

2/19/07

**CONSTITUTION AND BY-LAWS  
Texas Baptist Men**

**ARTICLE I  
Name**

The name of the organization is TEXAS BAPTIST MEN, INC. Texas Baptist Men, Inc. (TBM) is an affiliate of the Baptist General Convention of Texas.

**ARTICLE II  
Objectives**

The Mission of Texas Baptist Men is to assist Texas Baptist churches as they lead men to develop a “love” relationship with Jesus Christ that thrusts them and their families into a lifestyle of missions and ministry that fulfills the Great Commission. TBM operates in cooperation with the Southern Baptist Convention; Baptist General Convention of Texas; Baptist General Convention of Texas and associations; Southern Baptist of Texas Convention and associations; and with other Great Commission Christians. TBM will serve as the agency for enlisting and training men, boys, and their families as volunteers for God’s Kingdom service.

**ARTICLE III  
Relationships**

Section 1: Texas Baptist Men shall be the organization through which cooperating Baptist Men’s groups achieve unity of purpose and collective action.

Section 2: Texas Baptist Men shall cooperate with Great Commission Christians in ministries to men and their families through Christian lifestyle development, missions’ education and missions’ involvement.

Section 3: Texas Baptist Men shall recognize the association organizations of Baptist Men as the liaison organization between the local Baptist church units and Texas Baptist Men.

Section 4: Texas Baptist Men shall recognize the autonomy of each Baptist church and of each Texas Baptist association of such cooperating churches.

**ARTICLE IV  
Members**

Members of Baptist Men’s groups in churches affiliated with a Baptist association in Texas, the Baptist General Convention of Texas, or the Southern Baptist of Texas Convention.

## **ARTICLE V**

### **Officers**

Section 1: Officers of TBM shall consist of a President, the Immediate Past-President, Vice-President for Finance, Vice-President for Personnel, Vice-President for Policy, Recording Secretary, the twenty-eight (28) Regional Directors and such other officers as the Board of Directors may deem necessary or advisable. All officers shall be members in good standing as described in Article IV.

- A. All such officers shall be elected at the annual meeting and shall hold offices for one year or until their successors are elected. The tenure of an elected officer shall be limited to three (3) consecutive years in any office.
- B. The term of office shall begin at the final adjournment of the annual convention.

Tenure of an elected officer as described above shall not apply to the twenty-eight (28) Regional Directors. They will continue as long as they are nominated by the Nominating Committee and elected by the annual convention/board meeting.

Section 2: Duties of the officers shall be:

- A. President:
  - a) He shall preside over all regular and called meetings of TBM.
  - b) He shall serve as the Chairman of the Board of Directors.
  - c) He shall serve as the Chairman of the Executive Committee of the Board of Directors.
  - d) The President, in consultation with the Executive Director/Treasurer, shall appoint individuals to complete the un-expired term of the office vacated.
  - e) The President shall serve as an ex-officio member of every committee in TBM except the Nominating Committee.
  - f) The President shall represent TBM on the Executive Board of the Baptist General Convention of Texas.
- B. Immediate Past-President:
  - a) In the absence of the President, the Immediate Past-President shall assume the duties of the President. In the event that the President resigns, the Immediate Past-President will assume the duties of the President until such time as the Board of Directors can elect a new President.
  - b) He shall serve on the Executive Committee of the Board of Directors.
- C. Vice-President for Finance:
  - a) He shall serve as chairman of the Finance Committee.
  - b) He shall advise the Executive Director/Treasurer on financial matters of the Corporation.
  - c) He shall assist in the development of the TBM annual budget and shall receive quarterly reports from the Executive Director/Treasurer on matters related to the budget.

- d) He shall be responsible for insuring that the Executive Director/Treasurer and all TBM office personnel that handle TBM funds are appropriately bonded.
- e) He shall insure that the financial records of TBM are maintained in an accurate and secure manner and insure such records are audited annually.
- f) He shall serve on the Executive Committee of the Board of Directors.

D. Vice-President for Personnel:

- a) He shall serve as Chairman of the Personnel Committee.
- b) He shall serve as an advisor to the Executive Director/Treasurer on matters pertaining to personnel. He should be consulted in the employment and/or release of any personnel.
- c) He shall chair the committee as they screen prospective new program staff that is being recommended for employment by the Executive Director/Treasurer. He shall, with the Executive Director/Treasurer, consult with the BGCT Office of Human Resources in matters of legal responsibilities, forms and guidelines.
- d) The vice president of Personnel shall organize the current and Immediate Past President and the Personnel Committee which will then become the Search Committee for a new Executive Director/Treasurer for Texas Baptist Men in the event that this becomes necessary.
- e) He shall present new program staff to the Board of Directors with a recommendation from the Personnel Committee as to their employment.
- f) He shall review job descriptions and personnel information questionnaires annually.
- g) The Vice-President for Personnel, the President and the Immediate Past-President shall conduct a performance evaluation for the Executive Director/Treasurer semi-annually.
- h) He shall review all personnel performance evaluations.
- i) He shall serve on the Executive Committee of the Board of Directors.

E. Vice-President for Policy:

- a) He shall serve as chairman of the Policy Committee.
- b) He shall serve as an advisor to the Executive Director/Treasurer of Texas Baptist Men in matters of policy.
- c) He shall annually review the policies and procedures of Texas Baptist Men. This will be in conjunction with the Texas Baptist Men president.
- d) He shall serve on the Executive Committee and the Board of Directors.

F. Recording Secretary:

- a) The Recording Secretary shall convene the Nominating Committee immediately following the Annual Board Meeting in order to formulate the committee. This will consist of a chairman, a co-chairman and a secretary.

- b) He will take the minutes of all of the Executive Board Meetings and will serve as the recording secretary for the Executive Committee. At the conclusion of all Executive Committee meetings the Recording Secretary shall publish and distribute the minutes for approval by Executive Committee.
- c) At the instruction of the Recording Secretary, the Executive Director/Treasurer shall immediately mail these minutes to all members of the Board of Directors of TBM.

Section 3: The Vice-Presidents shall assume such duties as may be assigned by the President and/or Board of Directors of Texas Baptist Men.

- a) The President shall designate one of the Vice-Presidents to preside in his absence from meetings and such appointments may be rotated.
- b) They shall be available to the President for special assignments in carrying out objectives of Texas Baptist Men.
- c) A Vice-President may be designated by the President to serve in his place on any committee of the Board of Directors of Texas Baptist Men.
- d) The twenty-eight (28) regional directors shall assume such duties as may be assigned by the President and/or Board of Directors of Texas Baptist Men.
- e) The Staff Personnel and all Vice-Presidents and Committee Chairman will operate financially under budgeted amounts as approved each year, including necessary adjustments in line with those of the BGCT.

Section 4: A vacancy occurring in the office of the President or the Recording Secretary shall not be filled.

- a) If a vacancy occurs in the office of the President, the Immediate Past President shall perform the duties of that office for the unexpired term, as determined by the Executive Committee.
- b) If a vacancy occurs in the office of Recording Secretary, the Board of Directors of TBM shall determine, at its next regular meeting, the manner in which the duties of that office shall be discharged for such unexpired term.
- c) If a vacancy occurs in the office of a Vice-President, the vacancy may be filled by action of the Executive Committee.
- d) If a vacancy occurs in the office of the twenty-eight (28) Regional Directors, the vacancy may be filled by the actions of the Executive Committee.

## **ARTICLE VI**

### **Nominating Committee**

Section 1: The Nominating Committee shall be a rotating committee of nine members of the Board of Directors of TBM, elected by ballot for a three-year team. Election shall take place annually, three new members to be elected each year to succeed the three members whose terms expire.

- a) One year shall elapse before a member is eligible for re-election to the Nominating Committee.
- b) In case of a vacancy on the Nominating Committee, the Executive Committee of the Board shall fill unexpired terms. A member serving more than two years of an unexpired term shall not be eligible for immediate re-election.

Section 2: Annually each Board member may nominate three members to the Nominating Committee and the three receiving the highest number of votes shall serve as new members on the committee.

(Reversal of 3 and 4)

**Section 3:** The Recording Secretary shall call a meeting of the Nominating Committee for the elections of a chairman, a co-chairman and a secretary as early as possible following their election.

**Section 4:** The Nominating Committee shall select the following nominees for office each year- - a President, such Vice-Presidents as authorized (not less than three), a Recording Secretary, twenty-eight (28) Regional Directors, and such other officers as authorized by the Board of Directors of TBM.

Section 5: The Nominating Committee shall meet not less than three months prior to the next annual meeting for selection of the nominees. The chairman shall call the meeting, designating time and place, and notify all members at least thirty (3) days in advance.

Section 6: The chairman shall bring the report of the Nominating Committee to Texas Baptist Men in annual convention.

Section 7: Nominations shall be in order from the floor, providing the consent of the nominee has been obtained. Should there be more than one nominee for an office, election shall be by ballot, and the nominee receiving a majority of votes shall be elected.

## **ARTICLE VII**

### **Meetings**

Section 1: Annual Convention: Texas Baptist Men shall hold one Convention and one Board of Directors Meeting per year to handle all activities. The Texas Baptist Men Convention will be held in conjunction with the annual Board of Directors Meeting in the first quarter of the year. The location of the Convention and program will be recommended by the Executive Director/Treasurer and approved by the Board of Directors.

- a) At the annual convention the members shall elect the officers and the Board of Directors/
- b) Voting members at the annual convention of Texas Baptist Men shall constitute a quorum.
- c) The privilege of making motions, debating and voting in the annual convention shall be limited to men who are members of TBM as described in Article IV.

Section 2: Conferences and Promotional Meetings - - Texas Baptist Men conferences and promotional meetings shall be scheduled by the Board of Directors of TBM as implemented by the Executive Director/Treasurer.

## **ARTICLE VIII**

### **Board of Directors of TBM**

Section 1: Membership: The membership of the Board of Directors of Texas Baptist Men shall consist of the following:

- a) The officers and twenty-eight (28) Regional Directors elected at the annual convention.
- b) One man from each of the Baptist Associations in Texas shall be duly elected as the association's member of the TBM Board of Directors.
- c) Eighteen Members-At-Large (see section 2 of this article).
- d) All Past-Presidents of Texas Baptist Men and retired TBM program staff.
- e) The Chief Financial Officer of the Baptist General Convention of Texas shall be an ex-officio member of the Board of Directors.
- f) The Area and Associational Directors of Missions of the Baptist General Convention of Texas shall be ex-officio and advisory members of the Board of Directors.
- g) In addition to the above members of the Board of Directors of Texas Baptist Men, each Baptist church in Texas shall be invited to send a representative if so desired to attend the Board of Directors meetings.

Section 2: Members-At-Large: TBM Board of Directors shall have eighteen (18) Members-At-Large. The TBM Board of Directors shall elect these men from the constituency of TBM.

- a) The TBM Board of Directors shall elect the Members-At-Large for a period of three (3) years.

- b) Six (6) of the Members-At-Large shall be pastors and/or church staff members.
- c) The Nominating Committee shall nominate six (6) of the Members-At-Large annually. They are elected by the Board of Directors of TBM to serve for three year terms on a rotating basis, six (6) rotating off each year.
- d) A Member-At-Large shall not be eligible for re-election until after the lapse of one year out of office.
- e) If a vacancy occurs among the eighteen Members-At-Large, the Nominating Committee shall recommend to the Board of Directors a nominee to fill in the remainder of the unexpired term. When such member completes more than two years of an unexpired term, he shall be considered as having served a full term and shall not be eligible for immediate re-election.

Section 3: Officers of the Board of Directors: The officers of Texas Baptist Men shall be officers of the Board of Directors. The Executive Director/Treasurer shall be an ex-officio member of the Board of Directors.

Section 4: Authority:

- a) The Executive Committee of the Board of Directors shall have authority over the affairs of Texas Baptist Men during the interims between the Annual Convention, except that of modifying any action of the Texas Baptist Men's Convention.
- b) The Board of Directors of Texas Baptist Men shall be responsible for formulating policies and for advising or assisting the Executive Director/Treasurer with the work of the staff and committees.
- c) Texas Baptist Men shall continue to receive funds for their operating budget from the Baptist General Convention of Texas Cooperative Program, the Texas Baptist Men Forever Foundation, private donations, wills and trusts.
- d) Other Funds: Funds shall be accepted and accounted for in accordance with the directions of the Finance Committee.

Section 5: Meetings:

- a) The Annual Meeting of the Board of Directors shall be held during the first quarter of the year at time and place to be selected by the Board of Directors.
- b) The TBM President shall preside at all Board of Directors meetings. In the event that the President cannot preside, the Immediate Past-President shall preside.
- c) Regular meetings of the Board of Directors of TBM shall be open to all Texas Baptist Men. The privilege of making motions and voting shall be limited to members of the Board of Directors of TBM.
- d) The President and the Executive Director/Treasurer shall prepare the suggested agenda for all regular meetings of the Board of Directors of TBM. At the beginning of the meeting, the agenda shall be adopted by the Board of Directors of TBM.
- e) A special meeting of the Board of Directors of TBM may be called by the President, or at the request of one-fourth of the members. This request shall be made in writing to the Executive Director/Treasurer, who, in consultation with the President, shall determine the place and time, then notify all members at least ten (10) days prior to the special meetings.
- f) At a special called meeting of the TBM Board of Directors the members present shall constitute a quorum?

Section 6: Committees: The Board of Directors of TBM shall have the following committees: Executive, Finance, Policy, Personnel and such other committees as the work demands. Committee members shall be recommended to the President from the appropriate Vice-President and TBM staff liaison. Committee members appointed by the President in consultation with the Executive Director/Treasurer are subject to approval by the Board of Directors of TBM.

- a) The Finance Committee shall be composed of nine (9) members who shall recommend policies for obtaining, administering and disbursing funds. The Finance Committee shall assist in the preparations of the annual budget and recommend it to the Board of Directors.
- b) The Personnel Committee shall be composed of nine (9) members who shall recommend to the Board of Directors of TBM all executive and program staff to be employed. The Executive Director/Treasurer shall hire all support staff, after consulting with the Personnel Committee and the BGCT Office for Human Resources. Said committee shall recommend the objectives, policies and salary ranges of all personnel.
- c) The Policy Committee shall be composed of nine (9) members who shall review the policies of TBM annually and make recommendations for changes to the Board of Directors.
- d) The Vice-Presidents of the Finance Committee, Policy Committee and Personnel Committee shall be members of the Board of Directors/
- e) Membership of any TBM committees may include any member of TBM.

- f) The Vice-Presidents for Mission Actions Committees/Fellowships and a majority of any committee shall have the right to invite persons other than members of the committee to appear before the committee for advice and counsel.
- g) The President shall be an ex-officio member of all TBM committees except the Nominating Committee. The President elect will become a member of the Nominating Committee until the next President elect is in place.
- h) The Executive Director/Treasurer shall be an ex-officio member of all TBM Committees.

Section 7: Executive Director/Treasurer:

- a) The Board of Directors of TBM is authorized to elect an Executive Director/Treasurer. The Executive Director/Treasurer is the Chief Executive Officer of TBM.
- b) The Executive Director/Treasurer is responsible to the TBM Board of Directors for conducting the programs of TBM. He is charged with carrying out the directions of the Board of Directors and with keeping the Board of Directors informed of the progress of each program.
- c) He is accountable to the Board of Directors for the stewardship of all the resources of TBM.
- d) The Executive Director/Treasurer shall make a written report of detailed programs and financial statement at each regular meeting of the Board of Directors.
- e) The Executive Director/Treasurer shall make a report to the annual convention. This report is to include objectives, programs, and achievements of the previous year.
- f) The Board of Directors of TBM shall authorize bonding of the Executive Director and all office personnel who handle funds.
- g) The Executive Director/Treasurer shall approve the disbursement of funds in accordance with the instruction of the Board of Directors or the Executive Committee of TBM. The Executive Director/Treasurer of TBM shall present all appropriate items to the Treasurer of the Baptist General Convention of Texas for payment.
- h) All program and support personnel who are employed by Texas Baptist Men shall be directly responsible to the Executive Director/Treasurer for the performance of duties. The Executive Director/Treasurer shall employ all personnel not elected by the Board of Directors of TBM, after consulting with the Chairman of the Personnel Committee and the BGCT Office of Human Resources. Texas Baptist Men will as much as possible conform to the Personnel Guidelines of the BGCT Office of Human Resources. The release of any employee should not be made without consulting with the Chairman of the Personnel Committee.

**ARTICLE IX**  
**Executive Committee of Texas Baptist Men Board of Directors**

Section 1: The Board of Directors of TBM is authorized to have an Executive Committee composed of the President, the Immediate Past President, Vice-Presidents of Finance, Personnel and Policy; the Recording, four Regional Directors and five members selected from the remaining members of the Executive Board. Three members of the Executive Committee shall be pastors and/or staff members of Baptist General Convention of Texas, churches, associations or related institutions. The Executive Director/Treasurer shall be ex-officio. Nine members shall constitute a quorum. When only nine members are present, a two-thirds majority is required to pass any action items. The Board of Directors shall elect the Executive Committee at the Annual Convention.

- a) The Vice-Presidents for Finance, Personnel and Policy shall serve as the three Vice-Presidents on the Executive Committee as per Article V.
- b) Any of the elected twenty-eight (28) Regional Directors may be nominated to serve as one of the four Regional Directors on the Executive Committee. The Board of Directors will elect these four Regional Directors.
- c) Any absence occurring in the Executive Committee will be filled at the next election.

Section 2: The Board of Directors of Texas Baptist Men shall authorize the Executive Committee to perform such duties as require attention for the promotion of the aims and purposes of Texas Baptist Men between the meetings of the Board of Directors.

Section 3: The President shall be chairman of the Executive Committee. The Recording Secretary of Texas Baptist Men shall be the secretary for the Executive Committee and at the conclusion of all Executive Committee meetings shall publish and distribute the minutes for approval by the committee. At the instruction of the Recording Secretary, the Executive Director/Treasurer shall immediately mail these minutes to all members of the Board of Directors of TBM.

Section 4: The Executive Committee shall meet at the call of the President or upon written request of four (4) of its members. The Executive Director/Treasurer and the President set forth the reason for the meeting, confirm the place and time and notify all members at least forty-eight (48) hours prior to the date of the meeting and shall make a complete report at the next meeting of the Board of Directors.

Section 5: On the occasion of a vacancy in the position of Executive Director/Treasurer, the Vice-President for Personnel shall chair a Search Committee comprised of the Personnel Committee, the President and the Immediate Past-President. This Search Committee shall seek nominations for a new Executive Director/Treasurer as appropriate. If a vacancy occurs in the office of the Executive Director/Treasurer, the Personnel Committee shall recommend to the Executive Committee the manner in which the duties of the said office should be discharged until the Search Committee can bring a recommendation to the Board of Directors of TBM.

Section 6: Upon direction of the President, any matter requiring immediate action authorized by the Executive Committee may be presented by telephone or mail to members of the Executive Committee for approval or rejection, and Section 4 of this article shall have no application.

## **ARTICLE X Representation**

The Executive Director/Treasurer and/or the President or their appointed representative is authorized to represent TBM at meetings of any men's organizations, North American Mission Board meetings, International Mission Board meetings, LifeWay Christian Resources Board meetings, other Southern Baptist Convention agencies, Baptist General Convention of Texas agencies, Southern Baptist of Texas agencies and/or other organizations or events where official representation is deemed advisable by the Board of Directors of TBM or the Executive Committee and to make such reports as may be advisable or required.

## **ARTICLE XI Parliamentary Authority**

The rules contained in Robert's Rules of Order, latest edition, shall govern Texas Baptist Men in all cases to which they are consistent with these By-Laws of TBM.

**ARTICLE XII**  
**Amendments**

The By-Laws may be amended by a two-thirds vote at any annual Convention of TBM. Such amendments must be proposed and recommended to the Policy Committee. After studying the amendment, the Policy Committee will make a recommendation to the Board of Directors of TBM. The amendment, as approved by the Board of Directors, will be brought to the next annual convention as a recommendation of the Board of Directors. The Board of Directors will consider recommendations from any TBM group provided written notice is given three (3) months in advance of the annual convention. The proposed amendment will be sent to the Executive Director/Treasurer who will notify the Board of Directors of TBM of such request and will forward the request to the Policy Committee for study. The President of TBM shall have the proposal printed and distributed to the Board of Directors prior to the annual convention for such action as may be deemed advisable. In all such instances, the Board of Directors of TBM may advise the membership at the annual convention of the recommendations of the Board of Directors or its Executive Committee, which may pertain to such proposed amendments.

**ARTICLE XIII**  
**Texas Baptist Men's Directory**

Section 1: A Texas Baptist Men's directory shall be prepared each year by the Executive Director/Treasurer. The President and the Immediate Past-President shall serve as consultants on the directory.

Section 2: The Texas Baptist Men's director shall include a listing of the professional staff, officers, committees and information pertinent to TBM.

Section 3: After the TBM convention, the directory shall be made available to the Board of Directors as soon as possible.

**ARTICLE XIV**  
**Communication**

Section 1: TBM will provide, as appropriate, information (articles, news releases, TV interviews) to any communication agency approved by the TBM Board of Directors. The Executive Director/Treasurer will be responsible for the accuracy of the information provided.

Section 2: The Executive Director/Treasurer will produce a TBM publication to communicate the activities of TBM on a regular basis. This publication will provide the Board of Directors with highlights of TBM activities and will include the calendar for the program staff.

**ARTICLE XV**  
**TBM Personnel Policy**

Texas Baptist Men and the Baptist General Convention of Texas have a unique relationship that requires good communication to achieve success. It is imperative that the TBM Personnel Committee, the Executive Director/Treasurer of TBM and the BGCT Office of Human Resources maintain regular communication to insure good personnel administration.

TBM will voluntarily conform to the BGCT guidelines in regard to salaries/benefits, vacations and workdays. The Executive Director/Treasurer along with the Personnel Committee will consult with the BGCT Office of Human Resources in matters of legal responsibilities, forms and guidelines. All personnel come directly under the Personnel Committee and the TBM Executive Director/Treasurer.