

CONSTITUTION

BAPTIST CONVENTION OF NEW ENGLAND, INC

ARTICLE I - NAME

The body shall be called "Baptist Convention of New England, Inc." (hereinafter referred to as "BCNE").

ARTICLE II - PURPOSE

- Section 1. As a religious, non-profit corporation, the BCNE is organized exclusively for charitable, religious and educational purposes as set forth by the laws of the Commonwealth of Massachusetts and not inconsistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal code.
- Section 2. The purpose of the BCNE is to multiply Christ-followers through partnering, equipping and encouraging. The BCNE will be a network through which New England Baptists can participate in the tasks of reaching and ministering to all persons in the name of Jesus and helping them grow in their understanding and practice of the Christian faith, through the power of the Holy Spirit.
- Section 3. The BCNE is an autonomous body and is neither limited nor restrained by any authority or decision of any other Baptist body and shall achieve its objectives through such means as the BCNE alone determines.
- Section 4. The BCNE does not have any ecclesiastical authority to limit the autonomy of any local congregation.
- Section 5. The BCNE recognizes the Southern Baptist Convention as its primary instrument to further the cause of Christ nationwide and internationally.

ARTICLE III - ARTICLES OF FAITH

The BCNE statement of faith is THE BAPTIST FAITH AND MESSAGE as adopted by the Southern Baptist Convention.

ARTICLE IV - MEMBERSHIP

- Section 1. The member of this corporation is the BCNE in session which shall consist of representatives who are elected by constituted Baptist churches in friendly cooperation with the BCNE who have during the preceding fiscal year contributed through the BCNE at least the minimum financial contribution to the Cooperative Program as established by the Board of Directors for that year, are in general agreement with the most recent version of the Baptist Faith and Message as adopted by the Southern Baptist Convention, and have returned their Annual Church Profile in a timely way. The representatives have no right to act except for the annual or special meetings for which they have been elected by their cooperating churches.

- Section 2. Representatives shall be elected by cooperating churches as follows:
- a) Two (2) representatives from each church with a resident membership of up to fifty (50).
 - b) One (1) additional representative for each additional fifty (50) resident members or for each \$500 contributed to the Cooperative Program through the BCNE.
 - c) No church may elect more than ten (10) representatives.
- Section 3. Representatives of the BCNE shall be certified by their churches. The BCNE shall be the final judge of election and qualifications of its members.
- Section 4. The officers of the BCNE, the employed staff of the BCNE, its agencies and institutions may be representatives provided they are elected by the church in which they hold membership.

ARTICLE V - MEETING

- Section 1. Annual Meetings. The BCNE shall meet annually during the month of November at such time and place as determined by the representatives at the previous Annual Meeting. In case of emergency the Board of Directors is empowered to change the time and place of meeting.
- Section 2. Special Meetings. Special meetings of the BCNE may be called by the President or the Directors, and shall be organized by the Corporate Secretary, or in the case of the death, absence, incapacity or refusal of the Corporate Secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members. The call for the special meeting shall state the purpose of the meeting and the time, date and place for the meeting. The special meeting shall be limited to the purpose stated. Written notice shall be given at least thirty (30) days prior thereto by a letter sent to each of the cooperating churches.
- Section 3. Constitutional requirement for written notices shall be fulfilled when notice is deposited in a mail receptacle of the United States Postal Service bearing prepaid, first class postage and addressed to cooperating churches at their addresses according to current BCNE records.
- Section 4. Quorum. The majority of the registered representatives for the annual or special meeting shall constitute a quorum. All representatives shall vote in person. Proxy voting is not permitted.

ARTICLE VI - OFFICERS

- Section 1. The officers of the BCNE shall be: President, Vice-President, Clerk, and Corporate Secretary. All officers shall be elected annually except the Corporate Secretary which is filled by the Executive Director-Treasurer. The officers shall assume office at the close of the Annual Meeting at which they are elected.
- Section 2. The President and Vice-President shall be nominated and elected from the floor by the duly

elected representatives present and voting. Following the enrollment of the representatives at the Annual Meeting, the President will call for nominations. Prior to the first miscellaneous business session, representatives shall submit their nominations in writing to the presiding officer of the Annual Meeting. A written nomination must include verification that the nominee has given his or her permission to be nominated; otherwise it will be ruled out of order by the presiding officer. The President and Vice-President shall be eligible to serve no more than two (2) consecutive one-year terms in the same office.

The Nominating Committee shall nominate the Clerk, who may be elected for any number of annual terms.

Section 3. The BCNE shall have the office of Executive Director-Treasurer who shall serve as the chief executive officer of this corporation and who shall be elected by the Board of Directors. The Executive Director-Treasurer shall be an employee of the BCNE and shall serve an indefinite period. The Bylaws of the BCNE set out the election process.

Section 4. In the event the office of the President shall be vacated, the Vice-President shall serve in that position until the next Annual Meeting. Should the office of the Clerk be vacated, the Board of Directors shall elect a person to fill that office until a successor is elected by the representatives at the next Annual Meeting. Should the office of the Executive Director-Treasurer and Corporate Secretary be vacated, the Board of Directors is authorized to name a person to serve in that position until such a time as a successor is elected by said Board.

Section 5. The employees of the BCNE, its Boards or Agencies shall not be eligible for election to the offices of President or Vice-President.

ARTICLE VII - CONVENTION COMMITTEES

The Convention in session shall organize its work into annual and special committees. All committee members shall be members of cooperating Baptist churches.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. At each Annual Meeting, the BCNE shall elect members to the Board of Directors whose responsibility shall be to oversee the work of the BCNE between Annual Meetings. All members of the Board of Directors must be active members of a church in good standing with the BCNE as defined by Article IV Section 1. The Board of Directors shall be comprised of:

- a) Three persons from each geographical area in New England, plus one additional person for each 2,000 resident members of the churches in each geographical area as reported through the Annual Church Profile. For the purposes of this calculation, each state in New England shall be considered a separate geographical area and everything inside the I-495 Beltway around Boston also shall be considered a separate geographical area for a total number of 7 geographical areas. In the rare case of a church outside of New England that chooses to affiliate with the BCNE, that church shall be assigned to the geographical area they are physically closest to.

- b) The President and Vice President of the BCNE. The immediate past President of the BCNE shall serve one additional year.
- c) The Executive Director-Treasurer of the BCNE.

- Section 2. The members shall be elected for a term of three (3) years and cannot succeed themselves. A person elected or appointed to complete an unexpired term on the Board of Directors shall be eligible for re-election to a full term. If a Board member is elected as President or Vice President, that Board position will become a vacancy to be filled. The President and Vice President of the BCNE shall be eligible to serve on the Board even if they have served on the Board of Directors prior to their election. Board members selected by virtue of their BCNE offices shall not be considered in determining the number of vacancies from churches in each geographical area.
- Section 3. The members of the Board of Directors shall be elected by the BCNE, after receiving nominations from the Nominating Committee, and after giving opportunity for nominations from the floor at the Annual Meeting of the BCNE.
- Section 4. Newly elected members of the Board of Directors shall take office at the close of the meeting at which they are elected.
- Section 5. Membership on the Board shall cease when the member moves from New England, dies, or ceases to be a member of a church in cooperating fellowship with the BCNE. In case a member moves from one geographical area to another within the BCNE, the member shall be eligible to serve until a successor is elected at the next Annual Meeting. Membership on the Board will automatically be terminated when a member is absent from two consecutive meetings of the Board without notification submitted to the Board Chairperson or the Executive Director-Treasurer. The member shall be notified of such termination.
- Section 6. If vacancies occur on the Board of Directors between Annual Meetings of the BCNE, the position described in Section 1 (a) of this article may be filled by the Board of Directors on a temporary basis until the next Annual Meeting. Vacant positions will be filled from churches in the same geographical area from which the vacancy occurred.
- Section 7. The Board of Directors shall oversee the actions, directives and policies adopted by the BCNE. It may provide for the expansion of the program of Southern Baptist work in New England when increased income and personnel resources are available.
- Section 8. In addition to the Executive Director-Treasurer, the Board of Directors shall approve the organization of the convention staff, and provide for the employment of persons to carry out the work of the convention
- Section 9. The Board of Directors shall not have authority to control the agencies and institutions of the BCNE, but it shall maintain general care and responsibility for the work of these agencies and institutions.

ARTICLE IX - AGENCIES AND INSTITUTIONS

- Section 1. A new agency or institution may be established by two-thirds vote of the representatives at an Annual Meeting upon recommendation by the Board of Directors, provided a comprehensive plan of development, a set of articles and bylaws, and an annual budget is proposed, and provided written notice of the proposed agency or institution is sent to cooperating churches sixty (60) days prior to the Annual Meeting or published in an official BCNE publication distributed to all BCNE churches.
- Section 2. The Convention shall exercise oversight of the agencies; however, the management of the affairs of each agency shall be by its elected Board of Trustees.
- Section 3. The trustees of the BCNE agencies and institutions shall be elected by the BCNE after recommendation from the Nominating Committee and after giving opportunity for nominations from the floor at the Annual Meeting. The trustees shall be elected by the Convention for a three-year term, one-third elected each year. The number of trustees for each agency or institution and their terms of office shall be in accordance with the requirements of their respective charters and bylaws.
- Section 4. If a vacancy occurs, the convention's Board of Directors may elect a qualified person to serve until the next regular Annual Meeting, such person being recommended by the Nominating Committee. An interim Board member shall be elected no later than six (6) months from the time the position was vacated. The Convention shall at its next regular annual session fill the vacancy for the unexpired term.
- Section 5. Each agency and institution shall report annually to the BCNE, including a copy of their budget and a summary of their financial statement, progress on program objectives in light of long range plans, and other necessary information as may be requested by the Convention or its Executive Director-Treasurer.
- Section 6. No agency or institution of the BCNE shall create any liability or indebtedness without the consent of the BCNE or the convention's Board of Directors, except such as can and will be paid out of its anticipated receipts for current operations within a period of three years. In order to obtain such approval, the agency or institution must file a statement showing the source of such anticipated receipts.
- Section 7. Agencies are prohibited by the BCNE from engaging in fund raising without specific approval by the BCNE Board of Directors.
- Section 8. The relationship between the Convention and an agency shall not be discontinued without a majority vote on such action at two consecutive Annual Meetings. Notice of the discontinuance must be published on the BCNE website or mailed to the churches sixty (60) days prior to the Annual Meeting.

ARTICLE X. - FINANCIAL POLICY

- Section 1. The BCNE approves the Cooperative Program of the Southern Baptist Convention as its primary plan of mission work and requires cooperating churches to support the Cooperative Program each year in order to remain in good standing.
- Section 2. The BCNE will annually determine the division of Cooperative Program receipts. Designated gifts shall be distributed according to the wishes of donors in keeping with the purposes and policies of the BCNE.
- Section 3. The Board of Directors shall recommend the budget for the following year to the BCNE. Financial reports shall be given at each meeting of the Board of Directors. The BCNE financial records will undergo an independent financial review annually and copies of the review shall be made available to the Board of Directors and any BCNE church in good standing which requests it.
- Section 4. The fiscal year of the BCNE shall be the calendar year.
- Section 5. All funds entrusted to the BCNE or to any of its boards and agencies shall be applied according to the will and direction of the donors, in keeping with the purpose of the BCNE.
- Section 6. The BCNE shall receive contributions, legacies and bequests for the ministries and agencies which it sponsors and supports. The Baptist Foundation of New England, Inc. is the Agency designated for the ownership and management of endowment and trust funds.
- Section 7. All persons authorized to disburse funds of the BCNE shall be bonded.
- Section 8. The Board of Directors shall have authority to borrow funds in anticipation of current revenue, provided that any unpaid balance of such borrowing at the end of the current fiscal year shall be provided in and made a part of the budget for the subsequent year. Any anticipated borrowing of funds in excess of the provisions of this section must have the specific approval of the Convention in session.
- Section 9. Neither this Convention, nor any institution or agency, owned or supported in whole or in part by this Convention, shall accept or receive, directly or indirectly, any gift, grant, or aid from the Federal or state governments or any government agency, except for definite services rendered by the agency or institution. Such must have the approval of agency's Board and reported in full to the Convention's Board of Directors.

ARTICLE XI - AMENDMENTS

This constitution may be amended at any Annual Meeting of the BCNE provided written notice of the proposed amendment has been given to churches sixty (60) days prior to the Annual Meeting. Any action to amend the Constitution must be presented on the day prior to the vote. The Constitution may be amended by a vote of two-thirds (2/3) of representatives present and voting.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The BCNE shall conduct its business in accordance with the latest edition of Roberts' Rules of Order, except when it is inconsistent with the Convention's Constitution, bylaws or any special rules of order.

ARTICLE XIII - INDEMNIFICATION

The Convention shall indemnify any employee, officer, director, trustee, or other agent of the Convention, or former employee, officer, director, trustee, or other agent of the Convention, against reasonable expenses, costs, and attorney's fees actually and reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, civil or criminal, to which such employee, officer, director, trustee, or other agent of the Convention is made a party by reason of having been an employee, officer, director, trustee, or other agent of the Convention. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim, so long as such compromise or settlement is approved in advance by the Convention and its insurer. Indemnification shall be provided to the fullest extent permitted by law.

The Convention shall advance defense expenses on a current basis before the disposition of the claim, action, suit, or proceeding for which this section provides indemnification. As a condition of the advancement of defense expenses, the Convention may require a written undertaking, in a form satisfactory to the Convention and its insurer, to repay any loss, including defense expenses, paid to or on behalf of the employee, officer, director, trustee, or other agent of the Convention if it is finally determined that the loss incurred is not covered by this indemnity provision, which undertaking may be accepted without persons to make repayment.

Indemnification under this section shall not be exclusive of any other rights which such employee, officer, director, trustee, or other agent of the Convention may be entitled to or permitted by law, under these constitution and by-laws, or by an agreement or action of the Board of Directors.

ARTICLE XIV - CORPORATION OFFICE AND AGENT

Section 1. The corporation registered office is the Baptist Convention of New England, 87 Lincoln Street, Northborough, Massachusetts 01532.

Section 2. The registered agent for the Corporation is its Corporate Secretary. The Corporate Secretary must be a resident of the state of Massachusetts.

Adopted as amended by the Baptist Convention of New England, Inc. on November 3, 2018. All previous versions are rendered null and void.

BCNE Bylaws

Article I - MEETINGS

- Section 1. The regular meeting of the BCNE shall be known as the Annual Meeting, and shall be for the purpose of electing officers, receiving reports of officers, committees, and boards, and for any other business that may arise.
- Section 2. Prior to the annual meeting the Board of Directors shall approve the agenda for the annual meeting and have it printed in the Book of Reports. As a part of their report to the convention during the annual meeting the Board of Directors will present its recommendation for the preacher of the annual sermon, the music director, the date, and location for the following year's annual meeting.
- Section 3. Special meetings may be called according to the Constitution, Article V- Meetings, Section 2.
- Section 4. The minutes of the Annual Meeting and special meetings shall be approved by the BCNE Board of Directors. A copy of the approved minutes may be made available to the churches at their request.

ARTICLE II – REPRESENTATIVES

- Section 1. Each church shall present to the Enrollment Committee of the Annual Meeting a list of its elected representatives, according to the Constitution, Article IV, Section 2.
- Section 2. Each representative shall register with the Enrollment Committee by presentation of proper credentials prior to being seated as a representative to the Annual Meeting. If the representative does not have a registration card, a letter, fax or electronic communication from the church's moderator or clerk will be accepted.
- Section 3. The Enrollment Committee shall review the credentials of the registered representatives and make its report to the BCNE as the first item of business in the first business session of the Annual Meeting.

ARTICLE III - DUTIES OF OFFICERS

- Section 1. The President shall preside over the deliberations of the Annual Meeting and discharge such other duties as are imposed by the BCNE or as are incumbent on the Presiding officer of a deliberating body. By his election, the President becomes an ex-officio member of all BCNE committees and boards. He shall serve as an advisor to the BCNE Board of Directors for one full year immediately following tenure as President.

At least two months prior to the Annual Meeting, the President, in consultation with the Vice-President, shall appoint a Committee on Resolutions, Nominating Committee, and Enrollment Committee, Tellers and other committees when so directed by the

representatives.

- Section 2. The Vice-President shall discharge such duties as requested by the President. In the event the President dies, becomes disabled or moves from New England, the Vice-President shall succeed to the office of President. The Vice President may, in the absence of the President or when requested by the President, preside over the Convention and perform other duties.
- Section 3. Should the President and Vice President be unable to serve, the Chairperson of the Board of Directors shall assume the duties of the President until such Board shall elect an interim President. The Interim President will serve until a new President is elected at the next Annual Meeting.
- Section 4. The Clerk shall record and preserve the proceedings of the Annual Meeting and shall, in cooperation with the Executive Director-Treasurer, have the same printed and distributed, together with such other information as the BCNE or the Board of Directors of the BCNE deem necessary and proper. The clerk shall also keep historical records as deemed appropriate by the Board of Directors.
- Section 5. The President and Executive Director-Treasurer shall be advisory to all BCNE committees, boards, agencies and institutions.

ARTICLE IV - COMMITTEES AND THEIR DUTIES

Section 1. Membership

- (a) All committees shall reflect, as much as possible, the diversity of the BCNE.
- (b) An ex-officio member shall have voting privileges.
- (c) No person shall be elected to serve simultaneously on more than one standing committee.
- (d) Boards and committees of the BCNE may appoint persons other than members to special limited purpose sub-committees and advisory committees provided such persons shall serve only in an advisory capacity.
- (e) Membership on committees shall cease when the member moves from New England, dies, or ceases to be a member of a church in cooperating fellowship with the BCNE. In case a member moves from one geographical area to another within the BCNE, the member shall be eligible to serve until a successor is elected at the next Annual Meeting.
- (f) Membership on committees will be automatically terminated when a member is absent for two consecutive meetings of the committee without notification submitted to the committee chairperson. The member shall be notified of such termination.

Section 2. The President shall appoint committees to report at the Annual Meeting of the BCNE. The committees will schedule their meetings as needed but should utilize the times around activities of the Convention. The committees are as follows:

- (a) Committee on Resolutions. This committee shall consist of a minimum of three (3) members. The committee shall be responsible for initiating, reviewing, researching, revising, and recommending resolutions for adoption. Representatives are encouraged to submit resolutions, in writing, at least one week prior to the Annual Meeting. All resolutions presented from the floor of the BCNE shall be in writing and referred to the Committee on Resolutions, without debate, prior to floor consideration. Resolutions must be submitted no later than the afternoon session of the first day of the Annual Meeting. The rules may be suspended and a resolution taken up for immediate consideration by a two-thirds vote of the representatives present at the Annual Meeting. Resolutions passed at any Annual Meeting are the opinion of the majority of representatives present and voting at that session of the Annual Meeting and are not binding on the BCNE, local associations, local congregations, or individual Baptists.
- (b) Committee on Enrollment. The committee shall consist of a minimum of five (5) members whose duties it shall be to verify representatives and visitors. This committee shall review and rule upon any questions which may arise in registration concerning the credentials of representatives. Any such ruling may be appealed to the BCNE during business session. This Committee shall make a report to the assembled representatives upon the call of the President.
- (c) Tellers. The President shall appoint a minimum of six (6) tellers for the Annual Meeting. They shall be responsible for the tabulation of all ballots and the distribution of materials or other similar duties requested by the President.
- (d) Nominating Committee. The committee shall consist of one member whose church is in each geographical area. Members of this committee shall be elected to three-year terms, approximately one-third of their number retiring each year. This committee shall nominate the Clerk, the members of the Board of Directors, and the Trustees of the agencies and institutions of the BCNE. As a courtesy to the New England WMU, the nominating committee shall also present the name of New England WMU President for affirmation by the representatives. She shall have already been elected to that position by whatever means the WMU has chosen. Each member of the Board of Directors, trustees and directors of any agency or institution of the BCNE shall be a member, for at least twelve months preceding election, of a church that is in good standing with the BCNE as defined in Article IV, Section 1, of the BCNE constitution. A representative of an agency or institution may meet with the committee to suggest names for vacancies on the respective agency or institution board of trustees. A member of this committee or a BCNE employee cannot be nominated as a member of the Board of Directors, a trustee of the agencies or institutions of the BCNE, or a member of any BCNE committee.

ARTICLE V - EXECUTIVE DIRECTOR-TREASURER

- Section 1. The BCNE shall employ through its Board of Directors an Executive Director-Treasurer as its chief executive officer and corporate secretary. He shall provide leadership for the total program of the BCNE.
- Section 2. When a vacancy of the Executive Director-Treasurer position occurs, the Board of Directors of the BCNE shall set up a Search Committee to seek a person for the position of Executive Director-Treasurer. Four members of the BCNE Board plus three members elected at large by the Board in executive session will serve as the Search Committee. The Search Committee will bring a recommendation to the Board. A two-thirds (2/3) vote of the Board is necessary to elect a candidate. With permission of the candidate, the Search Committee shall release biographical data to the Board prior to the meeting for election.
- Section 3. The Board of Directors, either in regular session or in a special meeting called for such purpose, shall elect an Executive Director-Treasurer for an indefinite term upon the recommendation of the Search Committee.
- Section 4. The Executive Director shall familiarize himself with Robert's Rules of Order and serve as Parliamentarian at various BCNE meetings as needed. He may assign this duty to someone else if he chooses. The Policy Manual shall describe other tasks and responsibilities of the Executive Director-Treasurer.
- Section 5. The Board of Directors may terminate the Executive Director-Treasurer by two-thirds vote.
- Section 6. When a vacancy occurs the Board of Directors may select an interim Executive Director-Treasurer to serve until the Board of Directors acts to elect a successor.

ARTICLE VI - BOARD OF DIRECTORS

- Section 1. **Board Meetings:**
The Board of Directors shall meet at least three times annually. Special meetings of the Board may be called by the Chairperson of the Board, by the Executive Director-Treasurer, or upon request of ten (10) members of the Board. A majority of the elected board members constitutes a quorum.
- Section 2. **Board Officers:**
At the meeting of the Board of Directors immediately prior to the BCNE Annual Meeting, the Board shall elect from its membership the Chairperson, Vice Chairperson and Recording Secretary, who shall serve one year or until their successors are elected.
- Section 3. **Board Duties:**
Except as reserved to the members, the business of the BCNE shall be managed by the Board of Directors. The Board shall have the power to act for the BCNE in the interim between Annual Meetings except as specifically limited by the Constitution, or in regards to tasks committed to the Board of Trustees of its agencies and institutions. It shall, therefore, be the purpose of the Board of Directors to promote and oversee such programs and

activities as may be approved by the BCNE from time to time. It may provide for the expansion of any phase of its work which its income and resources may make possible.

- (a) For the purpose of carrying out the world mission program of the BCNE, the Board shall employ, in addition to an Executive Director-Treasurer, other program staff in keeping with the needs and resources of the BCNE. The Board is to assist the Executive Director-Treasurer in the exercise of his duties as chief executive officer and spiritual leader in carrying out the programs of the BCNE. The Board of Directors shall work closely with the Executive Director-Treasurer to ensure an organization that is both functional and accountable.
- (b) The Board shall be responsible for long range planning of the BCNE and its programs and to coordinate the long range planning of an agency's board with the total BCNE program.
- (c) The Board shall serve as the BCNE's operating board for all programs not assigned to other boards.
- (d) The Board shall present to the BCNE a proposed budget for the forthcoming year. The Board of Directors shall recommend to the BCNE the allocations of Cooperative Program gifts between the BCNE and Southern Baptist Convention and the allocation of funds among the ministries of the BCNE.
- (e) The Board will establish and revise policies relating to the duties assigned to the Board of Directors by the Convention in Annual Meeting and will maintain a Policy Manual which is subject to the review and amendment of a simple majority of the Board of Directors.
- (f) The Board of Directors shall make an annual report to the BCNE which shall include a summary of actions taken by the Board of Directors that year. The Board shall print its report in the Book of Reports for distribution at the first session of the Annual Meeting.
- (g) The Board shall act as fiduciary, fiscal and agent of the BCNE in all matters not assigned to agencies' boards, to execute any and all deeds, mortgages, deeds of trust, assignments, or other conveyance that the Board may deem in its official capacity. The President, as well as the Executive Director-Treasurer, shall be authorized to sign legal papers for the BCNE, when authorized by the Board of Directors. If the President is unable to do so, the Vice-President shall be so authorized.
- (h) The Board of Directors shall engage a certified public accountant each year to make an independent financial review of the books and accounts of the BCNE. All institutions and agencies of the BCNE also shall engage a certified public accountant to make annual financial reviews. All financial reviews shall be reported to the Board and made available to BCNE churches which are in good standing and request it.
- (i) The Board shall act upon the recommendations of the Nominating Committee to fill

any vacancies occurring between annual meetings.

Section 4. Board of Directors' Committees.

- (a) Board of Directors' Nominating Committee. This committee shall be composed of five (5) members and shall be appointed by the Chairperson of the Board of Directors before the Annual Meeting. The committee shall present nominations for Chairperson, Vice-Chairperson, Recording Secretary, and chairpersons of the board committees. Members of this committee cannot be nominated as members of the Administrative Committee.
- (b) Administrative Committee
 - 1. Purpose. The Administrative Committee performs normal administrative committee responsibilities for the Board of Directors between regular meetings and works with the Executive Director-Treasurer in the implementation of the Board's policies, programs, and services assigned to its general care.
 - 2. Membership. The Administrative Committee shall be comprised of the President and the Vice-President of the BCNE, the Chairperson and the Vice-Chairperson of the Board of Directors, the Chairpersons of standing Board committees, and the Executive Director-Treasurer. The immediate past President of the BCNE shall serve for one full year following tenure as President. The Vice-Chairperson of the Board of Directors will serve as chairperson of the Administrative Committee.
 - 3. Responsibilities. The committee, in cooperation with the Executive Director-Treasurer, shall provide for the monitoring of the business and administrative affairs of the Board of Directors, its Business and Financial Plan, including stewardship development and Cooperative Program development and the monitoring of the effectiveness of the services and programs of the BCNE. It shall also recommend employee policies, serve as Personnel Committee, Budget and Finance Committee, perform other committee functions for the Board of Directors and assist the Executive Director-Treasurer in accomplishing the purposes of the Board. The committee is to evaluate annually the performance of the Executive Director-Treasurer and conduct an annual review of the Constitution and Bylaws of the BCNE.
 - 4. Meetings. The Administrative Committee shall meet at times specified by the Executive Director-Treasurer and the chairperson of the Administrative Committee. An agenda shall be jointly approved by the Executive Director-Treasurer and the chairperson and distributed at the meeting.
- (c) Board Ministry Committees. At the October board meeting the Board of Directors shall be organized into ministry committees for the following year that correspond to the ministry departments of the BCNE. The chairpersons of the ministry committees

shall serve on the Administrative Committee. Each ministry committee can vary in the number of members based on committee responsibility. When possible, the ministry committees will meet on the day of the Board of Directors' meeting. Every member of the Board of Directors shall serve on only one ministry committee.

ARTICLE VII - AMENDMENT

The Bylaws may be amended by a majority vote of the representatives present and voting at a business session of the same Annual Meeting at which the amendments have been presented, providing announcements of such have been made at a previous session of the same Annual Meeting.

ARTICLE VIII – MISCELLANEOUS

Section 1. Officers, directors, and trustees of the BCNE shall, unless otherwise agreed on an individual basis, serve without compensation, except for reimbursement for expenses actually incurred in connection with conduct of BCNE business.

Section 2. All written notices required to be given by these By Laws shall be deemed given when deposited in a mail receptacle of the United States Postal Service bearing prepaid, first class postage and addressed to member churches at their address according to current BCNE records

ARTICLE IX – DISSOLUTION

In the event of the dissolution of the Baptist Convention of New England, all of its remaining assets and property of every nature and description whatsoever shall be paid over and transferred at the direction of the BCNE Board of Directors to the Executive Committee of the Southern Baptist Convention to be used at their discretion to spread the Gospel across New England.

Adopted as amended by the Baptist Convention of New England on November 2, 2019. All previous versions are rendered null and void.