum of \$300.00 and be entitled to 2 voting delegates. Every Baptist Association, shall contribute to the Convention annually the sum of \$250.00 and be entitled to 1 voting delegate. (Amended October 11, 2006)

Section 2. Any person, who is a member of a Baptist Church that is a member of the Convention, who contributes the sum of \$1,000.00 to the Convention in the course of any Convention year shall be granted a life membership in the Convention.

Section 3. For the purpose of promoting the goals and objectives of the Convention, the following geographical regions are established: Eastern, International, Mid-western, Southern and Southwestern. (Amended August 10, 1995)

**Article II**  
**Duties of Officers**

Section 1. The President of the Convention shall: (a) enforce the Constitution, By-Laws, Rules and Regulations of the Convention; (b) give guidance, leadership in all deliberations of the programs of the Convention and be the general supervisor over the work of the Convention; (c)

preside or designate one of the Vice Presidents to preside over sessions of the Convention; (d) be ex-officio (non-voting) member on all Boards, Commissions, Agencies and Committees of the Convention; (e) be responsible for preparing or directing the preparation of all official statements enunciated by the Convention provided that statements which express policies of the Convention prior to release or publication be approved by the Convention or the Executive Board, or the Executive Committee of the Executive Board; and, (f) affix the signature of the President of the Convention to all documents and papers required thereof.

Section 2. The First Vice President and Second Vice President of the Convention shall serve and assist the President of the Convention in the execution of the programs and work of the Convention.

2a. In the event of disability of the President of the Convention, the First Vice President shall assume the duties of the President, as Acting President until the disability of the President is removed or until a successor is elected as President. In the event of death, resignation, or removal of the President, the First Vice President shall become President of the Convention and serve until a successor is elected President. In the event of disability of the First Vice President, who is acting President, the Second Vice President shall assume the duties of the President, as Acting President until the disability of the President or the disability of the First Vice President is removed or until a death, resignation, or removal of the First Vice President, who has succeeded as President, the Second Vice President shall become President and serve until a successor is elected to the office of President.

Section 3. The Chief Presiding Officer of each Department and Auxiliary, established by the Convention shall be known as Vice President At Large of the Convention. Each Vice President At Large shall preside over the meetings of the respective Department or Auxiliary and promote the programs, interest and objective of the Convention.

Section 4. The Regional Vice President, for each approved Region of the Convention, shall preside over the meetings of the designated Region and promote the programs, interests and objectives of the Convention.

Section 5. The General Secretary of the Convention shall: (a) be the Chief Administrative Officer of the Convention and is responsible for executing the policies and programs of the Convention; (b) make periodic reports and/or submit reports as requested by the Convention, the Executive Board or the Executive Committee of the Executive Board; (c) direct and supervise the operation of the Headquarters of the Convention; (d) coordinate the preparation of the Convention's budget, (e) execute the programs and policies of the Convention and encourage stewardship within the constituency of the Convention; (f) be the official representative of the Convention when designated by the President of the Convention or the Executive Board; (g) nominate an accountant for the office of the General Secretary of the Convention. This person shall then be elected by the Executive Board to serve in that position, (h) coordinate the programs and work of all Committees by the Constitution and By-Laws, or the Executive Board; (i) be ex-officio (non-voting) member on all Boards, Agencies and Institutions of the Convention.

Section 6. The Recording Secretary of the Convention shall; record the proceedings of all regular, adjourned and special sessions of the Convention; compile the records in an approved form for publications; submit the records to the President of the Convention to determine their accuracy; deposit the records with the General Secretary of the Convention not more than sixty days after the final session of the Convention. In addition, the Recording Secretary shall certify all documents when required.

Section 7. Assistant Recording Secretaries shall serve under the direction and supervision of the Recording Secretary.

Section 8. The Treasurer of the Convention shall; (a) be the custodian of all assets of the Convention, including general funds, and shall deposit all funds in an insured Financial Institution, (b) disburse or cause to be disbursed all funds of the Convention in accordance with the budget adopted by the Convention, or directed by the Executive Board, or Executive Committee of the Executive Board, (c) require periodic financial reports from all Agencies, Committees, Boards, Departments, Auxiliaries and Institutions holding or handling funds of the Convention, (d) assist the Budget Committee in preparing the budget and make a report of the finances at each annual session of the Convention, or as may be requested by the Executive Board, (e) post a surety bond in an amount required by the Executive Board, premiums for said bond to be paid by the Convention.

Section 9. The Historian of the Convention shall gather, assemble, disseminate and publish information relating to the history of the Convention. All materials, data and information assembled, gathered and compiled by the Historian, while serving as Historian, shall be the property of copyrights of the Convention unless otherwise directed by the Convention.

Section 10. The Editor of the Convention shall prepare or supervise the publication of the Official Organ of the Convention and, in addition thereto, promote the programs, work and objectives of the Convention and perform such other duties as may be directed by the President or the Executive Board of the Convention.

### **Article III**

#### **Executive Board**

Section 1. The Executive Board shall meet the first day following the final session of the annual convention to receive or act upon matters referred to it by the Convention; at this meeting, members of the Executive Board and members of the Executive Committee shall be elected, and the President of the Convention shall be the President of the Executive Board. A quorum for the Executive Board shall be one half of its members plus one. The President of the Executive Board may call a meeting of the Executive Board.

Section 2. The Executive Board shall appoint the following Standing Committees to facilitate the work, programs and objectives of the Convention:

- (a) Committee on Personnel

- (b) Committee on Planning and Evaluation
- (c) Committee on Finance and Property
- (d) The Executive Committee

The Chairperson of the Executive Board may appoint other special committees that are deemed necessary and proper to function for the Convention. Persons who are non-members of the Executive Board may be appointed on Committees when special expertise or talent is required.

2a. The functions of the Committee on Personnel shall be to formulate and recommend overall personnel policies; to receive and act upon personnel grievances; to interview applicants and submit recommendations on all paid or professional staff of the Convention; to review and approve all personnel salary plans; to review and approve all personnel policies and procedures; to report to the Executive Board on significant personnel achievements and failures; and to present recommendations and reports to the Executive Board for final approval.

2b. The functions of the Committee on Planning and Evaluation shall be to recommend to the Executive Board, program goals, objectives, projects and strategies; to determine long-term and short-term goals of all programs; to review, approve and recommend proposed programs and projects for funding; to assign priorities to all goals; and to visit and observe on site operations of the Headquarters and prepare written recommendations to the Executive Board.

2c. The functions of the Committee on Finance and Property shall be to review the monthly financial reports to determine levels of spending; to make periodic inspections of financial records; to recommend independent audits and provide financial counsel; to review audits, reports and recommend necessary and proper action; to review the budget and recommend funding projects, to review the adequacy of all real property vested in the Convention and insure that all real property and utility systems are properly maintained; and review adequacy of all personal property and equipment owned/and or leased by the Convention and insure that all said property is properly maintained and inventoried.

Section 3. The Executive Committee shall meet when called by the President of the Convention who shall be the Chairperson of the Executive Committee. Expenses for all meetings shall be paid by the Convention. The Executive Committee may act for the Executive Board between meetings of the Executive Board; but the Executive Committee shall not terminate the services of the General Secretary of the Convention or the services of the Editor of the Official Organ of the Convention; nor alter or amend the Rules or Regulations of the Executive Board without prior approval of the Executive Board, either by a meeting or vote by mail.

Section 4. The Executive Board may adopt rules and regulations for procedures in the conduct of business, provided such rules and regulations do not conflict with the Constitution and By-Laws of the Convention, or any provision thereof.

All Standing Committees of the Executive Board shall be responsible to the Executive Board only, and shall report their actions and findings to the Executive Board.

## **Article IV**

### **Departments and Auxiliaries Organizational Structure**

Section 1. The By-Laws of any Department or Auxiliary, or amendment thereof, shall not become effective until submitted to and approved by the Convention.

Section 2. Departments and Auxiliaries shall submit recommendations for their officers to the Nominating Committee of the Convention at least ninety days prior to the Annual Session of the Convention. Duties of officers and the method of recommending officers to the Nominating Committee for election shall be prescribed in the By-Laws of the respective Departments or Auxiliaries.

Section 3. Each Department and Auxiliary shall adopt a plan of work, which shall be approved by the Executive Board of the Convention. The budget of each Department and Auxiliary shall be presented to the Budget Committee of the Convention prior to being submitted to the Executive Board for approval.

Section 4. Staff leadership for all Departments and Auxiliaries shall be provided through the Convention Headquarters.

Section 5. Auxiliaries and Departments shall not hold membership in any other organization, unless approved by the Convention.

## **Article V**

### **Department and Auxiliaries Established**

The Progressive National Baptist Convention, Inc. hereby establishes and recognizes the following Departments:

Section 1. Progressive National Baptist Women, who shall be responsible for working with, inspiring and challenging the Women of Progressive National Baptist Convention to support fully the objectives of the Convention. The Women may establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention, to harmoniously promote the objectives of the Convention.

Section 2. Progressive National Baptist Laymen, who shall be responsible for working with, inspiring and challenging the Laymen of the Progressive National Baptist Convention to support fully the objectives of the Convention. The Laymen of Progressive National Baptist

Convention may establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention, to harmoniously promote the objectives of the Convention.

Section 3. Progressive National Baptist Ushers shall be responsible for working with, inspiring and challenging the Ushers of the Progressive National Baptist Convention to fully support the objectives of the Convention. The Ushers of the Progressive National Baptist Convention may establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention, to harmoniously promote the objectives of the Convention.

3a. The Progressive National Baptist Ushers shall have the power and responsibility of organizing a Young Adult Ushers Department whose policies and practices will be determined by the ushers, and who shall be responsible in their performances to the Ushers.

Section 4. Progressive National Baptist Youth shall be responsible for working with, inspiring and challenging the Youth of the Progressive National Baptist Convention to fully support the objectives of the Convention. The Youth of Progressive National Baptist Convention may establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention to harmoniously promote the objectives of the Convention.

Section 5. Progressive National Baptist Moderators shall be responsible for working with, inspiring and challenging the Moderators of the Progressive National Convention to establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention, to harmoniously promote the objectives of the Convention.

Section 6. Progressive National Baptist Health Ministries shall be responsible for working with, inspiring and challenging the Health Ministries Department of the Progressive National Baptist Convention to fully support the program and the objectives of the Convention; recruit as members all Nurses in PNBC; identify ways that culturally diverse and economically disadvantaged families can help prevent major illnesses; enable individual members and church congregations develop and maintain healthy lifestyles; promote awareness of health issues; explore factors responsible for selected health problems; develop an educational program in health ministry; and, encourage training in church nursing on local, district, state, regional and national levels. The Health Ministries may establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention, to harmoniously promote the objectives of the Convention. (Amended August 8, 1991)

Section 7. Progressive National Baptist Young Adult Laymen shall be responsible for working with, inspiring and challenging the Young Adult Laymen of Progressive National Baptist

Convention to fully support the objectives of the convention. The Progressive National Baptist Young Adult Laymen may establish such organizational structure and develop such programs as may be necessary to promote the objectives of the department and the convention as a whole. (Amended August 8, 1991)

Section 8. Progressive National Baptist Young Adult Women shall be responsible for working with, inspiring and challenging the Young Adult Women of Progressive National Baptist Convention to fully support the objectives of the convention. The Progressive National Baptist Young Adult Women may establish such organizational structure and develop such programs as may be necessary to promote the objectives of the department and the convention as a whole. (Amended August 6, 1991)

Section 9. The Progressive National Baptist State Presidents shall be responsible for working with, inspiring and challenging churches of their states that are members of the Progressive National Baptist Convention. The State Presidents of the Progressive National Baptist Convention may establish such organizational structure and develop such programs as may be necessary, under the rules and regulations of the Convention, to harmoniously promote the objectives of the Convention. (Amended August 11, 1994)

Section 10. Progressive National Baptist Congress of Christian Education which shall in cooperation with the Board of Christian Education be responsible for planning the programs of Christian leadership education at the annual session of the Convention, on behalf of the Convention and its Departments. Such programs shall be geared toward carrying out the purposes and objectives of the Convention in harmony with and supported by the parent body of the Convention. The Congress may establish such organizational structure and develop such programs as may be necessary under the rules and regulations of the Convention to harmoniously promote the objectives of the Convention. (Amended August 6, 1996)

Section 11. Progressive National Baptist Convention Mission Ministry shall be responsible for the supervision and operation of the Convention's International and National Mission Program. This responsibility includes a convention-wide program on National and International Ministries, promotion of the general budget of the Convention, and planning and executing special financial drives for Missions.

11a. All Mission projects, fundraising promotions, and mission endeavors promoted by the Convention's Boards, Commissions, Institutions, Departments, Auxiliaries, Associations and other member entities, must be endorsed and monitored by and held accountable to the Progressive National Baptist Convention Mission Ministry. (Amended August 9, 2001)

## **Article VI**

### **Boards, Agencies and Institutions Organizational Structure**

Section 1. Boards, Agencies and Institutions of the Convention shall submit to the Convention for approval all applications for charters or applications for amendments to existing charters, to be filed under the law of the United States or any state thereof; all applications shall first be presented to the Executive Board for recommendation to the Convention.

Section 2. Boards, Agencies, and Institutions of the Convention shall be governed by Board of Directors or Trustees consisting of not less than fifteen and not more than fifty-one members, who shall be broadly representative of the constituency of the Convention and reasonably balanced as to sex, age, clergy, lay person and geographical representation. In case of Boards whose functions are specialized and technical in nature, due consideration may be given to include persons of specialized competencies in the membership of the Boards.

Section 3. Initial Directors or Trustees of Boards, Agencies and Institutions shall be nominated by the Executive Board of the Convention and elected to staggered terms of one, two and three years, in classes, so that one third of the membership shall expire each year. The regular term of membership shall be for three years; provided that such members elected to one full term may be eligible for election to one additional term only, until at least one year has elapsed. Paid employees of Board, Agencies and Institutions shall not be voting members of the Board of Directors or Trustees of Boards, Agencies, or Institution on which they are employed.

3a. Directors or Trustees of Boards, Agencies and Institutions of the Convention shall submit recommendations for members of their respective Board of Directors or Trustees to the Nominating Committee of the Convention at least 90 days prior to the annual session of the Convention when such members shall be elected. The Nominating Committee, after considering the balance in representation of the constituency of the Convention of the Boards, shall submit the nominations to the Convention for election by the Convention. In the event of vacancies in the membership of Boards of Directors or Trustees between annual sessions, members shall have the authority to fill such vacancies until the next annual session of the Convention.

Section 4. Each Board, Agency and Institution of the Convention shall in its By-Laws designate a meeting as the Annual Meeting for reports, election of officers and staff, adoption of its plan of work and budget for the year. A quorum for the annual meeting of Boards, Agencies and Institutions shall be one-third of the voting membership, plus one.

Section 5. Members of Boards, Agencies and Institutions of the Convention shall elect from among themselves a Chairperson, Vice Chairperson, Recording Secretary, Treasurer and such other officers as may be prescribed in the By-Laws of the Boards. The officers shall perform duties common to their offices and as may be prescribed in the By-Laws. Chairpersons and all other officers of Boards, Agencies and Institutions shall not serve more than two terms and must stay off for at least one term before they are eligible for re-election. (Amended August 6, 1998)

Section 6. Members of Boards of Directors or Trustees of Boards, Agencies and Institutions shall recommend a Chief Administrative Officer who shall be a salaried employee and whose

qualifications, duties, term of office and method of selection shall be prescribed in the By-Laws of the respective Boards, Agencies and Institutions. The Chief Administrative Officer shall nominate the staff for the respective Board, Agency, or Institution in a manner prescribed in its By-Laws.

Section 7. Each Board, Agency and Institution shall adopt a program of work and a budget and present the same to the Executive Board of the Convention for approval. Each Board, Agency and Institution shall make reports to the Convention annually or when requested by the Executive Board, and submit to the General Secretary of the Convention an annual audit, prepared by a Certified Public Accountant (CPA) - copy of said audit to be filed with the Auditor of the Convention.

## **Article VII Boards and Institutions Established**

The Progressive National Baptist Convention, Inc. hereby establishes and recognizes the following Boards:

Section 1. The Board of Christian Education and Publications whose duties shall be to set policy, and devise plans and outlines for the total program of education for the Convention, its Agencies and Auxiliaries, and in addition thereto, be responsible for preparing, printing, publishing and distributing literature, educational materials, books and pamphlets.

Section 2. The Progressive Pension Plan Board which is authorized and directed to solicit the constituency of the Convention to join the Progressive National Baptist Convention Pension Plan, and in addition thereto, be responsible for the promotion, operation and management of the funds in the plan; condition of the Plan shall be reported to the Convention as requested by the Convention or the Executive Board of the Convention. (Amended August 9, 2001)

Section 3. The Progressive Nannie Helen Burroughs School shall be responsible for the development and execution for an educational curriculum for pre-school children and elementary school children. The school's constitution shall in all respects conform to the Constitution of the Progressive National Baptist Convention; and, the school shall be free to develop and execute programs of operation for excellence and education.

Section 4. Progressive Board of Evangelism which shall be responsible for supervision and operation of the Convention's Evangelism Program; this responsibility includes a convention-wide program on Evangelism, promotion of the general budget for the Convention, and planning and executing special financial drives of the Evangelism Program. (Amended August 9, 2001)

## **Article VIII Agencies Established**

Section 1. The Progressive National Baptist Convention, Inc., hereby establishes the Progressive Chaplaincy Endorsing Agency consisting of 31 members, and this Agency shall be responsible for interviewing, certifying and endorsing personnel of the Progressive National Baptist Convention for the Chaplaincy in the branches of the United States Armed Forces, and for service in the hospitals of the United States Armed Forces, of the Veterans Administration, of penal institutions, or agencies which require endorsement by a religious denomination.

## **Article IX**

### **Commissions and Committees Established**

Section 1. The Progressive National Baptist Convention, Inc. hereby establishes the Progressive Convention Arrangements Committee, consisting of three persons; this Committee, with the cooperation of the General Secretary of the Convention shall be responsible for all arrangements of the meetings of the Convention, its Departments, Auxiliaries, Agencies and Regions. This Committee shall work with local entertainment committees and, with the approval of the Executive Committee of the Executive Board, be authorized to employ professional consultants, if needed.

Section 2. The Progressive National Baptist Convention, Inc. hereby establishes the Progressive Civil Rights Commission consisting of five persons, who shall be responsible for developing programs, and promoting offerings for civil rights groups approved by the Convention. This Committee, at the January meeting of the Executive Board, shall nominate and submit to the Executive Board, a person to receive the Martin Luther King, Jr., Award at the next annual session of the Convention.

Section 3. At each annual session of the Convention, the President shall appoint a Committee of not more than seven persons, to be known as a Committee on Internal Affairs to make recommendations for Rules of Order for conduct of business in the succeeding annual session of the Convention. The Committee on Internal Affairs shall make its report first to the Executive Board of the Convention, which in turn shall approve or amend the report for recommendation to the Convention in session prior to the reading and adoption of the program of the Convention.

Section 4. The Progressive National Baptist Convention, Inc. hereby establishes the Progressive Cooperative Christianity Commission consisting of three persons.

Section 5. The Progressive National Baptist Convention hereby establishes the committee on annual, mid-winter, and other national meetings. The committee shall be composed of six persons from the regions and auxiliaries, and a seventh person named by the convention president, who will serve as chairman of the committee. (Amended August 10, 1995)

## **Article X Special Offerings and Fundraising**

Section 1. Special offerings or fund raising shall not be requested, permitted, or received in any session of the Convention, except as follows:

- (a) Special fundraising projects conducted by Auxiliaries and Departments when same has been approved by the Budget Committee and the Executive Board.
- (b) Designated gifts from churches, organizations and individuals for Convention objectives or related objectives;
- (c) Special offerings agreed upon by the Executive Committee and the Program Committee which may be received at annual sessions and regional meetings.

## **Article XI Convention Procedures**

Section 1. A quorum for all business sessions of the Convention shall be the number of messengers assembled at the session; provided, the number is not less than 100 at sessions of the annual session and not less than 50 at adjourned or special sessions.

Section 2. Messengers to be entitled to vote must exhibit registration badges. Unless the presiding officer or five messengers request the messengers to vote by standing, messengers shall vote by voice, yea for the affirmative and nay for negative.

Section 3. All business sessions of the Convention, unless otherwise provided in the Constitution, By-Laws, shall be conducted in accordance with Robert's Rules of Order.

## **Article XII Amendments**

Section 1. These By-Laws may be amended at any annual session of the Convention by a majority of votes cast by messengers present and voting, provided that proposed amendment or amendments are filed with the General Secretary at least sixty days prior to the annual session to be voted upon. The General Secretary shall distribute, or cause to be distributed to the messengers copies of any proposed amendment or amendments on the first day of the Annual Session.

