

Constitution and Bylaws of the General Baptist Board of Overseers of the General Association of General Baptists

Preamble

The Board of Overseers exists to ensure the most effective means of fulfilling God's will and purpose for the people of God called General Baptists.

Constitution

Article I—Name

The name of this organization shall be “The General Baptist Board of Overseers, Inc.” The organization may also do business as “The General Baptist Council of Associations” and “General Baptist Ministries.”

Article II—Purpose

The purpose of this organization shall be to provide overall accountability for missional focus, stewardship of resources, and integrity of conduct for the various ministries of the General Association of General Baptists through the office of the President of General Baptist Ministries (hereafter referred to as the “President”). The Board of Overseers (hereafter referred to as “Overseers”) shall serve as the board of directors for the parent corporation and shall fulfill the responsibilities outlined in this document and hold all authority prescribed to this body under its former name, The General Baptist Council of Associations, unless otherwise assigned in this document.

Article III—Membership

The standards for membership of the Board of Overseers are as follows:

- A. Seven (7) regions, as determined by the President in conjunction with the Overseers, shall elect two (2) members serving four (4) year terms within an alternating two-year rotation. A new member will be elected by each region every two (2) years. Members may serve no more than two successive four-year terms. After a lapse of two (2) years, they will be eligible for re-election.
- B. The election of Overseers by each Region at a biannual meeting shall be conducted as follows: nominations shall be sent to the Regional Coordinator and must be received from churches within the region at least sixty (60) days prior to the regional meeting. The Regional Coordinator will examine all nominations according to the qualifications set forth in this document, and a ballot of qualified nominees shall be sent to the churches in the region at least fifteen (15) days prior to the regional meeting. The delegates in attendance for the regional meeting shall elect Overseers through submission of a ballot. Successive ballots may be necessary until a member is elected by the majority. In the event that the position of Regional Coordinator is vacant, the Vice President for Regional Ministries will function in that role.

- C. Qualifications for members of the Boards of Overseers shall be as follows:
 - 1. Member shall be an active participant in a General Baptist church affiliated with the General Association of General Baptists, participating in non-designated financial giving, and active in the ministries of General Baptists.
 - 2. Member shall be in agreement with the General Baptist Statements of Faith and the Social Practices Summary Statement as defined in the Social Principles of General Baptists.
 - 3. Member shall have shown experience in leading at an executive level, maintaining confidence in decision making, and of known moral and ethical character.
- D. Regional meetings shall be moderated by their assigned Regional Coordinator or the Vice President for Regional Ministries, in the case that the Regional Coordinator is unable to perform the duties of moderator. Delegates for the regional meetings shall be members of local churches within a defined region affiliated with the General Association of General Baptists either directly or through local associations. Each affiliated church may send three (3) delegates for the first 100 members and an additional delegate for every additional fifty (50) members or fraction thereof. These delegates must be reported to clerk of the Overseers at least thirty (30) days before the regional meeting. Delegates will be certified upon registering at the regional meeting.
- E. Forty-five (45) days prior to the regional meeting, nominees will be notified by the Regional Coordinator. In the event that a nomination for a member is rejected by the Regional Coordinator, the decision may be appealed to the Board of Overseers for review and final determination no later than thirty (30) days prior to the regional meeting.
- F. Expenses of those serving on the Board of Overseers will be paid out of the general fund.
- G. In the event that a member moves from one region to another, they shall continue to serve as an Overseer until the next meeting of the region.
- H. In the event of resignation or a member is no longer able to fulfill their term, the position shall remain vacant until the next regional meeting.
- I. In the event that an Overseer is determined to no longer meet the qualifications for the office, the Overseer may be removed by two-thirds (2/3) vote of the Board of Overseers. The position shall remain vacant until the next regional meeting.
- J. The terms of the Overseers begin at the start of the calendar year following their election.

Article IV—Objectives

The Overseers function to provide oversight directly to the office of the President and to the ministries of General Baptists.

- A. The Board of Overseers will work hand in hand with the President to ensure missional accountability for General Baptist ministries.
- B. The Board of Overseers will ensure proper stewardship of all resources entrusted to General Baptist ministries.
- C. The Board of Overseers will provide counsel to and accountability for the President.
- D. The Board of Overseers shall evaluate the various ministries and shall convey to the President its findings and recommendations, and shall likewise include such findings in its report to the General Association.

Article V—Authority

The Board of Overseers shall be the legal parent corporation of the General Association of General Baptists with vested powers of a deliberative body. Its powers shall be defined by and always subordinate to the body known as the General Association of General Baptists whose delegates to the annual meeting shall be members of the corporation, who shall receive an annual report from the Board of Overseers and shall provide direction to the Overseers during the annual meeting.

The Board of Overseers shall be empowered to act on behalf of the General Association when the General Association is not in session on matters that are of an emergency nature and that are not otherwise covered in the constitution and bylaws of the General Association of General Baptists. All such action shall be reported to the General Association in its next regular session.

Article VI—Officers, Election, and Duties

The Board of Overseers shall elect a president, a secretary, and treasurer of the corporation; the Overseers shall also elect a chairperson and a vice chairperson. Such elections shall be done at the first regular meeting of the calendar year.

- A. The officers of the corporation shall be:
1. **President:** The President of General Baptist Ministries shall serve as president of the corporation with the usual and specific powers authorized by the Overseers and common to such office. In the event the office of the President is vacant, or the President is unable or unwilling to fulfill designated responsibilities, the Overseers upon recommendation of the Personnel Committee shall appoint an Interim President who shall serve as president of the corporation until a successor is named or the issue is resolved. In the absence of a president, the Chief Financial Officer will ensure continuity of day-to-day operations. The president of the corporation shall be an ex officio member of the Board of Overseers and all of its standing and special committees.
 2. **Secretary:** A staff person shall be nominated by the President to be elected by the Overseers to serve as secretary of the corporation. The secretary shall keep accurate corporate records of meetings, action, etc., of the Overseers and shall have the usual and assigned responsibilities common to such office.
 3. **Treasurer:** The Chief Financial Officer (CFO) shall be elected by the Overseers to serve as the treasurer of the corporation. The treasurer shall be responsible to keep accurate financial records and shall have the usual and assigned responsibilities common to such office.
- B. For the sake of its operational responsibilities the Overseers shall elect the following:
1. **Chairperson:** The Overseers shall annually elect one of the members as chairperson. The chairperson shall preside as convenor and moderator of all meetings of the Overseers, and in general shall perform and fulfill all services incidental to the office, and such other services as may be prescribed by the Overseers.
 2. **Vice Chairperson:** The Overseers shall annually elect one of its members as vice chairperson. The vice chairperson shall serve in the absence of the chairperson or in prevailing circumstances that would preclude the chairperson from serving.

The vice chairperson shall perform such other services that may be prescribed or assigned by the chairperson of the Overseers.

Article VII—Distribution of Assets

In the event that the Board of Overseers be dissolved or for any reason cease to function, whether it be by the expressed will of the General Association of General Baptists or by operation of law, the assets of the Overseers shall be conveyed to and become the property of such legal successors as established by the General Association of General Baptists and in compliance with Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article VIII—Amendments and Alterations

Any article in the constitution may be altered or amended, or articles may be added to the constitution, by an affirmative vote of two-thirds of the members present and voting at any regular meeting of the Overseers, provided the proposed amendments or additions shall have been presented at the last regular meeting, approved by the majority vote of the council, and incorporated in the printed minutes of that session. All alterations and amendments must also be approved by a two-thirds majority of the delegates present and voting at the next annual meeting of the General Association of General Baptists. This constitution can also be altered and amended by a two-thirds majority of the delegates voting at the annual meeting of the General Association of General Baptists.

Bylaws

Article I—Meetings

The Board of Overseers shall convene an organizational meeting each year in January and shall be subject to quarterly meetings and to called meetings as necessary. A quorum shall be constituted when a majority of all members are present. A meeting may be held in an electronic or hybrid format, so long as participants can hear each other simultaneously.

Article II—Parliamentary Procedure

The latest edition of *Robert's Rules of Order, Newly Revised* shall be the manual of parliamentary practice for the guidance of the Board of Overseers in all matters of procedure not set forth in its bylaws insofar as it applies to religious meetings.

Article III—Committees

Committees shall be established as needed to carry out the purpose of the Board of Overseers. All standing committee members shall be elected for a one-year term. Such elections shall be done at the first regular meeting of the calendar year. The Chairperson of the Board of Overseers shall be an *ex officio* member of all special committees. The Vice President of the Board of Overseers shall be an *ex officio*, non-voting member of the standing committees.

- A. The Executive Committee shall be comprised of the chairperson, vice chairperson, and chairpersons of all standing committees, with the President as *ex officio*. The chairperson of the Board of Overseers shall function as the chair of the Executive Committee. The committee shall have and exercise the authority of the Overseers in the management of

- the business affairs of the corporation, together with the power to authorize the seal of the corporation to be affixed to all papers that may require it.
- B. The Personnel Committee shall be comprised of six members elected by the Board of Overseers and the Chairperson of the Board of Overseers. The Personnel Committee shall appoint a chairperson and vice chairperson. The Personnel Committee shall conduct the search process for the president, and counsel the President in the search processes for vice presidents. The Personnel Committee shall conduct annual and periodic evaluations of the President and ministries through the job description and a strategic plan. The committee shall negotiate in conflict situations and make recommendations, if necessary, to the President and Board of Overseers. The committee shall assume any other duties specified in the job description approved by the Board of Overseers.
- C. The Finance Committee shall be comprised of six members elected by the Board of Overseers and the Chairperson of the Board of Overseers, with the Chief Financial Officer as *ex officio*. The Finance Committee shall appoint a chairperson and vice chairperson. The Finance Committee shall study the budget proposed by the President and shall recommend a budget for the Board of Overseers' approval. The committee shall also function as the board members of the Foundation as outlined in Bylaws of The General Association of General Baptists, Article VI, Section A. The Finance Committee shall assume any other responsibilities specified in the job description approved by the Board of Overseers.

Article V—The Office of President

The President shall be nominated by the Personnel Committee of the Board of Overseers, recommended by the Board of Overseers, and elected by the delegates of the General Association.

The duties of the President shall be:

- A. To be the chief executive officer of the General Association serving as the chief decision-making authority for all day-to-day operations.
- B. To establish the vision for General Baptist ministries, formulate and execute a strategic plan, and maintain strong relationships with ministry partners.
- C. To report to the Board of Overseers on the planning, execution, and performance regarding finances and the strategic plan.
- D. To manage all personnel decisions for the organization and seek the counsel of the Personnel Committee as appropriate.
- E. To coordinate all communication to ministry partners.
- F. To perform all other duties as specified by the job description approved by the Board of Overseers.
- G. To work closely with each subsidiary corporation and the unincorporated support groups of the General Association to ensure that each is organized and assigned specific functions relative to the overall purpose of the General Association.
- H. The President, in conjunction with the Personnel Committee of the Overseers, will hire a Chief Financial Officer.

Article VI—Ministries

Ministries of the General Association of General Baptists shall be in two classifications: (A) Core Ministries and (B) Institutional Ministries. Each shall be integral parts of the total ministry and shall have guidelines and/or a constitution and bylaws, which define specific functions. All such guidelines and constitution bylaws shall be approved by the General Association of General Baptists.

- A. **Core Ministries** shall be those directly related to the purpose of General Baptist ministries and execution of the strategic plan. Included herein may be, but shall not be limited to: Global Missions, National Missions, Church Revitalization, and Regional Ministries.
1. Core Ministries may be established, eliminated, redefined, or consolidated when deemed necessary by the President and approved by the Board of Overseers.
 2. Some ministries may need to be incorporated for legal and functional purposes, but these corporations shall be limited to specific areas of function and shall be accountable to the President in all areas of planning, budgeting, and implementing programs. Such corporations shall maintain the minimum number of officers and directors allowed by law. All corporate directors shall be approved by the Board of Overseers.
 3. Each Core Ministry, when established, and as long as they exist, will be led by a vice president. The President will employ individuals for the vice president positions of the Core Ministries with the counsel of the Personnel Committee.
 4. Objectives for the individual Core Ministries shall be developed by the President in consultation with the Overseers.
- B. The **Institutional Ministries** shall be those General Baptist institutions that function to aid, assist, and support the Core Ministries. These might include but not be limited to institutions of higher education, health care ministries, adoption and family service ministries, financial service agencies, support ministries, and publishing/printing houses. Each Institutional Ministry may be incorporated and shall remain accountable to the General Association of General Baptists through the Board of Overseers. A memorandum of understanding shall define the specific ways each institution aids, assists, and supports the Core Ministries, and it shall be reauthorized annually. The delegates to the annual meeting of the General Association of General Baptists shall review these memoranda as part of the annual report of the Overseers.
1. Institutional Ministry boards may function as subsidiary corporations to the parent corporation. To prevent a duplication of services, formal working agreements will be negotiated between the Institutional Ministries and ministry departments regarding the funds or services provided to General Baptist people.
 2. Board members serving the Institutional Ministries shall be elected at the annual meeting of the General Association and shall be responsible to and report to the General Association through the Board of Overseers. The board members are to remain in a communication relationship with the President as detailed in the memorandum of understanding.
 3. Articles of incorporation and constitutions and bylaws, including all future amendments and changes, shall be disclosed to the General Association of General Baptists and shall be approved by the Overseers.

4. The Institutional Ministries corporate directors will select and employ their directors, presidents, and administrators.

Article VII—Funding

The President shall propose an annual budget for the organization. The Finance Committee shall study the budget proposed by the President and shall recommend a budget for the Board of Overseers' approval. The approved budget will be reported to the annual meeting of the General Association of General Baptists.

The President shall have the authority to make line-item adjustments in the approved budget. Any undesignated income at the end of a fiscal year shall be transferred to the general reserve. Use of any income above the budget during the fiscal year or any use of the general reserve shall be requested by the President for the approval of the Board of Overseers.

All designated funds shall be applied as stipulated by the donor. All profits earned from foundations and endowments shall be applied to ministries as stipulated. Where no definite stipulation is made, the President has the authority to direct the funds to meet missional objectives. (For more information see Article IV, 4.02 Distribution of Funds of the bylaws of the General Baptist Foundation) The Pension Trust profits shall be prorated and credited to the accounts of the participants.

Article IX—Amendments

These bylaws may be amended by a two-thirds majority vote of the members present and voting at any regular meeting of the Overseers, subject to final approval by a simple majority of the delegates present and voting at the next annual meeting of the General Association of General Baptists.