

Annual Meeting
11/21/24
Executive Board
09/24/24
Institutional Relations Committee
09/23/24

Item of Consideration: Recommendation to adopting the Restated Articles of Incorporation of Valley Baptist Missions and Education Center (VBMEC)

Highest Authority For this item: Messengers at the 2024 Annual Meeting

Originating Source: The board of VBMEC

Background: Valley Baptist Missions and Education Center (VBMEC) is an affiliated ministry of Texas Baptists. VBMEC seeks to “prepare leadership for congregations in Texas and to provide a quality education and missions experience to students and participants within a disciplined Christian atmosphere to maximize opportunities to enjoy the fruit of successful Christian lives.” The reason the board of VBMEC requests these amendments to their Certificate of Formation is to align with the requirements of the BGCT Constitution and Bylaws concerning affiliated institutions, clarify the existence of VBMEC as a separate 501(c)(3) from the BGCT, and to minimize the potential legal liability possibly incurred by the BGCT on behalf of VBMEC.

According to Article VIII, Section 2, Paragraph B of the BGCT *Constitution*:

“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.”

When an affiliated institution wants to amend its articles of incorporation (certificate of formation), the proper procedure is to present proposed amendments to the BGCT Executive Board’s Institutional Relations Committee (IRC). Once amendments are approved by the IRC, the IRC will recommend the amended articles to the Executive Board for approval. If the amended articles do not change the relationship with the institution and the BGCT, the articles are considered amended once approved by the Executive Board. However, if the amended articles significantly alter the relationship between the institution and the BGCT, the Executive Board must recommend the adoption of the amended articles at the next annual meeting of BGCT messengers. It is the opinion of BGCT legal counsel that VBMEC’s amended articles do change the relationship between VBMEC and the BGCT and will, therefore, need to be approved by both the Executive Board and messengers at the 2024 Annual Meeting.

Background Attachments: 1) Redline version and explanation of changes
2) Clean version of proposed, Restated Certificate of Formation

Recommendation: We recommend adopting the Restated Certificate of Formation of the Valley Baptist Missions and Education Center.

