

Executive Board

02/24/26

Institutional Relations Committee

02/23/26

Item of Consideration: Recommendation to adopt the Restated Certificate of Formation of the Baptist University of the Americas (BUA)

Highest Authority For this item: Executive Board as delegated by messengers at 2024 Annual Meeting

Originating Source: The board of BUA

Background: Baptist University of the Americas (BUA) is an affiliated ministry of Texas Baptists. BUA’s mission “is to provide an exemplary education that produces global Christian leaders.” The reason the board of BUA requests these amendments to their Certificate of Formation (COF) is to align with the requirements of the BGCT Constitution and Bylaws concerning affiliated institutions, clarify the existence of BUA as a separate 501(c)(3) from the BGCT, and to minimize the potential legal liability possibly incurred by the BGCT on behalf of BUA.

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 BUA’s amended articles do change the relationship between BUA and, therefore, need to be approved by both the Executive Board and messengers at a BGCT Annual Meeting. Anticipating BUA’s need to expedite a COF change Messengers to the 2024 BGCT Annual Meeting passed a motion granting the Executive Board final authority to approve BUA’s updated Certificate of Formation.

Background Attachments: 1) Redline version highlighting updated Article Five

Recommendation: We recommend adopting the Restated Certificate of Formation of the Baptist University of the Americas.

RESTATED ARTICLES
OF
INCORPORATION OF BAPTIST UNIVERSITY OF THE AMÉRICAS

Article One

The name of the corporation is BAPTIST UNIVERSITY OF THE AMÉRICAS.

Article Two

The corporation is a non-profit corporation.

Article Three

The period of duration of the corporation is perpetual.

Article Four

Exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); to exercise any rights or privileges incident to or reasonably necessary or convenient to accomplish the purposes of this Corporation; to exercise the general powers for non-profit corporation as set out in the Texas Business Organizations Code.

Article Five

~~The Baptist General Convention of Texas (the "Convention") is the sole member of the corporation, with voting rights.~~

This nonprofit corporation shall have no members.

Article Six

6.01 The affairs of the corporation shall be managed by a Board of Trustees. The minimum number of trustees shall be thirteen divided into three classes to accomplish the rotation of Board membership; however, no action of the Board may be deemed invalid should the number of trustees be less than the designated number.

6.02 The Board shall be divided into two categories: trustees to be appointed by the Baptist General Convention of Texas (the "Convention") and designated as "Convention-appointed" trustees, and trustees to be elected by the Board and designated as "Board-elected." The Convention shall elect a simple majority of trustees.

6.03 Each Trustee shall be an active member of a Baptist church. With respect to the election of Trustees, the corporation shall follow criteria established by the Convention, including limitations on terms of service, the naming of successors, degree of relationship, and other personal qualifications for service.

Article Eight

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate.

Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article Nine

Upon the dissolution of the Corporation, the Board of Directors, or other governing body, shall, transfer to the Convention all assets remaining after paying or making provision for the payment of all the liabilities of the Corporation, or, if at the time the Convention is not: dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, and religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as such governing body shall determine.

Any such assets not so disposed of shall be disposed of by a civil district court situated in the County in which the principal office of the Corporation is then located, exclusively for such purposes to or such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article Ten

The Board of Trustees/Directors shall have sole power and authority to amend or repeal the Restated Articles of Incorporation, or to adopt new Certificate of Formation for the Corporation, subject to the consent of the Baptist General Convention of Texas (the "Convention") or its Executive Board.