

# BYLAWS

## THE ETHICS AND RELIGIOUS LIBERTY COMMISSION OF THE SOUTHERN BAPTIST CONVENTION

*Amended September 12, 2023*

### Article I. Nature and Purpose

**Section 1.01. General.** The Ethics And Religious Liberty Commission of the Southern Baptist Convention (the “Commission” or the “corporation”) is a nonprofit corporation the sole member of which is the Southern Baptist Convention (the “Convention”). The Commission shall act pursuant to the program assignments made to it by the Convention as an entity of the Convention and pursuant to the directions and authority of the Convention incorporated into the purposes set forth in the Commission’s Charter (the “Charter”).

### Article II. Offices

**Section 2.01. Principal and Other.** The principal offices of the Commission shall be in Nashville, Tennessee, and it may also have such other offices at such other places as may from time to time be designated by the Commission’s board of directors (each such director, a “Trustee” and, collectively, the “Trustees”).

### Article III. Trustees; Management

**Section 3.01. Management of Commission.** The business and affairs of the Commission shall be managed by the Trustees.

**Section 3.02. Number, Qualification, Term, and Election.** The Trustees shall be elected by the

Convention pursuant to its procedures and as set forth in the Charter, with one representative from each qualified state and with four at-large members. The terms of the Trustees shall be as fixed by the Convention. Trustees are appointed to serve a term of four (4) years and until their successors are qualified and appointed. Any vacancy in any Trustee position shall be filled by the Convention according to the Charter.

**Section 3.03. Resignations.** Any Trustee may resign by notice in writing to the Chairman or the President/Chief Executive Officer. Any Trustee, other than a Trustee-at-large, who moves from the state from which he was chosen by the Convention shall be deemed to have automatically resigned.

**Section 3.04. Executive Committee.** The officers of the Commission, together with the chairmen of the three (3) standing committees of the Commission (as voting members), shall serve as an Executive Committee of the Trustees (the “Executive Committee”). The President/Chief Executive Officer is a non-voting member of the Executive Committee. The Executive Committee shall meet on the call of the Chairman or the President/Chief Executive Officer to act for the Trustees of the Commission ad interim between meetings of Trustees (excepting only matters requiring a Full Trustee Vote (defined below)). The Executive Committee

shall be responsible for reviewing and approving all staff salaries and benefits within the parameters of the budget set by the Trustees. At each regular meeting of the Trustees, the Executive Committee shall submit a report of its actions since the preceding regular meeting. On matters pertaining to the functioning of the corporation as a legal entity, the Executive Committee shall perform all necessary functions and duties. For the avoidance of doubt, notwithstanding anything to the contrary and to the maximum extent permitted by T.C.A. § 48-58-206, the Executive Committee may exercise the full authority of the Trustees (including, without limitation, by taking action in any matter requiring Trustee action or vote specified in these Bylaws); provided, however, that the Executive Committee shall not take any of the following actions unless authorized by a Full Trustee Vote:<sup>1</sup>

- a. Approve or recommend that the Commission dissolve, merge, sell or pledge substantially all of its assets;
- b. Elect, appoint, or fill vacancies of Trustees (either on the board of Trustees or any committee of the Trustees);
- c. Approve a conflict of interest transaction under Section 7.02, provided that the board of Trustees (by Full Trustee Vote) may create a committee for the specific purposes of approving such transaction;
- d. Elect members of a Presidential Search Committee;
- e. Determine the initial salary or any severance compensation for the President/Chief Executive Officer, however the Executive Committee may

determine subsequent raises and changes in salary, and the full board of Trustees will review those changes alongside the annual budget;

- f. Elect officers of the Commission (including, without limitation, the President/Chief Executive Officer) or chairpersons of the Commission's three (3) standing committees, however the Executive Committee shall have the authority to: (i) remove any officer of the Commission (including, without limitation, the President/Chief Executive Officer) without a Full Trustee Vote and (ii) fill vacant officer positions (other than that of President/Chief Executive Officer) on a temporary basis without a Full Trustee Vote (in accord with Section 5.05(b));
- g. Adopt an annual budget for the Commission; and
- h. Adopt, amend or repeal the Charter or the Bylaws of the Commission.

## Article IV. Meetings Of Trustees

**Section 4.01. Regular Meetings.** The Trustees shall conduct regular meetings twice per calendar year. The fall meeting shall be in-person, in the Nashville, Tennessee or Washington, D.C. areas beginning on the Tuesday following the second Sunday in September. For good and sufficient reasons, the Executive Committee, by unanimous vote, may change the date, place, and mode of the annual fall meeting with notice as permitted by law. The mid-year meeting shall take place in the spring and may be held either remotely (according to Section 4.08) or in person.

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<sup>1</sup> Note for Reference: T.C.A. § 48-58-206 states that a committee of the Board cannot: (1) Authorize distributions;(2) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;(3) Elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or (4) Adopt, amend or repeal the charter or bylaws.

**Section 4.02. Special Meetings.** Special meetings of the Trustees may be called by the Chairman or by at least one-third (1/3) of the Trustees, on not less than ten (10) days written notice of the time and place of the meeting. The President/Chief Executive Officer or the Chairman shall cause any such notice to be given, which notice shall include the purpose or purposes of the meeting.

**Section 4.03. Quorum.** A majority of the duly elected Trustees of the corporation present in person shall constitute a quorum for the transaction of business at all meetings.

**Section 4.04. Voting.** Each Trustee shall be entitled to one vote and, except as otherwise provided by applicable law, the Charter, or these Bylaws, the vote of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the board of Trustees (such majority vote, a “Full Trustee Vote”).

**Section 4.05. Notice.** Notice may be given in any form permitted by law. Notice by electronic transmission or by mail shall be effective except to the extent prohibited by law.

**Section 4.06. Waiver of Notice.**

- a. A Trustee may at any time waive any notice required by law, the Charter or these Bylaws except as provided in subsection (b), the waiver must be in writing, signed by the Trustee entitled to the notice and filed with the minutes of the corporate records.
- b. A Trustee’s attendance at or participation in the meeting waives any required notice of the meeting unless the Trustee upon arrival at the meeting or prior to the vote on a matter not noticed in conformity with the Charter and Bylaws objects to a

lack of notice and does not thereafter vote for or assent to the objected to action.

**Section 4.07. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the board of Trustees or any committee thereof may be taken without a meeting if all of the members consent to such action in writing, and if such consent is obtained, the affirmative vote of the number of members that would be necessary to authorize or take such action at a meeting shall be the act of the board of Trustees or committee (as applicable). The written consents must be delivered to the corporation and included in the minutes of the proceedings of the board of Trustees or otherwise filed with the corporate records.

**Section 4.08. Meetings by Remote Communication.** The board of Trustees may permit all (but not less than all) Trustees to participate in any meeting of the Trustees by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by remote communication is considered to be present in person at the meeting. Notwithstanding anything to the contrary, no meeting of the Trustees may be conducted at which some (but not all) of the Trustees are participating by means of remote communication. Meetings of committees of the Convention may be conducted in any means permitted by law.

**Section 4.09. Nominating Committee.**

- a. Officers of the corporation and chairpersons of the corporation’s three (3) standing committees shall be nominated by the Nominating Committee (defined below) and elected by a Full Trustee

Vote. Nothing in this Section 4.09 shall be deemed to limit nomination and election of officers of the corporation on an interim basis in accord with Section 3.04(f) and 5.05(b).

- b. At least ten (10) days in advance of the annual spring meeting of the board of Trustees, the Chairman shall notify the board of Trustees of his nominations for a Nominating Committee comprised of three (3) to five (5) members (the "Nominating Committee"). Members of the Nominating Committee shall be elected by a Full Trustee Vote at the board of Trustee's annual spring meeting from among the candidates nominated by the Chairman, provided that nominations may also be made from the floor.
- c. The Nominating Committee shall report to the annual fall meeting of the board of Trustees its nominations for each officer office in the corporation and for each chairperson of each standing committee of the corporation. Officers and chairpersons of the corporation's standing committees shall be elected at the board of Trustee's fall meeting (from among the candidates nominated by the Nominating Committee) by a Full Trustee Vote, provided that nominations may also be made from the floor.
- d. Notwithstanding anything to the contrary, the President/Chief Executive Officer shall be elected according to Section 5.09.

## **Article V. Officers and Employees**

**Section 5.01. Number and Designation.** The officers of the corporation shall consist of: (i) a Chairman, (ii) a Vice Chairman, (iii) a Recording Secretary, who shall be the statutory Secretary of the corporation, (iv) a Treasurer, and (v) a President/Chief Executive Officer, and such other officers as may be designated and

elected by the Trustees. The Chairman, Vice Chairman, Recording Secretary, and Treasurer shall be Trustees of the corporation.

**Section 5.02. Terms of President/Chief Executive Officer and Treasurer.** The President/Chief Executive Officer and the Treasurer shall be elected by a Full Trustee Vote for an indefinite term and shall serve as long as it is mutually agreeable.

**Section 5.03. Term for Other Officers.** The Chairman, Vice Chairman, and Recording Secretary shall be elected for a term of one (1) year or until their successors are duly elected and accept office. Neither the Chairman, Vice Chairman, or Recording Secretary may serve for more than two (2) consecutive full terms.

**Section 5.04. Removal.** Any officer may be removed either with or without cause only by a Full Trustee Vote or by the Executive Committee.

### **Section 5.05. Chairman.**

- a. The Chairman shall serve from the close of the annual fall meeting in which he is elected until the end of the next subsequent annual fall meeting and until the election of his successor. He shall preside at all meetings of the Trustees, shall be an ex-officio (non-voting) member of all committees of the board of Trustees (including standing committees and special committees), shall call through the President/Chief Executive Officer any special meetings of the Trustees, and shall perform such other duties as may be required by law or by action of the Trustees.
- b. In the event of any vacancy in any officer office, whether because of death, resignation, removal, disqualification, or otherwise, the Chairman shall

nominate person(s) to fill such vacancies on an interim basis to be elected by the Executive Committee. Vacancies which arise due to temporary inability to serve shall be filled by an interim appointment until the absent officer office holder is willing and able to return to service. Vacancies due to resignation, removal or other permanent condition shall be filled on an interim basis (for the remaining term of the office), until a permanent replacement is nominated and elected in accord with Section 4.09. Notwithstanding anything to the contrary, any vacancy in the office of President/Chief Executive Officer shall be governed by Section 5.09(b).

- c. In the event of any vacancy in any position on any of the three (3) standing committees (other than a in the position of chair of a standing committee), the Chairman shall nominate Trustees to fill such vacancy to be elected by a Full Trustee Vote.

**Section 5.06. Vice Chairman.** The Vice Chairman shall in the case of the absence or inability or at the request of the Chairman perform the duties and exercise the powers of the Chairman. He shall perform such other duties and have such other powers as the Trustees may from time to time prescribe.

**Section 5.07. Recording Secretary.** The Recording Secretary shall act as statutory secretary of the corporation, overseeing the keeping of full and accurate minutes of each meeting of the Trustees preserving all such records at the principal office, and performing such other duties as may from time to time be prescribed by the Trustees.

**Section 5.08. Treasurer.** The Treasurer shall be ultimately responsible for keeping the financial books and records of the corporation. He or an authorized

representative shall receipt all monies and securities, deposit all funds with depositories approved by the Trustees and render full statements as required to the Trustees or to the Convention or to the Convention's executive committee. In carrying out the functions of this office, he shall follow approved methods of accounting. At the discretion of the Trustees, the duties of this office may be performed by the President/Chief Executive Officer.

**Section 5.09. President/Chief Executive Officer.**

- a. The chief officer of the corporation shall be the President/Chief Executive Officer. The President/Chief Executive Officer shall be an employee of the corporation, and his initial salary shall be set by a Full Trustee Vote. He shall be responsible for the coordination of the corporation's affairs, shall assist the other officers in the performance of their duties and shall perform such other duties as may be from time to time assigned to him.
- b. In the event of any vacancy in the office of President/Chief Executive Officer, the Chairman shall:
  - (i) recommend to the board of Trustees (for election by a Full Trustee Vote) an interim President/Chief Executive Officer and (ii) nominate a seven (7) member search committee (the "Presidential Search Committee"). Upon recommendation / nomination, the interim President/Chief Executive Officer and each member of the Presidential Search Committee shall be elected by a Full Trustee Vote, provided that nominations may also be made from the floor. The Presidential Search Committee may be comprised of no more than three (3) members of the Executive Committee. The Presidential Search Committee shall recommend to the board of Trustees one or more candidates to fill the office of President/Chief Executive Officer for election according to Section 5.09(c).

c. The President/Chief Executive Officer shall be elected by the board of Trustees by a Full Trustee Vote from among the candidates recommended by the Presidential Search Committee; nominations may not be made from the floor. The President/Chief Executive Officer shall serve for an indefinite tenure and shall serve as the Commission's executive officer as long as it is mutually agreeable. At the discretion of the Trustees, he may also serve as Treasurer. He shall be an ex-officio (non-voting) member of all committees of the board of Trustees.

**Section 5.10. Employees.** The corporation shall employ a staff which shall be headed and directed by the President/Chief Executive Officer. The executive staff members shall be hired by the President/Chief Executive Officer with the advice and counsel of the Executive Committee. Other staff shall be retained by the President/Chief Executive Officer without any such recommendation or advice and counsel.

## **Article VI. Standing Committees**

**Section 6.01. General.** In addition to the Executive Committee, the corporation shall have three (3) standing committees, an Administrative and Finance Committee, a Research and Public Policy Committee, and a Communications Committee. The standing committees shall be composed of approximately ten (10) Trustees each or such number of Trustees as may be fixed from time to time by the Trustees. Trustees shall serve a maximum of four (4) consecutive years on any one standing committee. No member shall serve concurrently on more than one of the standing committees except with the approval of the Trustees. No Trustee shall

serve as Chairman of any standing committee for more than two (2) consecutive years. No Trustee shall serve more than four (4) consecutive years on the Executive Committee. Minutes of all committee meetings shall be maintained and filed with the President/Chief Executive Officer.

**Section 6.02. Administrative and Finance Committee.** The Administrative and Finance Committee oversees the stewardship of the Commission's financial and human resources. This Committee also shall provide review and oversight of the administrative affairs of the corporation.

Specifically, the Administrative and Finance Committee shall:

- a. Review improvements in the organization and procedures of the Commission and its committees to maximize organizational efficiency.
- b. Review financial reports related to all areas of the Commission's work.
- c. Recommend to the Commission the Commission's annual budget and annual request for budget funds, for approval by a Full Trustee Vote.
- d. Recommend to the Commission, in conjunction with the President/Chief Executive Officer, policies governing the Commission's staff.
- e. Recommend to the Commission actions concerning investments, bequests and such other financial matters as may need attention.
- f. Serve as the Audit Committee for the Corporation.
- g. As appropriate and necessary, consider and recommend to the Trustees as a whole any action relating to the Administrative and Finance work of the Commission.

**Section 6.03. Research and Public Policy Committee.** The Research and Public Policy Committee oversees the work of the Commission to defend,

promote, recommend and communicate Southern Baptists' concerns through public policy advocacy. The Committee also shall oversee the research component of the Commission's assignment.

Specifically, the Research and Public Policy Committee shall:

- a. Oversee the research of public policy issues that impact Christian social ethics.
- b. Review the communication of Southern Baptists' concerns to elected and public officials at the federal level and in other jurisdictions as appropriate.
- c. Review the Commission's support of and opposition to federal legislation and other legislation and policies as appropriate.
- d. Review the Commission's work in the defense and promotion of religious liberty in the United States and abroad.
- e. Review and recommend recipients for the annual awards presented by the Commission.
- f. Oversee the work of the Commission's Research Institute as a major resource in fulfilling the aforementioned objectives.
- g. As appropriate and necessary, consider and recommend to the Trustees as a whole any action relating to the research and public policy-related work of the Commission.

**Section 6.04. Communications Committee.** The Communications Committee oversees the effectiveness of the Commission's efforts to reach and equip Southern Baptists and others with information relating to the importance and necessity of a biblical worldview, the reality that Scripture has a response for every moral and cultural issue, and an appreciation of the moral imperative of the Gospel for Christ-followers to be transforming agents in their homes, churches, and communities.

Specifically, the Communications Committee shall:

- a. Oversee the Internet-based ministry of the Commission.
- b. Review the resource ministry of the Commission including publications, products and periodicals produced by the Commission, including media and other press activities.
- c. As appropriate and necessary, consider and recommend to the Trustees as a whole any action relating to the communication work of the Commission.

**Section 6.05. Other Committees.** The Trustees may establish additional committees and determine their powers and duties.

## **Article VII. Conflict Of Interest; Standard Of Conduct**

**Section 7.01. General.** A conflict of interest transaction is a transaction with the Commission in which a Trustee or officer of the Commission has a direct or indirect interest. A Trustee or officer of the Commission has an indirect interest in a transaction if, but not only if, a party of the transaction is another entity in which the Trustee or officer has a material interest, or of which the Trustee or officer is a general partner, trustee, officer, or director. A conflict of interest transaction is not voidable or the basis for imposing liability on the Trustee or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 7.02 of this Article.

**Section 7.02. Manner of Approval.** A transaction in which a Trustee or officer of the Commission has a conflict of interest may be approved if:

- a. The material facts of the transaction and the interest of the Trustee or officer were disclosed or

known to the board of Trustees, or to a committee consisting entirely of members of the board of Trustees, and the board of Trustees or such committee authorized, approved, or ratified the transaction; or

- b. Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

**Section 7.03. Quorum Requirements.** For purposes of this Article VII, Section 7.02 a conflict of interest transaction is authorized, approved, or ratified if it receives a Full Trustee Vote, at a Trustee meeting with Trustees who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article VII by a single Trustee. A quorum is present for the purpose of taking action under this Article VII if a majority of the members of the board of Trustees who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a Trustee with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 7.02 if the transaction is otherwise approved as provided in this Section 7.02.

**Section 7.04. Standards of Conduct.** A Trustee or an officer of the Commission shall discharge his duties as a Trustee or as an officer, including duties as a member of a committee:

- a. In good faith;
- b. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

- c. In a manner he reasonably believes to be in the best interest of the Commission.

**Section 7.05. Reliance on Third Parties.** In discharging his duties, a Trustee or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- a. One or more officers or employees of the Commission whom the Trustee or officer reasonably believes to be reliable and competent in the matters presented;
- b. Legal counsel, public accountants, or other persons as to matters the Trustee or officer reasonably believes are within the person's professional or expert competence; or
- c. With respect to a Trustee, a committee of the board of Trustees of which the Trustee is not a member, as to matters within its jurisdiction, if the Trustee or officer reasonably believes the committee merits confidence.

**Section 7.06. Bad Faith.** A Trustee or officer is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 7.05 unwarranted.

**Section 7.07. No Liability.** A Trustee or officer is not liable for any action taken, or any failure to take action, as a Trustee or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of T.C.A. § 48-58-601. No repeal or modification of the provisions of this paragraph either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in



favor of a particular individual at the time of such repeal or modification.

**Section 7.08. Prohibition on Loans.** No loans or guarantees shall be made by the Commission to its Trustees or officers. Any Trustee who assents to or participates in the making of any such loan shall be liable to the Commission for the amount of such loan until the repayment thereof.

## **Article VIII. Miscellaneous**

**Section 8.01. Seal.** The corporation may have a seal inscribed with the name of the corporation, the year of its organization and the words “Tennessee” and “Seal”. The affixing of the corporate seal shall not be necessary to the validity of the execution of any instrument by the corporation or by any officers on behalf of the corporation, and such a seal shall be used only when necessary or expedient in the judgment of the officers executing documents on behalf of the corporation.

**Section 8.02. Negotiable Instruments.** All checks, drafts, notes or other obligations of the corporation shall be signed by such of the officers of the corporation, or by such other persons, as may be authorized from time to time by the Trustees and the President / Chief Executive Officer.

**Section 8.03. Deposits.** The monies of the corporation shall be deposited in the name of the corporation in such bank or banks as the Trustees shall designate from time to time and shall be withdrawn by check signed by persons designated by resolution adopted by the Trustees.

**Section 8.04. Number and Gender.** In these Bylaws, where context requires, the singular shall include

the plural, the plural shall include the singular, and any gender shall include both genders.

**Section 8.05. 501(c)(3) Status.** Notwithstanding anything to the contrary, the Commission shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or any corresponding provision of any future federal tax laws; (b) a corporation contributions to which are deductible under §170(c)(2), §642(c), §2055(a) and §2522(a) of the Internal Revenue Code, or any corresponding provisions of any future federal tax laws; or (c) a nonprofit corporation organized under the laws of the State of Tennessee pursuant to the Tennessee Nonprofit Corporation Act.

## **Article IX. Parliamentary Authority**

**Section 9.01. Procedure for Meetings.** The Trustees may conduct business at the meetings in any fashion by consensus. Upon the request of any Trustee, or at the Chairman’s discretion, the method of procedure and parliamentary authority for the meeting, or any part thereof, shall be Robert’s Rules of Order Newly Revised.

## **Article X. Amendments**

**Section 10.01. By Trustees.** These Bylaws may be amended by a two-thirds vote of the Trustees.