

**BYLAWS
of the
Convención Bautista Hispana de Texas**

Article I – General Provisions

Section 1. For purposes of usage in the Constitution and these Bylaws, a church is deemed to be affiliated with the Convention if such church (1) identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention, and (2) is otherwise eligible to send messengers to the annual meeting of the Convention.

Section 2. All Convention officers, members of Convention committees, all Executive Board directors, and all non-director members of any special committee, subcommittee, group, team, council or other entity created under or permitted to be created under these Bylaws shall be members of affiliated churches.

Section 3. If a person named in Section 2 is no longer a member of a church affiliated with the Convention, or otherwise vacates the position, the position will be deemed vacant and the vacancy will be filled according to the provisions of these Bylaws. Determination of vacancies and the date of such vacancy will be made by the Executive Board or a committee of the Board so authorized by the Executive Board.

Article II – Messengers

Section 1. Each messenger shall register with the Registration Secretary by presentation of proper credentials prior to being seated as a messenger to the Convention.

Section 2. The credentials of a registered messenger may be reviewed by the Credentials Committee as deemed necessary.

Article III – Meetings

Section 1. The regular meeting of the Convention 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 or be scheduled.

Section 2. The Convention shall determine its order of business at the first session of the annual meeting.

Section 3. Special meetings may be called according to the provisions of the Constitution.

Section 4. In all questions covering the proceedings of the Convention in both annual and special meetings, Robert's Rules of Order (latest revised edition) shall be the authority used by the presiding officers and by the Convention, unless the Constitution or the Bylaws have special rules of order that apply.

Article IV – Duties of Convention Officers

Section 1. It shall be the duty of the president to preside over the deliberations of the Convention and to discharge such other duties as are usually incumbent on the presiding officer of a deliberative body. If the president is no longer a member of a church affiliated with the Convention, a vice president shall succeed to the office according to provisions of the Constitution, and this fact shall be so recognized by a resolution of the Executive Board.

Section 2. The vice presidents shall discharge such duties as requested by the president. In the absence of the president from a Convention session, a vice president in the order in which he or she was elected shall preside.

Section 3. It shall be the duty of the recording secretary to keep an accurate record of the proceedings of the Convention, and to file and keep all papers in order deemed important to be preserved.

Section 4. The registration secretary shall be responsible for registration of all messengers of the Convention. The registration secretary shall report to the chairperson of the Committee on Credentials the number of messengers registered as of the hour the Convention convenes and periodically thereafter as prescribed by the chairperson of the Committee on Credentials. Following the Convention the registration secretary shall provide the recording secretary the number of messengers registered.

Article V – Convention Committees

Section 1. Committee of Orden y Programa

The Committee of Orden y Programa shall be responsible for recommending the time and place of future annual meetings of the Convention, for selecting the preacher for the annual message for the next year's meeting, and for formulating the agenda for the annual meeting and submitting the agenda to the Convention for approval at the opening session. The committee shall have twelve (12) members appointed for two-year terms with six (6) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

A. This committee shall provide periods of time during the early sessions of the Convention annual meeting for the introduction of all matters requiring a vote not scheduled on the agenda and when introduced shall fix times for consideration for the same, unless the Convention gives its unanimous consent for its immediate consideration.

B. This committee shall be responsible for formulating and recommending the Standing Rules of the Convention to the Convention for adoption. The Standing Rules of the

Convention may be amended without notice by majority vote. It also shall be responsible for recommending the disposition of motions made during consideration of miscellaneous business but not finally disposed.

Section 2. Committee on Credentials

The Committee on Credentials shall be responsible for verifying credentials of prospective messengers, enrolling messengers, for investigating any contention arising out of the enrollment of messengers, and for reporting its findings to the Convention. At the time scheduled by the Committee of Orden y Programa, the chairperson of the Committee on Credentials shall report the number of messengers registered as of the opening of the annual meeting or special meeting and periodically thereafter. The committee when established shall have six (6) members appointed for two years with three (3) appointed each year by the president and the vice presidents acting jointly. The president and vice presidents may appoint replacements to fill vacancies.

Article VI – Executive Board

Section 1. Membership

A. Directors

The elected membership of the Executive Board shall be eleven (11) directors. The Executive Board shall have an ex-officio director in addition to the elected directors. The ex-officio director shall be the president of the Convention who shall by virtue of office serve with all rights, privileges, and duties of, and shall in all matters be treated as an elected director.

B. Term of Directors

Directors shall serve terms of three (3) years. A Director may succeed himself for only one consecutive term. After serving two consecutive terms, a Director must vacate his position

There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible).

Initial directors serving less than a full three-year term as their initial term, shall be considered to have served a full three-year term for purposes of the limits on more than two successive terms.

C. Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if

later, at the time specified in the notice.

D. Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

Section 2. Elected Officers

The Board shall elect a chairperson and a vice chairperson annually. The treasurer/chief financial officer of the Convention shall serve as recording secretary. The officers shall have the following duties:

A. Chairperson

1. Presides at all meetings of the Board.
2. Chairs the Executive Committee.
3. Assists the executive director as the director provides leadership in the planning and implementation of Convention operations and ministries.
4. Consults with the executive director and secretary prior to each meeting to set the agenda.
5. Appoints special committees as authorized by the Board.
6. Represents the Board in meetings of Convention agencies as invited to do so.
7. Serves the Board by carrying out responsibilities assigned to the chair.

B. Vice Chairperson

1. Assists the chairperson throughout the term as may be requested.

2. Presides at meetings of the Board and Executive Committee in the absence of the chairperson or at the request of the chairperson

C. Recording Secretary

The recording secretary is to keep an accurate record of the proceedings of the Executive Board and to file and keep in order all papers deemed important to be preserved.

Section 3. Election of Officers

A. Nominations

Nominations shall be made from the floor at the last regular meeting of the year. Nominations shall be made in this order: chairperson and vice chairperson.

B. Voting

The election of officers shall be the first order of business on the agenda at the last regular meeting of the year. Election shall be by show of hands unless the chairperson with the appointed parliamentarian shall agree that the vote be by ballot. A majority of votes cast shall determine the person chosen.

C. Terms

Officers of the Board shall serve one-year terms and be eligible for one additional term. Terms begin immediately following the close of the last session of the annual meeting of the Convention. Should for any reason the office of chairperson be vacated prior to completion of the term, the vice chairperson shall become chairperson for the remainder of the term. In such case, the vacancy of the vice chairperson would be filled at the next regularly scheduled meeting of the Board.

Section 4. Meetings

A. Authority

The Board shall meet at times and on a schedule that it adopts. The meeting date of the Convention should be a strongly influencing factor in the determination of when the Board meets. The meetings should be calendared so as to supplement and facilitate the total work of the Convention in support of all Convention-adopted programs. The meeting schedule of the Board shall be recommended to the Board by the Executive Director.

B. Meeting Times

The Board shall determine three-to-five years in advance the three times during each calendar year it meets.

C. Annual Meeting

The annual meeting of the Board shall be the one conducted prior to but not necessarily in conjunction with the annual Convention meeting. At this meeting, the Board will elect officers, may appoint committees, and consider other business as may come before the meeting.

D. Place of Meeting

The Board may designate any place within the State of Texas as the place of meeting.

E. Notice of Meetings

Written notice stating the place, day, and hour of any meeting of directors shall be delivered either personally, by mail, or by electronic means to each director, not less than 10 days or more than 60 days before the date of such meeting by or at the direction of the chairperson.

F. Special Meetings

Special meetings may be called by the executive director and/or the chairperson with the consent of two of the following: the vice chairperson of the Board and the president and vice presidents of the Convention; or may be called by not less than twenty percent (20%) of the directors. The call for a 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.

G. There will be no proxy voting.

Section 5. Committees

A. The Executive Committee

1. The Executive Committee is responsible for the administration of the Executive Board. The Executive Committee shall also review the proposed budget; shall evaluate performance and recommend compensation for the executive director; and shall plan, coordinate and monitor the general progress of the work of the Executive Board.
2. After the annual meeting of the Convention, the chairperson and vice chairperson of the Executive Board, with the assistance of the executive director and recording secretary, shall appoint the chairpersons of Board committees. The Executive Committee shall assign other Executive Board directors to serve on various committees of the Executive Board. Except for members of the Executive Committee, no Executive Board director may serve on more than one regular committee. The chairperson and vice chairperson of the Executive Board are non-voting ex-officio members of each committee and subcommittee; however, they shall have the right to vote in the Executive Committee of the Board.
3. The Executive Director of the Convention shall serve as a non-voting ex-officio member of the Executive Committee of the Executive Board.
4. The Executive Committee shall act for the Executive Board ad interim, but may not act contrary to or reverse any action of the Executive Board.

B. Groups, teams, and councils

1. Other groups, teams, or councils, may be established as advisory groups to assist Executive Board committees, Convention ministries, and Convention staff leaders.
2. Such groups may serve as a resource, assist in strategy planning and implementation, provide information, and assist in activities. They may make recommendations through staff leaders to appropriate committees and the Executive Board.
3. Recommendations for such groups may be initiated through a committee of the

Board or the Executive Committee and recommended for policy approval to the Executive Board. The recommendation should include the number of group members and terms of service.

4. Persons serving will be nominated by the initiating committee and approved by the Executive Board. Such persons nominated shall be members of churches affiliated with the Convention.

Section 6. Voting by Mail or Electronic Means

Any action required by law to be taken at a meeting of directors or any action which may be taken at a meeting of directors may be taken without a meeting if consented to and signed by a requisite number of directors of the Executive Board who are entitled to vote, either in writing, by mail ballot, by electronic means, or by some combination of both, with respect to the subject matter thereof. The requisite number is the number that would be necessary to take that action at a meeting at which the directors were present and voted. Where a specific business item may need action prior to a regular meeting, the chairperson, or the vice chairperson in his absence, may conduct the voting by mail or by electronic means, or by some combination of both. No vote shall be taken by electronic means or by telephone unless notice of such proposed vote to be taken has been communicated by electronic means, in person, by mail, by telephone, or by any of these means, to all members of the Executive Board or to the committee or subcommittee proposing to take a vote at least three (3) business days prior to the first day on which votes will be accepted. Notice by mail shall be deemed properly given if deposited in the U.S. Mail at least five (5) business days prior to such first day. Voting by fax, email, dedicated website, any similar technology, or any combination of such means shall constitute "electronic means" for purposes of this and the following section. "Signing" of a ballot or other confirmation of a vote by way of electronic means shall be broadly construed to permit effective utilization of such means. In addition, committees and subcommittees of the Executive Board, together with any group authorized under Section F. of this article, but not the Executive Board as a whole, may take votes telephonically as a part of a committee or subcommittee meeting via conference telephone call or any other electronic conferencing media (and without necessity of a signed ballot). Written memoranda or minutes shall be made of all meetings and votes undertaken by electronic means or telephonically or by mail, and shall be entered into the records of the Executive Board or the appropriate committee or subcommittee as of the next meeting in which the members assemble in person. There will be no proxy voting and therefore voting by mail or by electronic means shall not be considered to be voting by proxy.

Section 7. Quorum

The directors holding one-half (50%) of the total votes which may be cast at any meeting shall constitute a quorum.

Section 8. Compensation

Directors shall not receive any salaries for their services but may receive reimbursement for appropriate travel expenses.

Section 9. Duties

- A. The Executive Board shall be the fiduciary, fiscal and executive agency of the Convention.
- B. The Executive Board is empowered to act for the Convention in all areas of the Convention's work between sessions of the Convention, but may not act contrary to or reverse any action of the Convention, except as otherwise provided in these Bylaws.
- C. The Executive Board shall make a full report of the work of the Convention at its annual session.
- D. The Executive Board shall have the authority to enter into, modify, and terminate affiliation agreements with third parties which advance the purposes of the Convention, not inconsistent with the directions of the messengers.
- E. The Executive Board shall recommend the annual budget to the annual session of the Convention. The Executive Board shall have the authority to reduce or eliminate allocations to third parties contained in the annual budget approved by the messengers when, in the Executive Board's judgment, circumstances arising after the messengers have approved the annual budget warrant that action. In such situations, the Executive Board shall have the authority to re-allocate the budgeted funds which were reduced or eliminated. Any exercise by the Executive Board of this authority shall be reported to the next annual session of the Convention.

Article VII – Convention Employees

Section 1. Executive Director/Chief Executive Officer

- A. The chief executive officer of the Convention shall be the Executive Director.
- B. The Executive Director shall be employed upon the recommendation of the Executive Board and receive remuneration as recommended by the Executive Board.
- C. The Executive Director shall supervise and administer all of the affairs of the Convention and all of its activities and shall represent and carry out the policies of the Convention and its Executive Board.

Section 2. Other Employees of the Convention

The Executive Board shall have the authority to elect or employ other personnel as deemed necessary by the body.

Article VIII – Amendments

These Bylaws may be changed or amended at any regular session of the Convention's annual meeting, except the last session of the meeting, provided said change or

amendment is offered at the first session of the annual meeting, and carries over to some subsequent session during the same meeting, and then receives a two-third's majority of messengers present and voting in the session.

ADOPTED: JUNE 28, 2011