

CONSTITUTION

Southern Baptist Conservatives of Virginia
Adopted November 2003
Revised November 2011

ARTICLE I – NAME

The name of this organization shall be Southern Baptist Conservatives of Virginia, hereinafter sometimes referred to as SBCV or SBC of Virginia.

ARTICLE II – PURPOSE

As an autonomous state convention cooperating with the Southern Baptist Convention, the SBCV is a fellowship of Southern Baptist Convention churches cooperating to assist local congregations in their task of fulfilling the Great Commission as commanded by our Lord Jesus Christ.

ARTICLE III – DOCTRINAL POSITION

We believe that the Bible is the verbally inspired Word of God, wholly without error as originally given by God, and is sufficient as our only infallible rule of faith and practice. We deny that other books are inspired by God in the same way as the Bible. The fundamental truths to which we are committed are expressed in *The Baptist Faith and Message*, 2000 with the clarification of inerrancy as described above. The doctrinal position of the Southern Baptist Conservatives of Virginia shall not be binding upon any local church; however, the SBCV recognizes its right and responsibility to determine its identity, including doctrinal parameters, and to include within its affiliation those churches who can freely agree with it, and to exclude those churches that do not.

ARTICLE IV – RELATIONSHIPS

While autonomous in its own affairs, Southern Baptist Conservatives of Virginia, recognizing the autonomy of other Baptist bodies, disclaims all right of exercising authority over any church, association, or convention. However, the Southern Baptist Conservatives of Virginia may rescind the affiliation of any church, which shall, in the judgment of Southern Baptist Conservatives of Virginia, depart in doctrine or practice from the affiliation qualifications set forth in the Constitution and Bylaws.

Southern Baptist Conservatives of Virginia is open to cooperation with other Christian bodies insofar as the SBCV determines that such cooperation does not compromise the doctrinal stance of the SBCV.

ARTICLE V – AFFILIATION

- A. Affiliation Qualifications: An affiliated church must agree with the foundational beliefs of the SBCV set forth in the Constitution and Bylaws. Affiliated Churches must actively cooperate with the work of the SBCV through regular financial support to the Cooperative Program.
- B. Method of Church's Becoming Affiliated:

1. Any Baptist church desiring affiliation in this body shall complete an affiliation application indicating agreement with the doctrinal position of the SBCV and make an initial contribution to the SBCV. Such application must be received at the state office at least two months prior to the Annual Meeting.
2. All churches having submitted an affiliation application shall be examined by the Executive Board (or a designated subcommittee thereof) as to their qualifications. If found acceptable, the Executive Board will grant provisional affiliation status to the applicant church. The Executive Board will present all applicant churches to the next Annual Meeting with an affirmative or negative recommendation.
3. All churches receiving at least 3/4 affirmative majority at the Annual Meeting shall be granted affiliation (hereinafter known as Affiliated Churches).

C. Representation at Meetings of This Body.

1. Affiliated Churches shall be entitled to send Messengers to the Annual Meeting. Each Affiliated Church shall be entitled to two (2) Messengers. The number of Messengers after the first two shall be calculated as follows: One additional Messenger for each \$250 given to the work of the SBCV with the total number of Messengers not exceeding fifteen (15). Giving shall be determined for the most recent twelve-month period for which giving records are available.
2. Messengers shall be approved by the Affiliated Churches for which they represent.

D. Termination of Affiliation

Any Affiliated Church may withdraw from this body at its discretion. This body may revoke a church's affiliation should that church cease to concur with the body's doctrinal position or cease to contribute to the Cooperative Program through the SBCV for four consecutive quarters.

The Executive Board shall have all doctrinal disputes and issues related to the seating of Annual Meeting Messengers arising on the floor immediately referred to them for study without further discussion. The results of such studies shall be presented to the Messengers not later than the next Annual Meeting. It is required that anyone with a doctrinal concern should indicate the same in writing by letter to the Executive Director sixty (60) days prior to the Annual Meeting.

ARTICLE VI – MEETINGS

The Messengers shall meet at least annually at such time and place as may be designated at a preceding Annual Meeting. Additional meetings may be called by a two-thirds vote of the Executive Board.

ARTICLE VII – AMENDMENTS

This Constitution may be amended by the Messengers at any Annual Meeting of the Southern Baptist Conservatives of Virginia by two-thirds vote of those voting, provided that notice of the proposed amendment shall have been given to the member churches at least 60 days prior to the Annual Meeting.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern SBCV, its meetings of Messengers at the Annual Meeting, committees and Executive Board, in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Constitution and Bylaws and any special rules of order the Messengers or Executive Board respectively may adopt.

Footnote: The Constitution was adopted at the 2003 Annual Meeting, and this document includes revisions that were approved at the 2011 Annual Meeting.

BYLAWS

Southern Baptist Conservatives of Virginia
Adopted November 2003
Revised November 2010

ARTICLE I - OFFICERS AND COMMITTEES

- A. General requirements for Officers, Executive Board members and all other elected or appointed positions.

To be elected or appointed to any position, an individual must be a member of an Affiliated Church that is in good standing with the Southern Baptist Conservatives of Virginia. Further, all those filling elected positions (i.e. officers, Executive Board and elected committee members) shall be required to sign a statement of concurrence with the doctrinal position of the SBCV.

- B. Officers.

The Officers of the SBCV shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, and Executive Director, plus other officers as deemed necessary by the body. In accordance with the Restated Articles of Incorporation, these officers shall be ex officio members of the Executive Board with full voting rights, except the Treasurer.

The Executive Director shall be elected by the Executive Board and confirmed at a called meeting or the next Annual Meeting, to serve until termination either by resignation, retirement, or by decision of the Executive Board.

The Treasurer shall be nominated by the Executive Director and elected by the Executive Committee, to serve until termination either by resignation, retirement, or by decision of the Executive Director. The Treasurer shall serve as an ex officio non-voting member of the Executive Committee and the Executive Board.

In the event there is a vacancy in the position of Executive Director, the Executive Board shall elect an individual to fill the temporary position of Interim Executive Director until such time as the position of Executive Director is filled. All officers except the Executive Director and Treasurer shall be elected annually by the Messengers to the Annual Meeting and shall serve without remuneration for the position except for reasonable expenses with adequate documentation. No individuals (except the Executive Director and the Treasurer) shall serve more than two consecutive one-year terms in the same office.

- C. Duties of Officers.

1. The President shall preside over the deliberations of the Annual Meeting, appoint the Annual Meeting committees as provided for in Bylaws, Article IV, and their chairmen and such other duties as may be assigned to him by the Executive Board.
2. The Vice Presidents, in order, may, in the absence of the President, or when requested by the President, preside over the Annual Meeting and shall perform other duties as requested by the President.
3. The Executive Director shall serve as the Chief Executive Officer of the SBCV and shall cooperate and coordinate with the Executive Board to implement the

affairs and actions of the SBCV. He shall have such other authority as the Executive Board shall authorize for the normal operation of the SBCV.

4. The Secretary of the SBCV shall keep accurate minutes of all sessions of the Annual Meeting and the Executive Board meetings and shall perform other duties as requested by the President. He shall cause these to be published together with such other information as the Executive Board deems necessary. He shall also compile and make available the official minutes of all statewide meetings, providing a copy to each member of the Executive Board.
5. The Treasurer shall serve as the Chief Financial Officer and shall cooperate and coordinate with the Executive Committee, Executive Board, and the Executive Director to implement the financial affairs and actions of the SBCV. He shall have such other authority as the Executive Director the Executive Committee, and the Executive Board shall authorize for the normal operation of the SBCV.

ARTICLE II - EXECUTIVE BOARD

A. Composition.

The body shall, at its Annual Meeting, elect an Executive Board as recommended by the Nominating Committee. In addition to the officers serving ex officio, this Board shall have no less than three (3) and no more than thirty (30) voting members, who fairly represent the areas/regions of the SBCV as determined by the Executive Board. An effort will be made to insure that Board membership shall be both lay and ministerial with not less than one-third from either category. The members of the Executive Board shall constitute themselves at their first meeting after election, electing the Chairman, Vice Chairman, and Secretary, and constituting the various committees. The Chairman shall not be eligible to serve more than two consecutive one-year terms in that office. No person shall be eligible to be elected Chairman who has not served for the previous year as a member of the Executive Board. The President cannot serve as Chairman of the Executive Board. No paid staff of the SBCV shall be elected as an officer or director except for the Executive Director and Treasurer.

B. Term of office.

Elected Executive Board members shall serve three-year terms and be eligible for re-election to a second three-year term. Individuals completing a second consecutive three-year term will not be eligible for re-election to the Executive Board until the lapse of one year. Terms shall be constituted such that approximately one-third of the Board's terms expire in each year.

C. Function.

The Executive Board shall act for the Southern Baptist Conservatives of Virginia between Annual Meetings, but it shall not alter any directive of the Messengers. The Executive Board may make recommendations at any meeting of the Southern Baptist Conservatives of Virginia.

D. Quorum.

A majority of the Executive Board members in office shall constitute a quorum.

E. Removal and Vacancies.

Executive Board members shall attend all Board meetings unless providentially hindered, and in such cases, notice shall be given to the Chairman of the Board, Secretary of the Board, or Executive Director. The Executive Board may declare a Board seat vacant in the event of two consecutive unexcused absences, death of a member, resignation of the member, the Committee member becoming a member of a church not affiliated with the SBCV, or the member becoming a member of a church not located in the same ministry area. In the event a vacancy occurs on the Executive Board between Annual Meeting sessions, the President shall appoint an interim replacement to serve until the next Annual Meeting.

F. Meetings.

1. The Executive Board may hold regular or special meetings in or outside of this Commonwealth.
2. The Executive Board may permit any or all Board members to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Board members may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.
3. The Executive Board may act without a meeting if all members of the Executive Board approve the action in writing or email. The action shall be evidenced by one or more written or email consents stating the action taken, approved and signed by each member of the Executive Board either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Such action shall become effective when a majority of the signed consents approving the action are received, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each member. A unanimous consent approved has the effect of a meeting vote and may be described as such in any document.
4. Regular meetings of the Board shall be held at a time and place set by the Executive Committee or established pursuant to a directive of the Executive Board. Special meetings of the Board shall be held upon the call of either the Executive Director, Chairman of the Executive Board or President. Notice of special meetings shall be given to each member of the Executive Board by the Executive Director, Chairman of the Executive Board or the President in writing and by first class mail, deposited at least ten days prior to the date of the special meeting.

ARTICLE III – EXECUTIVE BOARD COMMITTEES

- A. Composition of Executive Board and Committees. The Executive Board shall have an Executive Committee, a minimum of three (3) standing committees of the Board and may create other committees and sub-committees, as required to carry out the work of the SBCV. The creation of any new committee or elimination of a committee shall only occur by action of the Executive Board passed by a majority of all members present at the Executive Board. The Chairman of the Executive Board shall consult with the Executive Director and the President, and upon agreement (by consensus or by majority vote) shall appoint members and chairmen of the Executive Board committees. Executive Board Committee members shall be Executive Board members.
- B. General Rules Apply. The rules declared herein for the Executive Board regarding quorum, notice of special meetings, and action without meetings shall apply to Executive Board Committees.
- C. Authority of Executive Board Committees. A committee may exercise the authority of the Executive Board only to the extent specified in the Articles of Incorporation, the Constitution or Bylaws, or by resolution of the Executive Board. In no event shall a committee fill vacancies on the Executive Board or any of its committees.
- D. Executive Committee Composition. The Executive Director and the other officers, Executive Board Chairman, and the standing Board committee chairmen shall serve as the Executive Committee with the Executive Director serving as Chairman of the Executive Committee. The Treasurer shall be a non-voting ex officio member.
- E. Executive Committee Responsibilities
 - 1. The Executive Committee shall meet as often as necessary to work in cooperation with the Executive Director and the Executive Board to coordinate the work of the Executive Board and its committees to carry out the work of the SBCV. The Executive Committee has all authority of the Board to accomplish the objectives between Board meetings unless prohibited by the Constitution and Bylaws.
 - 2. In the event of a vacancy in the office of the Executive Director, the Executive Committee shall be responsible for recommending to the Executive Board a Search Committee of seven members who shall be responsible for seeking out and recommending a person for the office of Executive Director of the SBCV.
 - 3. In the event of such vacancy, the Executive Committee shall also be responsible for recommending an interim Executive Director to the Executive Board.

ARTICLE IV – COMMITTEES OF THE ANNUAL MEETING

- A. Annual Committees. The President shall annually appoint the following committees and a chairman of each committee.
 - 1. Resolutions Committee. This Committee shall be composed of six members who shall meet before and/or during the Annual Meeting to receive proposed resolutions from Messengers, to collate and clarify the resolutions received, and to present the resolutions deemed appropriate in finished form to the Messengers for action.

2. Nominating Committee. This Committee shall consist of six persons who shall nominate at the Annual Meeting persons to fill vacancies on the Executive Board.
 3. Credentials Committee. This Committee shall consist of six persons and shall examine the credentials of churches desiring to seat Messengers at the Annual Meeting. This Committee shall be responsible to examine qualifications and credentials of Messengers whose seats are contested and to recommend action by seated Messengers. The Committee shall also be responsible for registration of Messengers. Any Messenger or church whose credentials are rejected shall be able to appeal such decision to the Executive Board.
 4. Tellers and Ushers Committee. This Committee shall consist of six persons and shall be responsible for securing and leading volunteers in distributing information and collecting and counting ballots, offerings, and other related responsibilities.
 5. Order of Business Committee. This Committee shall consist of six (6) persons (officers, Executive Director and Executive Board Chairman). This Committee shall be responsible for planning the Annual Meeting and its program.
- B. Special Committees. The President shall nominate special Committees as the need arises. They shall have the number of people deemed necessary and shall serve until their assigned work is completed.
- C. Committee Vacancies. A vacancy in any committee occurs in the event of death, two consecutive unexcused absences, resignation, or the committee member becoming a member of a church not affiliated with the SBCV. The President shall fill vacancies to serve for the remainder of that year.

ARTICLE V – GENERAL PROVISIONS

- A. DATES OF ROTATION — Terms of office for outgoing officers, Executive Board members, and other committee members shall end on the last day of the Annual Meeting, allowing the newly elected officers and committee members to assume their responsibilities as of the conclusion of said meeting.
- B. RESOLUTIONS — Resolutions by Messengers to be adopted by the SBCV shall be submitted in writing to the Resolutions Committee before the beginning of the first session of the Annual Meeting. Resolutions submitted for adoption by the Executive Board or other standing committees shall be published at least five weeks before the Annual Meeting. Adoption of resolutions shall require a 2/3 majority.
- C. MEETINGS — The Annual Meeting of the SBCV shall convene alternately in various regions of the state as determined by the Executive Board. The Executive Board may call special statewide meetings provided a notice is given thirty days in advance stating the specific purpose for such meeting. Action at such meetings will be limited to matters specified in the advance notice of the meeting. Those Messengers present shall constitute the quorum.
- D. MINISTRY AREAS/REGIONAL GROUPS — For the sake of geographical identity for Executive Board representation and for ministries and services, the SBCV shall be divided into as many region/ministry areas as deemed necessary. Local groups may form for the purpose of fellowship and training according to clusters of population of churches and the availability of meeting facilities and leadership.

- E. MEMBER CHURCH OBLIGATIONS — Member churches are urged to be involved and supportive of the direction of the SBCV. It is expected that member churches of the SBCV will endeavor to maintain a positive Christian witness, and involve themselves in the operation and success of the SBCV and, that said participation involves time investments and financial contributions given regularly as Cooperative Program support through the SBCV. The Executive Board shall be responsible to contact any church failing to maintain a positive Christian witness and/or failing to financially support the Cooperative Program through the SBCV for a period of one year, and seek to restore the member church; and, if necessary, recommend to Messengers in the Annual Meeting that the church's affiliation be rescinded.
- F. BAPTIST FAITH AND MESSAGE--All Board Members, Officers, Missionaries, and managerial staff of the Southern Baptist Conservatives of Virginia and its subsidiaries are expected to agree with and fully support SBCV's current doctrinal position and shall complete a signed statement of such doctrinal affinity. Failure to demonstrate concurrence with the doctrinal stance of the Southern Baptist Conservatives of Virginia shall be sufficient reason for termination from their respective positions.
- G. FRATERNAL AND OTHER RELATIONSHIPS
1. Non-Affiliated Churches -- Southern Baptist Conservatives of Virginia welcomes individuals who are members of non-affiliated churches to attend any of its general meetings insofar as seating will allow. Such individuals may attend but may not vote, speak to business matters, or hold any elected office within the Southern Baptist Conservatives of Virginia.
 2. Ministry Based, Other Non-Profits, and For-Profit Entities—The SBCV welcomes opportunities to work with other organizations that may enhance the goals and ministries of the SBCV and its affiliates.
- H. AMENDMENTS — These Bylaws may be amended by the Messengers at any Annual Meeting of Southern Baptist Conservatives of Virginia by majority vote of those present and voting, provided that notice of the proposed amendment(s) shall have been given to the Affiliated Churches at least sixty days in advance of the Annual Meeting.

Footnote: The Bylaws were adopted at the 2003 Annual Homecoming, and this document includes revisions that were approved at the 2010 Annual Homecoming.