

**CONSTITUTION
OF THE BAPTIST GENERAL CONVENTION OF TEXAS**

Article I – Name and Nature

Section 1. The name of this corporate body shall be The Baptist General Convention of Texas, hereafter Convention.

Section 2. This Convention is and always shall remain, only and solely a medium through which Baptist churches may work harmoniously in cooperation with each other, promoting the work and objects set forth in this constitution. It has not, to any degree, and shall never have any ecclesiastical authority. It shall not have and shall never attempt to exercise a single attribute of power or authority over any church, or over the messengers of the churches in such wise as to limit the sovereignty of the churches, but shall recognize the sovereignty of the churches under the one Sovereign, Jesus Christ our Lord.

Article II – Object

The object of this Convention shall be to awaken and stimulate among the churches the greatest possible activity in evangelism, missions, Christian education and benevolent work and enterprises; to cultivate a closer cooperation among the churches and promote harmony of feeling and concert of action in advancing all the interests of the Redeemer's Kingdom.

Article III – Membership

Section 1. This Convention in session in all its meetings shall be composed of messengers elected by Baptist churches that shall voluntarily cooperate with the Convention. All messengers must be members of the church by which they are elected. A messenger must be enrolled at the Convention in session to be qualified to vote. The messengers have no right to act except for annual or special meetings constituting the Convention in session for which they have been elected by their cooperating churches.

Section 2. Each church cooperating with this Convention shall be entitled to:

- A. Two messengers for the first one hundred (100) members or fractional part thereof. Two additional messengers for the first two hundred fifty dollars (\$250) given during the previous fiscal year to the Texas budget as adopted by The Baptist General Convention of Texas in annual session, and
- B. One additional messenger for each additional hundred members and each additional one thousand dollars (\$1,000) given during the previous fiscal year to the Texas budget as adopted by The Baptist General Convention of Texas in annual session, and
- C. If, as calculated under B above, a church's giving surpasses its membership, then one additional messenger for each two thousand dollars (\$2000) given during the previous fiscal year to the Texas budget as adopted by The Baptist General Convention of Texas in annual session, not to exceed six additional messengers, provided, however, that
- D. No church shall be entitled to more than twenty-five messengers.

- E. A mission church shall be considered a church under the Constitution solely for the limited purpose of electing messengers to the Annual Meeting if it is identified as a body of believers separate from its sponsoring church; it contributes to the BGCT in an identifiable way either directly or through the sponsoring church from its own resources; it exists to address some specific mission need, such as language, culture or location, it regularly practices baptism and the Lord's Supper separate from its sponsoring church; and it identifies itself with, aligns itself with, and endorses, generally, the purposes and work of the Convention. The total number of messengers a mission may qualify for is four (4) as specified in Article III, Section 2.A.

Article IV – Meetings

Section 1. The Convention shall meet annually at such a time and place, based on Convention site guidelines, as determined by the messengers at least two years prior to the annual meeting.

In case of emergency, the Executive Board is empowered to change the time and place of the meeting. The minutes of the annual meeting of The Baptist General Convention of Texas are to be approved by the Executive Board of the Convention at the first meeting of the Executive Board following the Convention.

Section 2. No notice of annual or regular meetings of The Baptist General Convention of Texas shall be required. Notice of a special meeting shall be given at least 10 days prior to such meeting by publication in any newspaper of general circulation in the community in which the principal office is located.

Section 3. The right to vote is limited to the duly elected and enrolled messengers who are actually present in the session at the time the vote is taken. There will be no proxy or absentee voting.

Section 4. The quorum for conducting business during any session of the annual meeting of The Baptist General Convention of Texas shall be a minimum of 25% of the enrolled messengers.

Section 5. Special meetings of the Convention may be called by the Executive Board by a two-thirds vote of the votes entitled to be cast by directors of the Board. The call for a special meeting shall state the purpose of the meeting and the date, time and place for the meeting. The special meeting shall be limited to the purpose stated.

Article V – Officers

Section 1. The officers of this Convention shall be a president, a first vice president, a second vice president, a secretary of the Corporation, a recording secretary and a registration secretary. With the exception of the recording secretary who serves by virtue of serving as Treasurer, these shall be elected annually by ballot not later than the second day of the annual meeting. By unanimous consent any officer of this Convention may be elected by acclamation. Officers shall hold their offices until the end of the last session of the Convention meeting at which their successors are elected. In case of the death, resignation, or disability of the president, or if the president is no longer a member of a cooperating church, the vice presidents shall automatically succeed to the office of president in the order of their election.

Section 2. In any election for office, the nominee who receives the vote of a majority of the enrolled messengers present in the session shall be elected. If on the first ballot no nominee is elected, there shall be a run-off election between the two nominees who received the greatest number of votes on the first ballot.

Section 3. No one shall be eligible for the office of president or eligible for the same vice president's office for more than two successive years.

Article VI – Committees

Section 1. The committees of the Convention shall be: (1) Committee on the Annual Meeting, (2) Committee on Credentials, (3) Committee on Committees, (4) Committee on Resolutions, (5) Committee on Memorials, (6) Committee to Nominate Executive Board Directors, (7) Committee on Nominations for Boards of Affiliated Ministries. The duties of the committees are included in the Convention Bylaws.

Section 2. Special committees may be established by action of the Convention to serve for specified periods of time to perform specific duties that in the judgment of the Convention cannot be effectively performed by one of the regular committees of the Convention or by the Executive Board.

The Convention shall specify the number of members to be appointed to each special committee and the method to be followed in selecting members. In the absence of other provisions, the president and the two vice presidents shall jointly appoint the members.

Article VII – Executive Board

Section 1. Functions

The Executive Board speaks for the interest of the Convention and has authority and accountability over the work of the Convention in the interim between annual meetings, except for that which is reserved for the Convention in session as noted in the Articles of Incorporation, the Constitution and the Bylaws.

- A. The Executive Board shall have charge and control, except when otherwise directed by the Convention, of all of the work of the Convention, including missions, education, and beneficence, in the interim between its sessions.
- B. The Executive Board has authority to elect and employ, to evaluate performance and set compensation for the Executive Director who shall serve as chief executive officer of The Baptist General Convention of Texas and its Executive Board.
- C. The Executive Board also has authority to elect an Associate Executive Director and a Treasurer/Chief Financial Officer, both of whom shall serve under the direct supervision of the Executive Director. The Executive Director is authorized to employ other staff as provided by the plan of work and the financial plan of the Convention. The Board shall approve a compensation plan for Convention employees.
- D. The Executive Board shall hold in trust and shall administer all the properties, annuities, trusts, and invested funds of this body except as otherwise provided for

by the Convention, and the Board shall report annually to the Convention the state of all funds which the Board administers.

- E. The Executive Board provides the Convention annually with a report of its work and with a complete financial accounting of all funds received and disbursed, including properties, trusts, and invested funds which the Board administers.
- F. The Executive Board determines the organization, functions, responsibilities and working relationships of the Executive Board committees.
- G. The Executive Board maintains an official organization manual setting forth the plan and organization of the Convention and its programs. It shall also maintain a policy manual (including business, financial and personnel) for those policies adopted by the Convention in session and by the Executive Board.

Section 2. Membership

- A. The authorized number of elected directors shall be 90 directors from 30 sectors in the Convention. The sectors are based on resident church membership in counties, and such sector criteria will be included in the Bylaws upon recommendation of the Executive Board.

A minimum of three directors will be elected from each sector. The number of elected directors of the Executive Board will exceed ninety (90) until expiration of the terms of directors elected prior to the effective date of adoption of this amended Constitution.

- B. One-third of the number of directors is elected each year to serve a three-year term. Directors are eligible for election to a second three-year term but are not eligible to serve more than six consecutive years.
- C. Voting directors of the Executive Board shall be the elected directors, the convention president, and the two convention vice presidents, and the presidents of the Convention-recognized fellowships, provided that these presidents are members of churches supportive of the BGCT. Non-voting directors of the Executive Board shall be the executive director, recording secretary, and the presidents of Woman's Missionary Union of Texas, Texas Baptist Men and Baptist Student Ministry.
- D. All Executive Board directors, including the ex officio directors, must be members of churches that are supportive of The Baptist General Convention of Texas.
- E. No one who is an employee of the Convention or member of the immediate family of an employee, except an ex officio director of the Board, shall be eligible for membership on the Executive Board.
- F. The membership of the Executive Board shall be generally representative of the Baptist membership in the Convention and shall include men and women, Anglo and non-Anglo persons, persons who are members of larger membership churches and smaller membership churches, and those who have abilities and experience needed by the Board. There shall be a minimum of forty percent (40%) of the

persons elected each year who are church/denominational employees and a minimum of forty (40%) who are non-church/denominational employees.

Section 3. Officers

- A. Officers shall be chairperson, vice chairperson, recording secretary and other such officers as the Executive Board may determine needed from time to time.
- B. Term of service for elected officers is one year. A person is limited to a maximum service of two consecutive years in the same office. The exception to these provisions is the recording secretary who serves by virtue of serving as Treasurer.
- C. Nominations for election of officers are from the floor. A person must be elected by majority vote.

If on the first ballot no nominee is elected, there shall be a run-off election between the two nominees who received the greatest number of votes on the first ballot.

Section 4. Committees

The Executive Board has the authority to establish and dissolve committees as required to carry out their responsibilities. Duties of the committees will be included in the Executive Board Policy Manual.

- A. The Executive Committee plans, coordinates and monitors the general progress of the Executive Board, including the budget and financial affairs. The Executive Committee will be composed of the chairperson and vice chairperson of the Executive Board, the president and vice presidents of the Convention, and the chairperson of each Executive Board committee. The chairperson of the Executive Board will serve as chairperson of the Executive Committee. The executive director and the recording secretary will serve as ex officio members, without vote.
- B. The Audit Committee is to oversee the financial audit function.
- C. The Institutional Relations Committee is to give broad oversight of the institutions related to the Convention, recognizing that the institutions are managed by a separate board of trustees according to their articles of incorporation and bylaws.
- D. The Church Ministries Committee shall set the direction for the operation of core ministries of the Convention.
- E. The Administration Support Committee shall set direction and recommend general policies for the administrative functions of the Convention. The committee shall include a finance subcommittee for budget development and general financial oversight.

Article VIII – Affiliated and Related Ministries

Section 1. General Provisions

- A. Institutions or agencies which associate with this Convention in compliance with this Article are affiliated. Institutions or agencies which associate with this Convention pursuant to an adopted Special Agreement are related.
- B. A new agency or institution may be established or a change in relationship with an agency or institution may be approved by a majority vote of the votes entitled to be cast by the messengers when the vote is taken without regard to the total enrollment at any meeting of the Convention upon the recommendation of the Executive Board, and must be considered by the Executive Board not later than a September meeting of the Board preceding the annual meeting of the Convention. In the case of a new agency or institution, the recommendation must include a comprehensive plan of development, a set of proposed articles and bylaws, and a proposed annual budget.
- C. An affiliation or relationship with an agency or institution may be discontinued by the Convention upon recommendation by the Executive Board and by majority vote of the votes entitled to be cast by the messengers present when the vote is taken without regard to the total enrollment at any meeting of the Convention.

Section 2. Affiliated Ministries

A. Trustee Membership of Boards

- 1. Each institution affiliated with this Convention shall have a board consisting of thirteen (13) or more trustees of which at least a simple majority shall be elected by this Convention in its annual meetings. When the charter of such institution provides for a specific number of trustees, the number so provided for shall be elected. Those persons elected by the Convention to serve as members of these boards shall be active members of cooperating churches of The Baptist General Convention of Texas.
- 2. No person shall be eligible for concurrent membership on more than one affiliated board or board of related institutions or agencies.
- 3. Each institution affiliated with this Convention shall be eligible to elect those members of its trustee board not elected by the Convention in accordance with criteria adopted by its board. All trustees so elected shall be active members of a Baptist church and shall meet other criteria established by the Executive Board.
- 4. Trustees of affiliated institutions shall be elected in classes so that the terms of one class only shall expire with each Convention year. The term of office of each member of the boards of affiliated institutions shall be three years. A member who has served three full successive terms shall not be eligible for re-election until he or she shall have been out of office for one Convention year.
- 5. The board of trustees and the administrator of an institution may request that a trustee, whose continued service is considered imperative to meet an emergency or a special need, be elected for an additional year. Such an

exception must be approved by the Committee on Nominations for Boards of Affiliated Ministries. No more than two exceptions may be made for any given term for any one institution. In the event of such an exception, the position filled by that trustee shall revert to its previous class at the completion of the extra year.

6. No Trustee shall be allowed to name his or her successor by resigning in favor of another person.
7. No elected trustee of the board of an affiliated institution who resigns from that board before the expiration of his or her current term shall be eligible for nomination to another board of the Convention until one year after such resignation is filed. A trustee elected by the Convention who no longer meets the qualifications for service set forth by the Convention as determined by the Executive Board, shall cease to be a trustee and that place shall be deemed vacant, or the Executive Board upon a 75 percent vote of those present may recommend to the Convention the removal of a trustee.

A vote of 75 percent of the votes entitled to be cast by the messengers when the vote is taken without regard to the total enrollment at any annual meeting of the Convention is necessary for removal. The Articles of Incorporation and bylaws of affiliated institutions shall not contain provision inconsistent with this Section 2 (A)(7).

8. The Recording Secretary of the Convention shall be notified immediately of vacancies that occur on an institutional board for any cause. Should a trustee position elected by the Convention become vacant for any cause, the Convention shall name a replacement trustee for that position through its adopted processes.
- B. The board of each institution affiliated with this Convention shall submit any and all changes or amendments to the institution's charter to the Executive Board for approval. Any changes that significantly alter the mission of the institution or the institution's relationship to The Baptist General Convention of Texas shall be referred to the Convention for approval.

Section 3. Related Ministries

- A. The institution's Articles of Incorporation and Special Agreements with the Convention shall guide the election and terms of trustees.
- B. No person shall be eligible to concurrently serve on more than one related ministry board or affiliated ministry board.
- C. The board of an institution may request, with a 75 percent vote of its board, that the institution relate to the Convention through a contractual Special Agreement rather than as an affiliated institution. Such agreements must be approved by the Convention at its annual meeting and may be considered only after favorable action by the Executive Board. Special Agreements must be negotiated in accordance with policies established by the Executive Board.

Section 4. Reports and Reviews to the Convention

- A. The board of each agency or institution affiliated with or related by Special Agreement to this Convention shall submit to the Convention at each annual meeting such written reports as will keep the Convention fully informed concerning the activities, plans, resources, financial condition, and legal status of the institution.
- B. The board of each agency or institution, except general acute care hospitals and health care systems, affiliated with this Convention shall submit for review and approval to this Convention, or to a committee designated by this Convention, each and every project or policy that involves a level of indebtedness of the institution beyond the policies of The Baptist General Convention of Texas.

Article IX – Contributions and Funds

Section 1. The Cooperative Program shall be the chief means through which this Convention shall support its missionary endeavors. The mission causes shall be reviewed and the Cooperative Program Budget through which they are supported shall be adopted annually.

Annual adoption of the budget shall be voted at the Annual Meeting held in the fall. The Executive Board will be responsible for budget adoption at its fall meeting in years when a summer Annual Meeting is held.

Section 2. All funds of this Convention shall be raised by voluntary contributions provided this does not prevent acquiring funds, or property, by bequest or use of any income on property that may be bequeathed to or purchased by the institutions or agencies hereof.

Section 3. All designated offerings or special gifts shall be strictly applied according to the expressed will and direction of the contributor.

Article X – Offices

The Convention shall maintain a principal office within the State of Texas and shall continuously maintain in the State of Texas a registered office which is identical with the principal office and a registered agent who is the recording secretary of the Convention as required by the Texas Non-Profit Corporation Act. The Executive Board shall, from time to time, amend the Articles of Incorporation of the Convention as necessary to reflect the then current address of the registered office and the registered agent.

Article XI – Amendments

Any alterations may be made in these Articles by two-thirds of the votes entitled to be cast by the messengers present when the vote is taken without regard to total enrollment at any annual meeting of the Convention, provided (1) no amendment may be considered after the second day of the Convention and (2) that an amendment shall be so approved by two successive Conventions.