

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE CENTRAL VIRGINIA BAPTIST ASSOCIATION

The undersigned incorporator hereby forms a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia (1950, as amended), and to that end, sets forth the following:

Article I – Name

The name of the corporation is: THE CENTRAL VIRGINIA BAPTIST ASSOCIATION (formerly the Albemarle Baptist Association)

Article II – Purposes

The purposes for which the Corporation is organized are:

Section 1. To provide the constituent churches of the Central Virginia Baptist Association a medium of cooperation for their activities, to encourage and facilitate such cooperation, and to help each church meet its special needs.

Section 2. To purchase, take, receive, lease, take by gift, devise or bequest, otherwise acquire, own, hold, improve, use and therein, wherever situated, in furtherance of and in assisting constituent churches of the Corporation in locating and establishing new churches in the territory of the Corporation.

Section 3. To do all lawful acts and things and to engage in all lawful activities necessary or desirable to carry out its purposes consistent with the provisions of the Virginia Nonstock Corporation Act and Section 501(c)(3) of the Internal Revenue Code, and the regulations issued thereunder, as the same may be amended from time to time.

The Corporation shall not engage in regular business of a kind ordinarily carried on for profit and no part of its net earnings shall inure to the benefit of any member, director, or officer of the Corporation, or to any private individual, except reasonable compensation may be paid for services and goods rendered to or for the Corporation.

Article III – Members

Section 1. Members. The Corporation shall have members, all of whom shall be of the same class, as follows:

A. Qualifications. The membership of the Corporation shall consist of churches that maintain New Testament principles and practices and wish to

cooperate in pursuing the purposes of the Corporation by contributing time, resources, and gifts in support of its ministries and activities.

- B. Admission.** A church, which at the time of incorporation meets the qualifications set forth in Article III, Section 1. A., shall be admitted into membership in the Corporation by the initial Board of Directors (which shall be known as the “Steering Committee”) at their first meeting. A church, which meets the qualifications for membership set forth in Article III, Section 1. A., but not admitted as a member at the first meeting of the initial “Steering Committee” shall be admitted into membership in the Corporation upon recommendation of the Steering Committee after being under the watchful care of a member church for one year and by majority vote of the messengers present at any regular or special session of the Corporation.
- C. Dismissal.** Any member church shall be entitled to a letter of dismissal upon its own request and such a letter be granted by the Corporation at any regular or special session of the Corporation at which 3/4 of the member churches are represented.

Section 2. Voting Rights. The voting members of this corporation shall be composed of messengers elected by the member churches, and ordained ministers who are pastors of member churches, together with the officers of this Corporation, and members of the Steering Committee. Messenger representation shall be as follows: Only those churches contributing monetarily to the Association shall have voting rights. Any church contributing to the Association on an annual basis shall be entitled to 2 messengers. Each church shall be entitled to 1 additional messenger for each ½% of its undesignated receipts contributed to the Association, or 1 additional messenger for each \$1000 given annually, provided no church has more than 10 messengers. Any member church that does not contribute monetarily to the CVBA on an annual basis will not be entitled to vote in any special or regular meeting of the CVBA.

Article IV – Registered Office and Registered Agent

The initial registered office is established at 500 Court Square, Suite 300, P. O. Box 298, Charlottesville, Virginia. The initial registered agent is Edward B. Lowry, who is a resident of Virginia and a member of the Virginia State Bar, and whose business is the same as the address of the initial registered office of the Corporation.

Article V – Regulation of Internal Affairs

The following provisions are inserted for the conduct of the affairs of the Corporation and for the further definition, limitation and regulation of the powers of the Corporation and its Steering Committee.

Section 1. Steering Committee. The affairs of the Corporation shall be managed by the Board of Directors, which shall be known as the Steering Committee, who (except for the initial members named below) shall be composed of the officers of

the Corporation and others elected from member churches. Staff members of the Corporation shall be non-voting members.

Section 2. Bylaws. The Central Virginia Baptist Association in a regular annual meeting shall adopt the revised Bylaws. The Bylaws shall contain all definitions, rules and regulations necessary or proper for the implementation of the purposes of the Corporation and provisions of these Articles. The Corporation may alter, amend, or repeal the Bylaws or adopt new Bylaws not inconsistent with law or these Articles of Incorporation.

Section 3. Liquidation. In the event liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, or by the operation of law, any disposition made of the assets of the Corporation shall be such as would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and the regulations issued thereunder, as they may now exist as they may hereafter be amended.

Article VI – Steering Committee

The number of members constituting the initial Steering Committee shall be twelve (12). The terms of office for the members of the initial Steering Committee shall be in one, two, and three-year increments with the latter being the standard time of service. Steering Committee members will perform all functions required of them in these Articles of Incorporation.

Article VII – Indemnification

Section 1. Every person, and his or her heirs, executors and administrators who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrative or investigative, or was or is the subject of any claim, and whether or not in the right of the Corporation, by reason of his or her being or having been a director or officer of the Corporation, shall be indemnified by the Corporation against expenses (including attorney's fees), judgments, fines, penalties, awards, costs, amounts paid in a settlement and liabilities of all kinds, actually and reasonably incurred by him or her in connection with, or resulting from, such action, suit, proceedings or claim, if he or she acted in good faith and in the manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided that no indemnification shall be made in respect of any claim, issue or matter as to which he or she shall have been adjudicated to be liable to the Corporation unless, and only to the extent, that the court in which such action suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, he or she is fairly and reasonably entitled to indemnity.

Section 2. The provisions of this Article are in addition to, and not in substitution for, any other right to indemnity to which any person who is or may be indemnified by or pursuant to this Article may otherwise be entitled, and to the powers otherwise accorded by the law to the Corporation to indemnify and such person against liability asserted against or incurred by him or in any capacity referred to in the Article or arising out of his status as serving in any such capacity (whether or not the Corporation would have the power to indemnify against such liability).

Article VIII – Amendment

These Articles of Incorporation may be amended at any regular session of the Corporation by the two-thirds majority vote of the messengers present, provided that a Notice of the proposed amendment shall have been given at the preceding session and publicized in the minutes.

Article IX – Annual Meetings

The membership of the Corporation shall meet at such times and places as may be determined in the Bylaws of the Corporation, but no less than annually.

EDWARD B. LOWRY

(Revised April 2005)

AMENDED AND RESTATED BYLAWS

OF

THE CENTRAL VIRGINIA BAPTIST ASSOCIATION

Article 1. - Organization

Section 1. Meetings. The Association shall meet semi-annually, the dates and times to be set by the Steering Committee. One meeting shall be in the spring and the other in the fall. The Moderator may call special meetings.

Section 2. Messengers. Member churches shall elect messengers as set forth in the Articles of Incorporation. Messengers shall register with the Clerk immediately upon arrival at the annual spring or fall meeting, indicating the church represented. Messengers representing 12 member churches shall constitute a quorum for the transaction of business.

Section 3. Reports. All reports from associational officers and the Steering Committee shall be for the year beginning October 1 and ending September 30, except the Treasurer, who shall report on a calendar year basis. Team reports will be made every 3 months, or at the completion of the project, to the Steering Committee. The Team will subsequently give a report at the annual spring meeting of the CVBA.

Section 4. Resolutions. All resolutions, except courtesy resolutions, shall be presented in writing to the Association Office at least 14 days prior to the meeting at which they are to be considered and the secretary will mail a copy to the pastor and deacon chair of each church 7 days in advance of consideration.

Section 5. Rules of Order. In points of order, the Association shall abide by the most recent edition of Robert's Rules of Order, except where otherwise provided herein.

Section 6. The Steering Committee and Officers.

A. Election, Size, Terms of Office, and Duty of the Steering Committee. Steering Committee members shall be elected at the annual spring meeting upon the recommendation of the Nominating Team by a majority vote of the messengers present and voting once a quorum of 12 member churches has been established. The Nominating Team will be formed in January each year with the Steering Committee initiating the process. The Nominating Team will consist of two members from the Steering Committee and three members, pastors or laity, from the Association. The Nominating Team will present its list of names to fill the 4 vacancies, which occur each year on the Steering Committee, at the annual spring meeting of the Association. At the conclusion of the spring meeting, the Nominating Team will no longer exist. The Steering Committee will consist of 12 members with any combination of pastors and laity being sufficient and is answerable to the Central Virginia Baptist Association. Steering

Committee members will serve 3 years with 1/3 of the members rotating off each year. No member rotating off is eligible to serve on the Steering Committee again until one year has elapsed. Should vacancies occur, thereby leaving an un-expired term(s), the Steering Committee may fill the vacancy(ies). The person(s) may serve until the next annual fall meeting at which time the Association will elect new Steering Committee members. The person(s) filling the vacancy(ies) may be elected to serve again as long as the combined terms of service do not extend beyond 3 consecutive years. The exception to 3 years of service is for the person(s) who served only a partial year of a vacancy. For example, a person on the Steering Committee has 6 months left on his/her term of service at which time he/she resigns from the Committee. The Steering Committee elects someone to fill the remaining 6 months. At the fall meeting, when names are presented to the Association for a vote, this person may also be included as a candidate for the Steering Committee. Also, if a vacancy occurs that is 6 months or less, the Steering Committee may opt not to fill it. The duty of the Steering Committee is to oversee all affairs of the Central Virginia Baptist Association including but not limited to matters that are administrative, ministry, and missions oriented.

B. Officers: Election, Terms of Office, and Duties. The Officers of the Association shall consist of the Moderator, Vice-Moderator, Clerk, Treasurer, and the Associational Representatives to the Virginia Baptist Mission Board. The Nominating Team shall nominate the Moderator and Vice-Moderator from the Steering Committee after CVBA approval of the Steering Committee in the same meeting. The Clerk and Treasurer shall be ad hoc members of the Steering Committee without voting rights unless they are elected to the Steering Committee. The Moderator and Vice-Moderator will preside as President and Vice-President of the Corporation with the Clerk and Treasurer presiding also as officers of the Corporation. The Moderator, Vice-Moderator, Clerk, and Treasurer are needed officers to satisfy reporting needs to the State Corporation Commission. The Representatives to the Virginia Baptist Mission Board are officers but are not recognized for the purposes of the State Corporation Commission. The Moderator will serve one year with the Vice-Moderator serving as Moderator the next year. The Clerk and Treasurer shall serve at the pleasure of the Association or until their resignation or removal by the Association by a majority vote of the messengers present and voting at any called meeting or annual meeting of the Association. In the event of a vacancy of the Clerk or Treasurer, the Steering Committee will fill the vacancy until the Nominating Team can present names at the next annual spring meeting.

(1) Moderator. The Moderator shall preside over the annual meetings of the Association or call special meetings of the Association when necessary (or when requested by ¼ of the member churches in writing to the Association office, which will send notification to all member churches). He/She shall be the Chair of the Steering Committee and President of the Corporation.

The Moderator shall appoint a parliamentarian to serve with him/her for the year. He/She shall announce his/her choice at the Annual Fall meeting preceding his/her tenure.

(2) Vice Moderator. The Vice Moderator shall assist the Moderator and in his/her absence serve in his/her stead. The Vice Moderator will be the Vice President of the Steering Committee and the Corporation.

(3) Clerk. The Clerk shall keep an accurate record of the proceedings of the Association. He/She shall prepare statistical tables and have the minutes of the Association distributed and shall perform such other duties as usually associated with this office including but not limited to the Steering Committee.

(4) Treasurer. The Treasurer shall keep an accurate, itemized record of all monies received and where received from, as well as an accurate itemized record of all expenditures. The Treasurer shall submit a financial statement to the annual spring and fall meetings of the Association.

(5) The Association Representative(s) to the Virginia Baptist Mission Board. The Virginia Baptist Mission Board Representative(s) shall represent this Association at the meetings of the Board. Representatives shall be nominated by the Nominating Team and elected by members of the Association and serve no more than 2 consecutive terms. Should a vacancy occur before a representative's term is complete the Steering Committee will fill the vacancy until the Nominating Team meets and presents a name(s) to the Association. Representatives shall not be eligible for reelection for a period of at least 1 year.

(6) Other Provisions. The Director of any Central Virginia Baptist Association missions or ministry auxiliary recognized by the Steering Committee and/or the Association as being vital to the work of the Association will also be granted the status of Officer.

Steering Committee members and Officers shall assume office at the close of the annual fall meeting. Any vacancies on the Steering Committee may be filled for the unexpired term by $\frac{3}{4}$ vote of existing Steering Committee members. No Steering Committee member or Officer shall continue in office when he/she ceases to be a member of a church of the Association.

Section 7. Financial Policy. The Budget adopted by the Association needs no approval for expending funds allocated by the Steering Committee, which oversees the budget.

The Steering Committee and officers will be in communication with the Treasurer before making sizable expenditures to ascertain the availability of funds.

The Treasurer shall expend no monies beyond the budgeted item amount except as authorized by the Steering Committee.

The Treasurer shall be responsible for all association funds except those of the Fluvanna Baptist Day Care Center, which funds shall be in the care of a treasurer selected

by the Steering Committee in conjunction with and on behalf of the Fluvanna Baptist Day Care Center.

The Steering Committee shall cause all books, the Association and the Day Care Center, to be examined bi-annually (or audited as its wisdom may direct) and a written report given to the following spring meeting of the Association.

Honorariums shall be approved in the budget, by the Steering Committee, or by the Association.

Article II. Trustees

Trustees. The Trustees shall consist of the Moderator, Vice Moderator, Clerk and Treasurer. They shall hold in trust the title of all real property and shall represent the Association in all legal matters. They shall have no power to buy, sell, encumber, mortgage, lease, transfer, any property whether rented, leased, or owned by the Association without specific authorization by vote at the annual spring or fall meeting.

The Clerk shall be responsible to see that the Trustees' names are recorded in legal records of the Corporation and the Clerk of the Circuit Court of the proper jurisdiction.

Article III. Amendments

These Bylaws may be amended by an affirmative vote of 2/3 of those messengers present and voting at an annual or called meeting of the Association, provided that the proposed amendment has been presented in writing for the consideration and vote of the Steering Committee.

Appendix

For purpose of these documents the Articles of Incorporation of the Central Virginia Baptist Association shall be considered the Constitution.

Glossary of Terms

Association – The Central Virginia Baptist Association

Annual Fall Meeting – Fall Meeting

Annual Spring Meeting – Spring Meeting

Steering Committee – Oversight Committee of the Association consisting of 12 people

As revised by the Association on April 1, 2005.