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**APPALACHIAN SCHOOL OF THEOLOGY**

**MISSION STATEMENT**

**AND**

**BYLAWS**

***Article I: Name of Organization***

The name of the organization shall be the Appalachian School of Theology, hereinafter referred to as “the Organization”.

***Article II: Virginia State Council of Higher Education Exemption***

Appalachian School of Theology is a religious institution exempt from state regulation and oversight in the Commonwealth of Virginia as approved by the state on May 16, 2024.

***Article III: Mission Statement***

The mission statement of the Appalachian School of Theology is: “***To partner with others and provide opportunities for God’s people within our region and beyond to engage in quality theological training at an affordable cost.”***

***Article IV: Purpose Clause***

The Organization is organized exclusively for charitable and religious purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

***Article V: Directors***

**Section A.** All the powers of the Appalachian School of Theology, (the “Organization”) shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of, the Board of Directors of the Organization (the “Board”). The Board shall consist of at least five (5) but not more than twelve (12) individuals. No individual shall be appointed or elected as a Director without his/her prior consent.

The Directors shall be nominated and elected based upon their commitment to the mission of the Appalachian School of Theology, their ability to advance the mission of the Organization, and other qualifications which the Board may establish.

The Board of Directors shall establish policies for the welfare of the students and the financial stability of the School. The President has the responsibility to implement the policies and make recommendations to the Board for final approval. The President of the School shall be an *ex officio* Board member.

Specific Duties of the Board Members are:

* Appoint, determine the job description, conduct annual evaluation, the President and if necessary, terminate with cause.
* Seek financial contributions for the school
* Approve the Annual Budget including employees compensation
* Approve all educational programs including proposed changes.
* Approve and award degrees upon recommendation of administration
* Authorize all major purchases such as major equipment and property
* Authorize tuition and any fees including proposed changes.
* Establish clear guidelines between Administration and Board functions.
* Conduct an annual evaluation of the Board performance
* Nominate and approve new Board members

Under normal conditions, the President will make recommendations concerning most of these items.

**Section B.** New Directors shall be confirmed by the Board of Directors at any meeting of the Board for terms of four (4) years, commencing on July 1 of the year in which they are elected, and expiring on June 30 of the fourth year following their election. No Director shall serve more than two (2) consecutive terms or eight (8) years, whichever is longer; provided that for the purposes of computing the term of a Director, the period such a Director has served as an *ex officio* Director shall not be included in the computation. A Director who has reached his/her consecutive term limit may be eligible for re-nomination and election for a term commencing on July 1 of the year immediately following the year in which his/her last term expired.

All Directors will be selected and elected by a majority vote of Board members at any meeting with a quorum present.

**Section C.** The Board, by majority vote of the voting membership, may remove any Director at any time with or without cause. If a vacancy occurs among the Directors on the Board, it shall be filled by the Directors remaining in office.

***Article VI: Meetings***

**Section A.**  The Board shall meet at least four (4) times annually, with regular meetings in March, June, September, and December of each fiscal year. The June meeting shall be designated as the Annual Meeting of the Board. A time and place for each meeting shall be designated by resolution of the Board or by the Chair of the Board. If no place is designated, regular meetings shall be held at the principal office of the Organization.

**Section B.** A special meeting of the Directors may be called (i) by the Chair of the Board, or if he/she is unable, by the Vice Chair, or (ii) upon request of any three (3) members of the Board. Notice of a special meeting shall be given by the President not less than seven (7) days prior to its date.

A Director may waive any required notice before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. The waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director’s attendance at or participation in a meeting waives any required notice to him/her of the meeting unless the Director at the beginning of the meeting or promptly upon his/her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or dissent to action taken at the meeting.

**Section C.** A majority of the voting membership of the Board shall constitute a quorum for the transaction of business at all authorized meetings. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the action of the Board.

**Section D.** Minutes of all meetings of the Board shall be maintained by the Secretary and shall be available at all times to any Director.

**Section E.** Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means is deemed to be present in person at the meeting.

**Section F.** Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken and signed by each Director and included in the minutes or filed with the Organization’s records reflecting the action taken. Action taken is effective in accordance with Section E immediately above.

**Section G.** A faculty representative is invited to attend all Board meetings to present recommendations and/ or share comments from the faculty. The faculty representative will be a non-voting member.

***Article VII: Officers***

**Section A.** The Officers of the Organization shall include a Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer, and other Officers as the Directors may elect.

The election of Officers shall be held at the Annual Meeting of the Board. They shall be elected for one (1) year terms commencing on the following July 1 and expiring on June 30 of the following year. Officers shall hold office until their successors are elected and qualified. The Officers may be re-elected. In the event of the resignation, death, removal, or disability of an Officer, the Board may appoint a replacement for the balance of the term. The Board may remove any Officer at any time with or without cause.

**Section B.** The President shall serve as the chief executive officer of the Organization and shall have general supervision of the business of the Organization, the responsibility to implement the policies of the Board and to administer the Organization in all its activities, subject to the control of the Board and the Chair of the Board. The President shall perform all duties incident to such office and such other duties as may from time to time be assigned to him/her by the Board or the Chair of the Board and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the President. The President shall also serve as liaison between the Appalachian School of Theology, the Baptist General Association of Virginia and other partners.

**Section C.** The Chair of the Board shall chair its meetings, shall perform all other duties incident to such office and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Chair of the Board.

**Section D.** The Vice Chair shall preside over meetings of the Directors in the absence of the Chair of the Board, shall perform those other duties which the Chair of the Board may properly delegate to him/her and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Vice Chair.

**Section E.** The Secretary or his/her designee shall keep minutes of all meetings of the Directors. The Secretary shall perform all duties incident to such office and such other duties as from time to time may be assigned by the Board or the Chair of the Board and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Secretary.

**Section F.** The Treasurer or his/her designee shall have custody of all the assets of the Organization, depositing them in such financial institutions and under such conditions as the Finance and Investments Committee shall direct. The Treasurer shall maintain proper records of all financial transactions, exhibit the books and accounts to any Director upon reasonable request and make such financial reports as the Finance and Investments Committee shall direct to the Board of Directors. The Treasurer shall perform all duties incident to such office and such other duties as from time to time may be assigned by the Board or the Chair of the Board and shall have such other powers and authorities as are elsewhere in these Bylaws conferred upon the Treasurer. The Treasurer shall be bonded.

***Article VIII: Committees***

**Section A.** There shall be an Executive Committee, and such other Committees, both standing and special, as the Board may establish from time to time. A simple majority of the voting members of each Committee shall constitute a quorum. The Board may invite non-Board individuals to serve as members of other committees.

**Section B.** The Executive Committee shall consist of the Chair of the Board, who shall serve as Chair of the Committee, the Vice Chair, the Secretary, and the Treasurer. The President of the Organization will be an *ex-officio* member of the Executive Committee.

The Executive Committee shall meet on as needed basis. Executive Committee members, excluding the *ex-officio* member, shall serve a one (1) year term commencing on July 1 and shall be eligible for re-appointment. The Executive Committee shall have and may exercise the full power and authority of the Board between meetings of the Directors, except to the extent limited by these Bylaws, and the laws of the Commonwealth of Virginia.

***Article IX: Other Matters***

**Section A.** The fiscal year of the Organization shall be July 1 to June 30, in accordance to the normal school year.

**Section B.** The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

**Section C.** The Organization may be dissolved and its assets sold upon a resolution to dissolve from Board of Directors. Personal and real property of the Organization shall be disposed by designees of the Board of Directors. Upon the dissolution of this Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed through the Board of Directors who are exempt under section 501(c)(3) of the Internal Revenue Code. Items not sold will be distributed to other 501(c)(3) organizations.

**Section D.** These Bylaws may be amended, repealed, or altered in whole or in part at any annual or special meeting by the affirmative vote of at least two-thirds of the Directors. In the event that any portion of these Bylaws is subsequently rendered invalid by act of the General Assembly of Virginia, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with the terms hereof.

Approved date:

By the authority vested in me as President of the Appalachian School of Theology in the United States of America, located at 11606 Nickelsville Hwy., Nickelsville, VA 24271, both I and our Organization grant full privileges, rights, and approval for President Edison and our Team to move forward in Uganda in establishing and operating the Appalachian School of Theology in Uganda as dictated by the government guidelines of the country.

Our AST Uganda Team is made up of: Edison Asaba, President; Apio Sarah, Treasurer; Birabwa Angella, Co-Treasurer: Isoke Jordan, Team Member; and Kawooya Mark, Team Member. These people, operating as a Team, have our full approval and support in forming and constituting the Appalachian School of Theology in Uganda, registering that school with the government, and opening the necessary bank account(s) needed to conduct business on behalf of the Appalachian School of Theology in Uganda as they are of good conduct, standing, and of excellent character. In addition, they have our approval to copy and use any or all of our Bylaws that we have developed for our School in the U.S. in helping them get established in Uganda.

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(Signature)

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(Date)