

CONSTITUTION/BYLAWS
Baptist General Association of Virginia

ARTICLE I
Name

The name of this body shall be the Baptist General Association of Virginia, hereinafter referred to as the General Association.

ARTICLE II
Purpose

The object of the General Association shall be to furnish the Baptist churches of the General Association a means of cooperation for the propagation of the Gospel of Jesus Christ, and for the advancement of the Redeemer's Kingdom by all methods in accord with the Word of God. There shall be full recognition of the autonomy of the local churches.

ARTICLE III
Meetings and Composition

Section A: Meetings

The General Association shall meet annually. Special meetings may be called by the president or a vice president with the concurrence of a majority of the officers of the General Association.

Section B: Composition

The General Association shall be composed of the officers of the General Association and messengers elected by Baptist churches which follow the New Testament teaching of salvation by grace and believer's baptism by immersion, and which cooperate with the General Association. Each church contributing financially at least \$500 during the previous fiscal year, according to the treasurer's report, to the Virginia portion of the Cooperative Missions Budget shall be entitled to two (2) messengers; to a total of three (3) messengers for \$750; a total of four (4) messengers for \$1000, and to one (1) more messenger for each additional \$600; provided that no church shall be entitled to more than fifteen (15) messengers. If \$500 is more than two percent (2%) of a church's total annual receipts, such church is entitled to two (2) messengers, provided it contributes financially at least two percent (2%) of its total annual receipts to the Virginia portion of the Cooperative Missions Budget. The Cooperative Missions Budget as adopted by the General Association is the preferred way Virginia Baptists express their unity in mission and ministry. Cooperative Missions is Virginia Baptists' long-standing commitment to the Cooperative Program.

Section C: Cooperating Churches

Cooperating churches of the General Association shall be identified as one of the following, and shall be entitled to benefits, publications and services as indicated:

Participating – A church contributing financially to the Virginia portion of the Cooperative Missions Budget shall be named on the group exemption roster for IRS as exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code under the General Association's blanket exemption from Federal income tax. Such a church shall be eligible to participate in annuity benefits for staff, and receive all publications and services.

Watch care - A church unable to contribute financially, as a new start and/or hardship, to the Virginia portion of the Cooperative Missions Budget may be named on the group exemption roster for IRS as exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code under the General Association's blanket exemption from Federal income tax; may receive annuity benefits for staff, and publications and services for up to five (5) years in accordance with policy; and may receive mentoring and/or shepherding for proactive special ministry needs.

Affiliate – A church contributing financially only one (1) of the three (3) preceding fiscal years to the Virginia portion of the Cooperative Missions Budget shall be named on the group exemption roster for IRS as exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code under the General Association's blanket exemption from Federal income tax; however, such a church shall not be entitled to receive annuity benefits for staff or to receive publications and services. If such a church makes no contributions financially for five (5) years to the Virginia portion of the Cooperative Missions Budget, that church shall be removed from the list of churches named on the group exemption.

A church shall be deemed to have contributed financially when it has given either (a) at least \$500, or (b) at least two percent (2%) of its total annual receipts, during the previous fiscal year, to the Virginia portion of the Cooperative Missions Budget.

ARTICLE IV

Officers

Section A: Officers of the General Association

The officers of the General Association shall be a president, first and second vice presidents, an executive director, a treasurer, and a clerk.

1. President. Upon nomination from the floor, the president of the General Association shall be elected for a one (1) year term on the second day of the annual meeting of the General Association.
2. Vice-Presidents. Upon nomination from the floor, the first vice president shall be elected for a one (1) year term at the annual meeting of the General Association. Upon nomination from the floor, the second vice president shall be elected for a one (1) year term at the annual meeting of the General Association.
3. Clerk. Upon nomination from the floor, the clerk shall be elected for a one (1) year term at the annual meeting of the General Association.
4. Executive Director. The executive director shall be nominated by the Virginia Baptist Executive Board, hereinafter referred to as the Executive Board, shall be elected by the General Association, and shall serve until his/her successor is elected. Nominations for this office may be offered from the floor of the General Association any year at the time of the nomination of its annually elected officers.
5. Treasurer. The treasurer shall be nominated by the Executive Board, shall be elected by the General Association, and shall serve until his/her successor is elected. Nominations for this office may be offered from the floor of the General Association any year at the time of the nomination of its annually elected officers. The treasurer shall receive all funds contributed to the General Association, pay over such amounts as are specified by the contributors for particular uses according to their directions (provided that, in the opinion of the treasurer, said uses comply with accepted General Association causes), distribute any amount not specified according to the instructions of the General Association, and make an annual report of all receipts and disbursements. All checks for paying of funds of the General Association shall be signed by the treasurer and countersigned by such other persons as may be designated by the Executive Board. The treasurer shall ensure that the duties of stewardship education and financial

resources development are performed. The treasurer shall serve under the direction of the executive director and shall perform such other fiscal and management duties as may be assigned by the executive director.

Section B: General Provisions

1. All nominees shall be resident members of Baptist churches contributing financially to the Virginia portion of the Cooperative Missions Budget.
2. Multiple nominations for any one office shall be elected by ballot. Single nominations for one office shall be elected by voice vote. A majority vote of those present and voting shall be required for election to all offices.
3. Election of other officers shall follow in order after the election of the president.
4. No seconding speeches shall be permitted for any nomination.
5. Elected officers shall assume their respective offices at the close of the annual meeting at which they are elected, and hold office for a term of one (1) year or until their successors are elected.
6. In case of the death, resignation, disability or ineligibility of the president, the vice presidents in the order named shall succeed to the office of president and shall complete the term of said office.
7. In case of the death, resignation, disability or ineligibility of the first vice president and/or the second vice president, or of the succession of either to the office of president, the resulting vacancy or vacancies shall be filled by the Executive Board for the unexpired term(s).
8. In case of the death, resignation, disability or ineligibility of the executive director, treasurer, or clerk, the Executive Board shall make provisions for the continuance of the work until the office is filled by election at a General Association annual meeting.
9. The responsibilities of the officers of the General Association shall be those usual to the respective offices, plus those specifically outlined in the Constitution/Bylaws. The president and executive director shall be non-voting ex officio members of all committees of the General Association.

ARTICLE V Virginia Baptist Executive Board

Section A: Members by Virtue of Office

The members by virtue of office shall be the president, the first vice president, the second vice president, the immediate past president, the executive director, and the treasurer.

Section B: Members from the General Association

There shall be fifteen (15) members at large from the General Association. Upon nomination by the Executive Board, five (5) members shall be elected annually by the General Association for three (3) year terms. Four nominees shall be from among the candidates submitted by the Mission Council and the fifth nominee may be one of the candidates submitted by the Mission Council or another eligible Virginia Baptist. A member having

served three (3) consecutive terms shall not be eligible for reelection until at least one (1) year has elapsed following his/her previous service. The nominees shall reflect a wide representation of Virginia Baptists, including both laypersons and ministers. Any vacancy occurring between the sessions of the General Association may be filled by the Executive Board for the remainder of the unexpired term.

Section C: Chair of the Executive Board

Upon nomination by the Executive Board, the chair shall be elected annually by the General Association for a one (1) year term. The chair shall be a current member of the Executive Board.

Section D: Meetings

The chair shall set the date, place and time of meetings. A majority of voting members shall constitute a quorum.

Section E: Responsibilities

1. The Executive Board shall have entire management of the matters committed to its trust and shall carry out such plans as may seem judicious, provided they are in strict accordance with the Articles of Incorporation, with the Constitution/Bylaws of the General Association, and with such instructions as may from time to time be given by the General Association. Although the Executive Board shall not have authority to control and direct the agencies, institutions and shared ministries of the General Association, it is instructed and commissioned to maintain liaison with and to study the affairs of these agencies, institutions and shared ministries in search of acceptable solutions to problems which may arise. The Executive Board shall keep records of its proceedings and make an annual report to the General Association.
2. The Executive Board shall act in the interim for the General Association on such matters as the officers of the General Association may determine to require action before the next meeting of the General Association, and the Executive Board shall report such action to the next annual meeting of the General Association.
3. The Executive Board shall serve as the Finance Committee of the General Association, and shall present a proposed budget to the General Association each year at its annual meeting.
4. The Executive Board shall advise and consult with the executive director in staff personnel matters, including the consideration of new staff positions, the election of assistant executive directors and team leaders, and personnel policies.
5. The Executive Board shall study and recommend changes to the Constitution/Bylaws of the General Association.
6. The Executive Board shall advise and consult with the executive director in strengthening the work of the General Association, including objectives, plan or organization, assignment of responsibility, and matters of general policy.

Section F: Church Membership

All members of the Executive Board shall be resident members of Baptist churches contributing financially to the Virginia portion of the Cooperative Missions Budget. Only one (1) member from any one (1) church may be elected a member of the Executive Board; however, this restriction shall not apply in the case of persons who serve by virtue of office. If a member of the Executive Board becomes a member of a church not participating with the General Association, his/her membership is automatically terminated.

Section G: Membership Restrictions

No person serving as a member of a board or committee, no trustee, no employee or independent contractor of either the General Association or any Virginia Baptist agency, institution or shared ministry receiving funds from the General Association, or his/her spouse, shall be eligible to serve as a member of the Executive Board. These restrictions shall not apply to members or pastors of churches which receive financial assistance from the General Association, nor shall they apply to persons who may serve as members of the Executive Board by virtue of office.

ARTICLE VI Virginia Baptist Mission Council

Section A: Members by Virtue of Office

The members by virtue of office shall be the president, the first vice president, the second vice president, the clerk, the immediate past president, the executive director, and the treasurer. If a member of the Mission Council is elected to any of the above named offices, he/she shall complete the term to which he/she was elected as a member of the Mission Council.

Section B: Members from the General Association

There shall be fifteen (15) members from each of the regional clusters of the General Association and six (6) members from churches which are not in a regional cluster. The regional clusters shall convene on the first day of the annual meeting of the General Association to nominate five (5) members for three (3) year terms. The churches not in a regional cluster shall nominate two (2) members for three (3) year terms. The nominees shall be elected by the General Association on the second day of the annual meeting. A member having served two (2) consecutive terms shall not be eligible for reelection until at least one (1) year has elapsed following his/her previous service. The nominees shall reflect a wide representation of Virginia Baptists, including both laypersons and ministers. If a vacancy has occurred during the preceding year, the regional cluster shall also nominate a member to fill the remainder of the unexpired term.

Section C: Chair of the Mission Council

The President of the General Association shall serve as the chair of the Mission Council.

Section D: Meetings

The chair shall set the date, place and time of meetings. A majority of voting members shall constitute a quorum.

Section E: Responsibilities

1. The Mission Council shall submit a slate of fifteen (15) potential nominees to the Executive Board every year before May 1. The Mission Council is directed to see that this slate reflects a wide representation of Virginia Baptists, including both laypersons and ministers.
2. The Mission Council shall provide timely counsel to the Executive Board, serve as liaisons between the General Association and the local churches, and serve as ambassadors for the General Association.

Section F: Church Membership

All members of the Mission Council shall be resident members of Baptist churches contributing financially to the Virginia portion of the Cooperative Missions Budget. Only one (1) member from any one (1) church may be elected a member of the Mission Council; however, this restriction shall not apply in the case of persons who serve by virtue of office. If a member of the Mission Council becomes a member of a church not participating with the General Association, his/her membership is automatically terminated.

Section G: Membership Restrictions

No employee or independent contractor of the General Association or his/her spouse shall be eligible to serve as a member of the Mission Council. These restrictions shall not apply to persons who may serve as members of the Mission Council by virtue of office.

ARTICLE VII Committees

Section A: Committee on Credentials

The president and two (2) vice presidents of the General Association, acting as a committee, shall appoint, at least thirty (30) days before the annual meeting, a Credentials Committee of seven (7) members to serve at the forthcoming meeting. Any questions regarding the registration or status of messengers shall be referred to this committee for decisions and the committee shall report to the General Association.

Section B: Tellers Committee

The president and two (2) vice presidents of the General Association, acting as a committee, shall appoint, at least thirty (30) days before the annual meeting, a Tellers Committee of six (6) members to serve at the forthcoming meeting. This committee shall collect and count ballots, count standing votes and report the results to the Chair, and accomplish other tasks as may be directed by the Chair.

Section C: Committee on Boards and Committees

The Committee on Boards and Committees shall consist of the immediate past president of the General Association and nine (9) members, at least four (4) of whom shall be laypersons and at least four (4) of whom shall be ministers. The president and two vice presidents of the General Association, acting as a committee, shall nominate three (3) members to be elected annually at the General Association meeting for three (3) year terms. However, no person shall be nominated to the Committee on Boards and Committees who holds membership on other committees or boards, or is an employee of the General Association or its agencies, institutions or shared ministries.

1. This committee shall nominate qualified persons to the standing committees as outlined in this Constitution/Bylaws. Prior to presenting its report, this committee shall share with each nominee the duties and responsibilities associated with the service for which he/she is nominated, and obtain the nominee's acceptance of said duties and responsibilities.
2. This committee shall nominate persons to the boards of trustees of all agencies, institutions, and shared ministries of the General Association in accordance with their respective charters.
3. This committee is encouraged to solicit suggestions as to qualified persons to serve on the boards and committees of the General Association. The committee is directed to see that proper distribution of

membership on boards and committees reflects a wide representation of Virginia Baptists, including both laypersons and ministers. The committee shall not nominate any person to serve as a trustee of any board of any agency, institution or shared ministry of the General Association who is currently serving as a General Association nominated member on another board of any agency, institution or shared ministry of the General Association, nor shall an employee or independent contractor of the General Association be nominated to serve as a trustee of such boards. However, this restriction shall not apply to any agency, institution or shared ministry which, by its bylaws or board policy, requires a specific employee of the General Association to be a member of its board. All trustees who are nominated by the Committee on Boards and Committees are eligible for consideration to succeed themselves for a second term. After two (2) terms on the board of any agency, institution or shared ministry, a trustee is not eligible for nomination to that board for at least one (1) year. Members of the Committee on Boards and Committees or their spouses shall not be nominated to other committees or boards.

4. All nominees shall be resident members of Baptist churches contributing financially to the Virginia portion of the Cooperative Missions Budget. Prior to presenting its report of nominations to the General Association, this committee shall determine the eligibility, availability and willingness of each proposed nominee to serve, if elected; and this committee shall include in its report to the General Association the place of residence and the church membership of each nominee.

Section D: Committee on Scholarships and Ministerial Education Funds

The Committee on Scholarships and Ministerial Education Funds shall consist of fifteen (15) members, at least seven (7) of whom shall be laypersons and at least seven (7) of whom shall be ministers. Upon nomination from the Committee on Boards and Committees, five (5) members shall be elected annually at the General Association meeting for three (3) year terms.

1. No person serving as a member of a governing board, no trustee, no employee or independent contractor of an educational institution whose students are eligible for financial assistance from the General Association, or his/her spouse, shall be eligible to serve as a member of this committee.
2. This committee shall oversee the awarding of financial assistance from the BGAV Scholarships and Ministerial Education Funds to further the educational development of (a) persons who are preparing for the Baptist ministry and (b) emerging leaders of all ages.

Section E: Other Standing Committees

The Committees on Program, Christian Life, Memorial, Religious Liberty, and Resolutions shall consist of nine (9) members each, at least four (4) of whom shall be laypersons and at least four (4) of whom shall be ministers. Upon nomination from the Committee on Boards and Committees, three (3) members of each committee shall be elected annually at the General Association meeting for three (3) year terms.

1. **The Committee on Program.** This committee, in consultation with the president, shall prepare the order of business for the annual meeting of the General Association, and arrange for speakers, reports, and special events of the program; consult with the host association concerning necessary arrangements and committees; and make available to the office of the executive director, by September 15, information and photographs for advance publicity, and for the printing of the program. The committee is instructed to give priority to business sessions, providing adequate time for the discussion of needs, problems, and opportunities. The committee shall recommend at each annual meeting the time and place of the meeting for at least two years in advance, giving careful consideration to the need for adequate auditorium, parking, and hotel facilities. Also, the committee may recommend at each annual meeting the speakers and/or special events for at least one year in advance. The committee shall assure that worship is

emphasized during each annual meeting of the General Association. The second vice president of the General Association shall be an ex officio member of the committee.

2. **The Committee on Christian Life.** This committee shall study the social environment in which we live and its relation to Christian ethical standards. It shall point out in its annual report the problems confronting Christian conscience, and suggest relevant Christian teaching that should serve as a guide for attitudes and responses.
3. **The Committee on Memorial.** This committee shall collect and prepare for distribution biographical data concerning deceased pastors and other Baptist leaders, and shall conduct a memorial service at each annual meeting.
4. **The Committee on Religious Liberty.** This committee shall report to the General Association annually on the nature and importance of religious liberty and the separation of church and state, citing violations in principle and practice, and suggestions for correcting same. This committee shall make available information relating to the subject with the view of safeguarding these cherished principles.
5. **The Committee on Resolutions.** This committee shall prepare and submit to the General Association for action those resolutions which it deems proper and which further the purpose of the General Association as set forth in Article II of this Constitution/Bylaws. This committee shall report to the General Association as scheduled in the adopted order of business on all resolutions referred to it, with or without recommendation or amendments.

Section F: General Provisions

1. The incoming president of the General Association shall appoint the chair of each standing committee by December 15 following his/her election, and the chairs shall hold office for a term of one (1) year or until their successors are appointed. No person may serve as chair of the committee for more than two (2) years consecutively. The appointee may be an existing member of the committee or an additional member of the committee. If such appointee is not serving an elected term on the committee, the appointed term on the committee shall be for one (1) year to coincide with the year of appointment as chair. The appointee shall have had at least one (1) year's previous service (not necessarily consecutive) on the committee.
2. No standing committee member, having served a full or partial term, shall be eligible for reelection to the same committee until after one (1) year has elapsed. All members of standing committees shall be resident members of Baptist churches contributing financially to the Virginia portion of the Cooperative Missions Budget.
3. A vacancy occurring in the membership of any of the standing committees between the sessions of the General Association may be filled by the president of the General Association for the remainder of the unexpired term.
4. Any standing committee member, absenting himself/herself from committee responsibilities for one full year without just cause given to the chair of that committee, shall be replaced by the president of the General Association for the remainder of the unexpired term upon written request of the chair of that standing committee.
5. Committees are expected to fulfill their responsibilities effectively and expeditiously, keeping meetings to the minimum number required. Committee chairs are instructed to schedule meetings, after consulting with the office of the executive director concerning dates, and to see that preparatory planning and research is done by members or others who are responsible.

6. Reports of committees will be received by the General Association at its annual meeting. However, no committee report, except from the Committee on Resolutions and the Committee on Credentials, shall be received, nor shall any of its contents or recommendations be approved by the General Association, unless such report has been submitted not later than September 15 and published on the General Association website before the annual meeting, or unless such report has been made available to the messengers at registration. Such recommendations requiring approval shall appear at the conclusion of the committee's report.

ARTICLE VIII General Provisions

Section A. New Relationships. No new relationship with an agency, institution or shared ministry shall be created by the General Association until the proposal has been studied by the Executive Board. Any motion involving the authorization of any new relationship shall be referred to the Executive Board for study and recommendation to the General Association at its next annual meeting.

Section B. Consideration of Business. Matters introduced after the end of the first day of an annual meeting may not be considered at that annual meeting except by unanimous consent.

Section C. Voting Requirements. The General Association shall not authorize any new relationship with an agency, institution or shared ministry which involves the expenditure of money except by a two-thirds (2/3) vote of the messengers present and voting, which affirmative vote shall be not less than twenty percent (20%) of the messengers registered at such annual meeting.

Section D. Policy Changes. All motions which would change the policy of the General Association or recommend changes to the policy of any agency, institution or shared ministry connected with the General Association, shall be made in writing and presented on the first day of the annual meeting. Action on such motion shall occur on the second day of the annual meeting.

Section E. Non-budgeted Expenditures. Any proposed action involving the obligation or the expenditure of funds not provided in the Cooperative Missions Budget of the General Association shall be referred to the Executive Board for study and for such action as it may deem appropriate.

Section F. Publishing of the Constitution/Bylaws of the General Association. The Constitution/Bylaws of the General Association shall be published each year in the Book of Reports provided for the messengers to the annual meeting, and in the General Association's Annual.

Section G. Definition of Minister. Wherever used in the Constitution/Bylaws, the word minister shall be interpreted to mean a person who is an ordained minister, or who is recognized by his/her church as being in church related service, and in no way is intended to imply that laypersons are not engaged in ministry.

Section H. Assistants to Clerk. The clerk of the General Association may appoint two (2) assistants.

Section I. Resolutions. A resolution is defined as the expression of the opinion of registered messengers and in no way establishes the policies of the General Association. Only registered messengers, the Executive Board, and committees of the General Association are eligible to submit resolutions to the annual meeting of the General Association. Resolutions from messengers must be received in writing by the office of the Executive Director no later than October 15 and shall be referred to the Committee on Resolutions. Resolutions from the Executive Board or committees, and resolutions submitted for action by the Committee on Resolutions, must be published in the Book of Reports; or be published on the General Association website in advance of the annual meeting of

the General Association; or be available to the messengers at registration. Adoption of any resolution shall require three-fourths (3/4) majority vote of the messengers present and voting.

ARTICLE IX

Parliamentary Authority

To protect the rights of all the members and to ensure that the will of the General Association prevails, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the General Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution/Bylaws and any special rules of order the General Association may adopt.

ARTICLE X

Amendments to the Constitution/Bylaws

The Constitution/Bylaws may be amended only on the second day of the annual meeting by an affirmative vote of not less than two-thirds (2/3) of the messengers present and voting, which affirmative vote shall be not less than twenty percent (20%) of the messengers registered, provided that said amendments have been offered in writing and presented on the first day of the annual meeting. All amendments thus adopted shall become effective at the close of the annual meeting at which they are adopted.

Approved by the Baptist General Association of Virginia, November 12, 2014.

Amendments approved by the Baptist General Association of Virginia, November 11, 2015.

Amendments approved by the Baptist General Association of Virginia, November 16, 2016.