

Proposed 2017 Amendments
Draft Dated 03/30/2015

BYLAWS

of

American Baptist Churches in the U.S.A.

(A New York Not-for-Profit Corporation)

As Amended Effective January 1, 2012

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“Autonomy and Interdependence Within the American Baptist Denomination: A Declaration” [Reprint from <i>The American Baptist</i> , June 1983]	

1 **PROLOGUE**

2
3 **DECLARATION**

4
5 "The Northern Baptist Convention declares its belief in the independence of the local church, and
6in the purely advisory nature of all denominational organizations composed of representatives of
7churches. It believes also that, in view of the growth of the Baptist denomination, and its extension
8throughout our country, there is need for an organization to serve the common interests of the entire
9denomination as state and district organizations serve their respective constituencies." [By vote of the
10annual Convention at Chicago, Illinois, May 7, 1910]

11
12 **OUR FAITH IN THE BIBLE**
13

14 "We believe that the Bible, composed of the Old and New Testaments, is the divinely inspired
15Word of God, the final written authority and trustworthy for faith and practice. It is to be interpreted
16responsibly under the guidance of the Holy Spirit within the community of faith. The primary purpose
17of the Bible is to point to Jesus Christ, the living Lord of the Church."

18
19 **OUR COMMITMENT**

20
21 "We rededicate ourselves to Jesus Christ as Lord and Savior and call our entire denomination to
22the common task of sharing the whole Gospel with the whole world."

23
24 **STATEMENT OF PURPOSE**
25 **OF AMERICAN BAPTIST CHURCHES IN THE U.S.A.**
26

27 "American Baptist Churches in the U.S.A., as a manifestation of the church universal, bears
28witness to God's intention to bring redemption and wholeness to all creation. American Baptists believe
29that God's intention can be sought and followed in local congregations and other gatherings of Christians
30and in associational, regional, national and world bodies as they receive from one another mutual
31counsel and correction. Since Jesus Christ is the head of the church, each body of Christians, seeking to
32order its life in accordance with the Scriptures under the guidance of the Holy Spirit, has a proper
33responsibility under God for maintaining its life of worship, witness, and ministry.

35 In every area of their common life, American Baptists, acknowledging the importance of creative
36diversity, seek such a balance of freedom and order as will keep all parts of American Baptist Churches
37in the U.S.A. open to the guidance of the Holy Spirit and at the same time enable them to work
38responsibly to carry out the common task of mission and ministry in our time.

39
40 American Baptist Churches in the U.S.A. acknowledges that it shares a common faith in Christ
41with churches which may be quite different from it in history, polity and practice. Consequently, it seeks
42to share with them a common ministry and to express it faithfully.

43
44 American Baptist Churches in the U.S.A. acknowledges that God's will is also manifested in
45movements outside the formal structures of Christ's church, and that, therefore, it must respond faithfully
46to such disclosures.

47
48 American Baptist Churches in the U.S.A. further acknowledges and confirms its commitment to
49the objects stated in its Act of Incorporation as follows: 'to give expression to the opinions of its
50constituency upon moral, religious and denominational matters and to promote denominational unity and
51efficiency in efforts for the evangelization of the world'.

52
53 In the light of this affirmation, American Baptist Churches in the U.S.A. intends the following
54statement of purpose to implement and not to alter the objects stated in its Act of Incorporation:

- 55
- 56 --- to bear witness to the Gospel of Jesus Christ in the world and to lead persons to Christ;
 - 57
 - 58 --- to seek the mind of Christ on moral, spiritual, political, economic, social, denominational
59 and ecumenical matters, and to express to the rest of society on behalf of American
60 Baptists, their convictions as to the mind of Christ in these matters;
 - 61
 - 62 --- to guide, unify, and assist American Baptists in their witness in the world, in preparing
63 members for the work of ministry, and in serving both those within and outside the
64 fellowship of Christ; and

65
66 --- to promote closer relations among American Baptist churches and groups, within the whole
67 Body of Christ and to promote understanding with other religious bodies."
68 [By vote of the annual Convention at Seattle, Washington, May 16, 1969]

BYLAWS
of
AMERICAN BAPTIST CHURCHES IN THE U.S.A.
a New York Not-for-Profit Corporation*
as amended effective June 30, 2003

ARTICLE I
CONSTITUENCIES

The constituencies of the American Baptist denomination (herein the "Denomination") for the purposes of these Bylaws shall be the Constituency of Cooperating Churches and the Constituency of Regional Organizations. The Constituency of Cooperating Churches shall consist of all Baptist churches which have become Cooperating Churches. The Constituency of Regional Organizations shall consist of all American Baptist Regions in the United States which are parties to the Covenant of Relationships and the related Statements of Agreement. [*See Article VIII.*]

* Founded in 1907 in Washington, D.C. and incorporated in 1910 in the State of New York as the "Northern Baptist Convention". In 1950, the corporate name was changed to the "American Baptist Convention" by vote of the annual Convention. In 1972, the American Baptist Convention was reorganized by a vote of the annual Convention under its current name, "American Baptist Churches in the U.S.A." In 1977, further reorganization was approved by vote of the Biennial Meeting of delegates and ratified by at least two-thirds of the Affiliating Organizations by October 31, 1978, as required.

ARTICLE II
MEMBERSHIP

On and after January 1, 2012, the membership of American Baptist Churches in the U.S.A. (herein "ABCUSA") shall, consistent with the Act of Incorporation of ABCUSA and the laws of the State of New York, consist of: those persons serving as At-Large Directors, General Directors and Ex Officio Directors on the Board of General Ministries pursuant to Article X.

Members shall have (i) the exclusive right to elect up to five General Directors to the Board of General Ministries, (ii) subject to the provisions of Article X, Section 5 of these Bylaws, the right, to approve any and all amendments or other changes to the Act of Incorporation of ABCUSA, and (iii) subject to the specific rights accorded to the Delegates elected by the Constituency of Cooperating Churches and by the Constituency of Regional Organizations as referred to in the next succeeding paragraph hereof, any other rights accorded to Members under the New York Not-for-Profit Corporation Law (or any successor thereto).

The Delegates elected by the Constituency of Cooperating Churches and by the Constituency of Regional Organizations shall have, when assembled at their Biennial Meeting, (i) the exclusive right to elect At-Large Directors to the Board of General Ministries, (ii) the exclusive right to elect the President, Vice President and Budget Review Officer of ABCUSA, and (iii) the right to approve any and all amendments or other changes to these Bylaws, subject to the consent provisions specified in Article XIX , Section 1 of these Bylaws.

All Members and Delegates, voting as separate classes, shall each be entitled to one (1) vote at any meeting at which they are present and shall in all other respects have the powers, rights, and duties specified for each of them, respectively, under these Bylaws.

ARTICLE III - [INTENTIONALLY OMITTED]

ARTICLE IV
DELEGATES TO BIENNIAL MEETING

Section 1. Qualifications. In determining the qualifications of Delegates to each Biennial Meeting, ABCUSA acknowledges that the baptism of believers by immersion on their confession of faith in Jesus Christ is an historic and continuing practice among its Cooperating Churches and further recognizes that the independence of the local church is affirmed in the Declaration as voted May 7, 1910. (Printed above.) In accordance with these pronouncements, a Delegate shall be a person who is a member of a Cooperating Church and who has been duly elected by such church or the appropriate Regional Organization as a Delegate to such Biennial Meeting pursuant to these Bylaws and the Standing Rules. In addition, members of the Board of General Ministries and of the National Leadership Council shall be voting Delegates.

Section 2. Election.

(a) Cooperating Churches. Each Cooperating Church may elect from its membership:

- (i) two (2) Delegates;
- (ii) one (1) additional Delegate for every one hundred (100) members of such Church in excess of the first fifty-one (51) members;
- (iii) one (1) additional Delegate if (~~in the case of Churches within Regions that have elected pursuant to~~ the United Stewardship Plan or any successor thereto) such Church's per capita giving to the American Baptist "Total United Mission" (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, ~~or (in the case of Churches within Regions that have elected the Flexible Stewardship Plan or any successor thereto) such Church's per capita giving to the total of the General Ministries Option, the United Mission Option and the AB Women's Ministries Love Gift (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, in each case~~ in the calendar year preceding the Biennial Meeting equaled \$100, plus one (1) additional Delegate for each whole number multiple of \$50 of such per capita giving in excess of \$100 in such year; and
- (iv) one (1) additional Delegate for each whole number multiple of \$10,000 of (~~in the case of Churches within Regions that have elected pursuant to~~ the United Stewardship Plan or any successor thereto) such Church's total giving to the American Baptist "Total United Mission" (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of

Sharing, ~~or (in the case of Churches within Regions that have elected the Flexible Stewardship Plan or any successor thereto) such Church's per capita giving to the total of the General Ministries Option, the United Mission Option and the AB Women's Ministries Love Gift (or any successor thereto) plus the four denomination wide offerings of America for Christ, Retired Ministers and Missionaries Offering, World Mission Offering and One Great Hour of Sharing, in each case~~ in the calendar year preceding the meeting. If any question shall arise with regard to the number of Delegates to which a Cooperating Church is entitled, the determination of the General Secretary shall be conclusive with respect thereto.

- (b) Regional Organizations. Each Regional Organization may elect five Delegates from the membership of the Cooperating Churches within its area.

Section 3. Biennial Meetings.

- (a) Time and Place of Meetings. Delegates shall meet biennially in odd-numbered years at such time and place within or without the State of New York as shall be fixed by action of the Board of General Ministries. Such time and place shall be set forth in the notice of the meeting, which shall be published, not less than thirty (30) days prior to the meeting, in the official publication of ABCUSA, designated as such in the Standing Rules, distributed to Cooperating Churches and Regional Organizations.
- (b) Action by Delegates. At each Biennial Meeting, one-third (1/3) of the Delegates registered with the General Secretary prior to convening the Delegates for the first order of business of the Biennial Meeting, present in person, shall constitute a quorum, provided that at least one Delegate is registered from each of at least two hundred (200) Cooperating Churches which are located within the areas of at least ten (10) Regional Organizations. Attendance by proxy will not be permitted. If at any Biennial Meeting there shall be no quorum present, the Delegates present shall have power to adjourn the Meeting from time to time until a quorum is present and no notice of any such adjourned Meeting need be given. At all Biennial Meetings each Delegate shall be entitled to one (1) vote. Except as otherwise provided by applicable law or in Article XIX, a majority of the votes cast by the Delegates present, as provided in Article XVIII, Section 9, shall determine the vote of the Delegates.
- (c) Chair of Biennial Meeting. The President, or in the President's absence, the Vice President, or in the absence of both, a person chosen by the Meeting, shall preside at all Biennial Meetings.
- (d) List of Delegates. The General Secretary shall cause to be prepared by the close of the final session of every Biennial Meeting a list of names and addresses of the Delegates registered from each Cooperating Church and Regional Organization.

Such list shall be designated for historical purposes as the official list of the Delegates for that Biennial Meeting.

- (e) Functions of Biennial Meeting. The functions of the Biennial Meeting shall include election of the President, the Vice President, and the Budget Review Officer; election of At-Large Directors to the Board of General Ministries pursuant to Article II above; celebration; inspiration; development of fellowship; the sharing of information relating to the ABCUSA's budget and the actions of the Board of General Ministries; the receiving of reports from the Denomination's National Boards and other mission partners as set forth in the Standing Rules; training in mission and leadership skills; serving as the venue for the Mission Summit; the receiving of reports on Mission Table priorities and the celebrating of successes; and such other functions as the Board of General Ministries may determine.

Section 4. Mission Summit.

(a) Mission Summit experiences are woven throughout the Biennial Meeting and are intended to capture the input of the Biennial, the largest number of American Baptists gathered in one place, as it provides a venue for examining the world landscape for those issues and concerns calling for a mission response from American Baptists as they seek to be healthy missional churches that nurture devoted disciples of Jesus Christ who live their lives in mission and ministry for the healing of the world through the love of God. The Mission Summit is the place and the time when American Baptists with diverse backgrounds, contexts and characteristics sit together, reflecting and discussing what this people of God can do in Christ's name in our world. The goal of the Mission Summit is to discern and articulate broad priorities for American Baptists for the upcoming biennium and beyond.

(b) In the Mission Summit, Biennial participants learn of critical trends impacting the mission and ministry of the church within and without the United States; participate in mission reflection and workshops based on the best practices of congregations, regions and boards; and experience opportunities to network with people and congregations sharing similar mission contexts and emphases. Essential to the success of both the Mission Summit and the Mission Table is the sharing of information among all units of the denomination. Thus, in preparation for any Mission Summits, churches, regions, program board, and related institutions are encouraged and expected to share their concerns, hopes and mission priorities.

(c) The Mission Summit has at its very heart, the mission of the local church and strengthening healthy missional congregations who can join with other local churches, as well as Regions and National bodies, to impact the global American Baptist mission. The Mission Summit will seek to surface a large number of ideas and programs, in order to bring to light a wide breadth of mission efforts being worked upon by the American Baptist family, and give focus to American Baptist-wide mission for years to come. The deliberations of the Mission Summit shall

include a consideration of implications for the ministry of the local church.

(d) The Mission Table shall receive the reports and recommendations of the Mission Summit. A formal report of the Mission Summit proceedings, and in particular, communication of any broad denominational priorities articulated at the Mission Summit, shall be communicated to the Mission Table in advance of its next meeting and shall be published in the official American Baptist Denominational publication in use at that time.

ARTICLE V COOPERATING CHURCHES

Section 1. Qualifications. Every Baptist church in the United States (as defined in Article XVIII, Section 7) which cooperates in the work of the Denomination in accordance with the Criteria for Cooperating Churches, as defined in the Standing Rules, may become a Cooperating Church of ABCUSA ("Cooperating Church") for the purposes of these Bylaws. Upon their determination by the Board of General Ministries and the Regional Boards acting jointly, the Criteria for Cooperating Churches shall be incorporated into the Standing Rules by the Board of General Ministries.

Section 2. Decision by Regional Board. A Baptist church that wishes to become a Cooperating Church shall file an application for such status with the Regional Board of that Regional Organization to which it wishes to apply pursuant to the Standing Rules. The general practice is to apply to the Regional Organization within the geographical area in which the applying church is located, but the church is permitted to apply to any Regional Organization. The Regional Board shall receive and dismiss any such church as a Cooperating Church in accordance with this Article V, the Standing Rules, and the Criteria for Cooperating Churches. Any church so received by a Regional Board shall be a Cooperating Church of both ABCUSA and the Regional Organization. Each Regional Board shall report to the Board of General Ministries its acceptance or dismissal of any church as a Cooperating Church. The Standing Rules shall state a procedure for the appeal to the Board of General Ministries of a Regional Board's decision with respect to the acceptance or dismissal of any church as a Cooperating Church.

Section 3. Participation in Mission Summit. Each Cooperating Church will be invited to participate in the Mission Summit and will be encouraged to report on the ways it has responded to ABCUSA mission initiatives and to recommend continuing and new mission initiatives.

ARTICLE VI
REGIONAL ORGANIZATIONS;
REGIONAL BOARDS

Section 1. Regional Organization. Every American Baptist Region in the United States having entered into the Covenant of Relationships and the related Statements of Agreement, in accordance with the criteria and procedures therein and in the Standing Rules, shall thereupon become a Regional Organization, for the purposes of these Bylaws for so long as it remains a party to the Covenant of Relationships, including the related Statements of Agreement.

Section 2. Regional Board. The board of directors or similar body that manages any Regional Organization shall be known as a Regional Board, for the purposes of these Bylaws.

Section 3. Participation in Meetings. The chief executive officers of the Regional Organizations shall have the right to speak when in attendance at meetings of the Board of General Ministries or of the National Program Boards.

Section 4. Participation in the Mission Summit and Mission Table. Each American Baptist Region will be expected to participate in the Mission Summit and Mission Table, to report on the ways it has responded to ABCUSA mission initiatives, and to recommend continuing and new mission initiatives, including partnerships with other units of the denomination.

ARTICLE VII

MISSION TABLE

Section 1. Participation and Composition. ABCUSA shall participate in the Mission Table. The Mission Table is a focused group of American Baptist clergy, laity and staff persons charged with receiving the input from the Mission Summit (see Article IV, Section 3(f) above) as they work as a substantive missional think tank on behalf of the Denomination. The Mission Table will be composed of people representing the broad spectrum of American Baptist mission partners. The Mission Table shall include: one local church participant for each Region; the President of the ABCUSA, who shall chair the Mission Table; the Vice President of ABCUSA; the General Secretary and three others from the Office of the General Secretary; the Presidents, the Executive Directors plus two additional staff members each from ABFMS and ABHMS; the President, the Executive Director plus one additional staff member from MMBB; the Executive Ministers from each Region; one representative from each of the recognized caucuses of the American Baptist caucus network; one each from American Baptist Assembly, American Baptist Foundation, American Baptist Homes and Caring Ministries, and American Baptist Men; the President and Executive Director of American Baptist Historical Society, American Baptist Women's Ministries and the Ministers Council of American Baptist Churches in the U.S.A.; the President of the American Baptist Extension Corporation; three representatives from American Baptist seminaries; and three from American Baptist colleges.

Section 2. Nominations. The Region local church representatives shall come from nominations by each of the Regions. Each Region will suggest five people to the ABCUSA (National) Nominating Committee which shall, in turn, select one person from the five provided by the Region in order to provide a group which is representative of the Denomination. As the church, American Baptists are called to mirror God's intent to the world. Accordingly, Regions will be encouraged to submit diverse nominees based on the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay; physical ability; and economic class. The Nominating Committee is mandated to ensure that the diversity of the Mission Table accurately reflects or mirrors the diversity of the American Baptist Denomination. The Nominating Committee will review the names sent by the Region to ensure diversity and will report back to each Region and the National Leadership Council if names submitted do not meet the level of diversity needed to enable mutual accountability.

Section 3. Mission. At the Mission Table the key mission partners of the Denomination, together with the representative pastors and laity, will endeavor to further refine and pursue areas of common mission emphases articulated by their respective constituencies and the Mission Summit, making recommendations for, and committing to, areas of action. The Mission Table's sole focus will be the furtherance of God's mission through American Baptists, not the institutional life of the Denomination, so that staff of the mission partners and congregations can effectively network around shared responsibilities and priorities.

377 **Section 4. Administration and Resourcing.** The Board of General Ministries, through the
378 Office of the General Secretary, shall be responsible for administering and resourcing the
379 Mission Table. However, because the Denomination's mission partners are a part of the Mission
380 Table, the mission partners will be responsible for carrying back to their boards and agencies for
381 implementation the implications of the Mission Table's work for them. In order for the initiation
382 and exchange of information to be achieved, the Board of General Ministries will be assigned the
383 role of gathering, publishing, and disseminating the relevant reports in preparation for and
384 resulting from the Mission Summit and Mission Table.
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ARTICLE VIII
COVENANTS OF THE DENOMINATION

Section 1. The Covenant of Relationships and Statements of Agreement. The relationships among ABCUSA, the corporations managed by the National Boards, and the Regional Organizations shall be recorded in the Covenant of Relationships and the related Statements of Agreement, one of which shall be the Common Budget Covenant. The Board of General Ministries, the National Boards, and the Regional Boards shall adopt and review periodically and may amend the Covenant of Relationships and Statements of Agreement. In affirmation of its historic and continuing relationship with these organizations, ABCUSA is and shall remain a party to The Covenant of Relationships and Its Statements of Agreements.

Section 2. Other Covenants and Agreements. ABCUSA, the corporations managed by the National Boards, and the Regional Organizations may adopt among themselves or with other groups or organizations such other covenants and agreements not otherwise provided for in these Bylaws or the Standing Rules as are not inconsistent with the Covenant of Relationships, the Statements of Agreement, these Bylaws, the Standing Rules or applicable law.

Section 3. Amendment and Termination. The Covenant of Relationships and Statements of Agreement, and any other covenant or agreement authorized by this Article VIII, may be terminated or amended only in accordance with procedures stated therein.

413
414 **ARTICLE IX**
415 **MEETINGS OF MEMBERS**
416

417
418 **Section 1. Annual Meetings.** The annual meeting of Members shall be held at such
419 time and place within or without the State of New York as shall be fixed by action of the Board
420 of General Ministries.
421

422 **Section 2. Special Meetings.** Special meetings of Members may be called by the
423 Board of General Ministries, or by the President, and shall be called by the General Secretary
424 upon the written request of ten percent (10%) or more of the Members.
425

426 **Section 3. Notice.** Notice of each meeting of Members, stating the time and place
427 thereof, shall be given by the General Secretary to each Member pursuant to provisions of the
428 New York Not-for-Profit Corporation Law. Notice of a special meeting shall also state the
429 purpose for which the meeting is called.
430

431 **Section 4. Action by Members.** At all meetings of Members, a majority of the
432 Members, present in person, shall constitute a quorum. Attendance by proxy will not be
433 permitted. If at any meeting there shall be no quorum present, the Members present shall have
434 power to adjourn the meeting from time to time until a quorum is present and no notice of any
435 such adjourned meeting need be given. At all meetings of Members each Member shall be
436 entitled to one (1) vote. Except as otherwise provided by applicable law or elsewhere in these
437 Bylaws when voting by class of Members is required, a majority of the votes cast by the
438 Members present, as provided in Article XVIII, Section 9, shall determine the vote of the
439 Members.
440

441 **Section 5. Chair of Meetings.** The President, or in the President's absence the Vice
442 President, or in the absence of both a person chosen by the meeting, shall preside at all meetings
443 of the Members.
444

445 **Section 6. Annual Reports.**
446

447 (a) Report of the Board of General Ministries.
448

449 At each annual meeting of Members and at each Biennial Meeting, the Board of
450 General Ministries shall, pursuant to the New York Not-for-Profit Corporation Law,
451 present a report of the Board of General Ministries, verified by a majority of the
452 members of the Board of General Ministries or certified by an independent public
453 accountant or a firm of such accountants selected by the Board of General Ministries,
454 showing in appropriate detail the following:
455

- 456 (1) the assets and liabilities, including the trust funds, of ABCUSA as of the
457 end of a twelve month fiscal period terminating not more than six (6) months

prior to the meeting at which the report is presented;

(2) the principal changes in assets and liabilities, including trust funds, of ABCUSA during the year immediately preceding the date of the report;

(3) the revenue or receipts of ABCUSA, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;

(4) the expenses or disbursements of ABCUSA, for both general and restricted purposes, during the year immediately preceding the date of the report; and

(5) the number of Members as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current Members may be found.

(b) Reports of National Boards.

At each such annual meeting of Members and at each Biennial Meeting, the Board of General Ministries shall also submit a report of each National Board provided to it by such National Board, verified by the President and the financial officer of the corporation managed by such National Board, or by a majority of the members of such National Board, or certified by an independent public accountant or a firm of such accountants, showing in appropriate detail the following:

(1) the assets and liabilities, including the trust funds, of the corporation managed by such National Board as of the end of a twelve-month fiscal period terminating not more than six (6) months prior to the meeting of such corporation at which the report is presented;

(2) the principal changes in assets and liabilities, including trust funds, of the corporation managed by such National Board during the year immediately preceding the date of the report;

(3) the revenue or receipts of the corporation managed by such National Board, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and

(4) the expenses or disbursements of the corporation managed by such National Board, for both general and restricted purposes, during the year immediately preceding the date of the report.

In addition, at each annual meeting of the Board of General Ministries, each National

Board shall be provided with the opportunity to present an annual report of the proceedings and work of the corporation managed by such National Board.

(c) Reports on Mission Table Priorities.

At each such annual meeting of Members and at each Biennial Meeting, the Board of General Ministries shall also submit reports on progress made toward denominational priorities identified by the Mission Table process.

The foregoing annual reports shall be filed with the records of ABCUSA and either a copy or an abstract thereof entered in the minutes of the meeting at which presented.

ARTICLE X
BOARD OF GENERAL MINISTRIES

Section 1. Members of the Board of General Ministries. The board of directors of ABCUSA shall be known as the Board of General Ministries and shall number and consist of a number of Directors not to exceed a number equal to (i) the number of Regions that are party to the Covenant of Relationships, plus (ii) 12, each of which Directors shall be a member of a Cooperating Church, elected, appointed or serving as follows:

(a) That number of At-Large Directors that is equal to the number of Regions that are party to the Covenant of Relationships, each from a different Region, elected by the Delegates to the Biennial Meeting

(b) Up to five (5) General Directors elected by the Members giving due regard to geographical, racial, ethnic and gender diversity on the Board of General Ministries, the National Boards and within the Constituencies of ABCUSA

(c) One (1) Special Director appointed as follows: The Presidents of the National Boards shall appoint by majority vote one Special Director by giving written notice of such appointment to the President or Secretary of ABCUSA at least thirty (30) days prior to the annual meeting of the Board of General Ministries at which the appointment will become effective. The Presidents of the National Boards shall fill any vacancy arising in the position of the Special Director by majority vote by giving written notice thereof to the President or Secretary of ABCUSA.

(d) Six (6) Ex-Officio Directors who shall be the then-serving President, Vice President, Budget Review Officer, Immediate Past President, General Secretary and Inter-Caucus President of ABCUSA.

With the exception of the Ex Officio Directors and the initial classes of At-Large Directors provided for in the next succeeding paragraph, the terms of Directors shall be four years and all Directors shall serve a maximum of two consecutive 4-year terms, provided that a Director who has been out of office for at least one year, shall be eligible to be elected to serve on the Board of General Ministries again subject to the same consecutive term limits; and provided further that a Director appointed to fill a vacancy of less than two (2) years shall be eligible for reelection to two additional 4-year terms if nominated. The initial classes of At-Large Directors shall be eligible for one additional full 4-year term before rotating off the Board of General Ministries.

The terms of the At-Large Directors shall be classified under the NYNFPCLaw, so that all classes shall be as nearly equal in number as possible. Accordingly, at the Biennial Meeting at which these Bylaws are adopted, the terms of office of the At-Large Directors initially elected shall commence on January 1, 2012 and shall expire as follows: that of the first class to be elected shall expire on December 31, 2013, that of the second class to be elected shall expire on December 31, 2014, that of the third class to be elected shall expire on December 31, 2015, and

that of the fourth class to be elected shall expire on December 31, 2012, provided that At-Large Directors for the fourth class shall also be elected at the Biennial Meeting at which these Bylaws are adopted for a term to commence on January 1, 2013 and to expire on December 31, 2016.

After the 2011 Biennial Meeting, the Delegates at each subsequent Biennial Meeting shall elect or reelect At-Large Directors for the positions of At-Large Directors whose initial or additional terms will expire prior to the next succeeding Biennial Meeting.

With regard to the At-Large Directors to be elected at large by the Delegates at the Biennial Meetings, a slate shall be nominated by the ABCUSA (National) Nominating Committee as follows: Each Region will suggest ~~five~~ three people to the ABCUSA (National) Nominating Committee which shall, in turn, select one person from the ~~five~~ three provided by the Region to nominate as an At-Large Director. In the case of nominees for a second consecutive term, the President, General Secretary and the applicable Regional Executive may confer, and if they are agreed, the Region may submit only the incumbent Director as its sole nominee. As the church, American Baptists are called to mirror God's intent to the world. Accordingly, Regions will be encouraged to submit diverse nominees based on the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay; physical ability; and economic class. Nominations for an At-Large Director from any particular Region may also be made by a nomination subscribed to by a number of Cooperating Churches from that Region that is at least equal to the lesser of (i) 50 Cooperating Churches, or (ii) 50% of the number of Cooperating Churches in that Region, which nomination is in accord with the qualifications and characteristics of the nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of the General Secretary no later than 60 days after the slate of the ABCUSA Nominating Committee for the At-Large Directors to be elected at the next Biennial Meeting is published in the official American Baptist Denominational publication in use at that time. In the case of a contested election for At-Large Director from any Region, that candidate receiving the most votes from the Biennial Delegates among the candidates from that Region shall be elected, with no more than one At-Large Director from any Region being eligible to be elected. In developing its slate of nominees, the ABCUSA Nominating Committee shall take into consideration the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender; age; geography; language; culture; clergy/lay; physical ability; and economic class, and in so doing, shall also take into consideration the representation of those characteristics that may be reflected in the composition of the boards of directors or managers of the National Boards, with the intention that as much representational diversity as practical will be reflected among the total representation on the boards of directors of the National Boards and the Board of General Ministries.

Any director may resign at any time by giving written notice to the President or General Secretary of ABCUSA. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An At-Large Director whose legal residence or Cooperating Church membership ceases to be within the Region from which the At-Large Director was elected, shall be deemed to have resigned effective as of the date of the first to occur of (i) change of legal residence outside of the Region, or (ii) the date when membership in a Cooperating Church of

that Region ceases. Any director may be removed from the Board of General Ministries only as provided in the NYNPC Law.

Any vacancy in the Board of General Ministries for an At-Large Director or a General Director arising at any time from any cause, may be filled by a majority vote of the Board of General Ministries on nomination of the ABCUSA Nominating Committee; provided, however, that if the vacancy is for an At-Large Director, the nomination must be for a person from the Region from which the vacating director was elected. Each director so elected shall hold office for the remainder of the unexpired term for which so elected, and if the unexpired term is less than two years, shall be eligible for reelection to two additional consecutive 4-year terms if nominated.

Section 2. Corporate Action. Every meeting of the persons who are from time to time both the Members and the Directors of the corporation at which there is a quorum shall be deemed to be and shall be a meeting both of the corporation and of the Board of General Ministries and any action taken at such meeting shall be deemed to be and shall be the action of the Members or the Directors or both insofar as such action by either or both of such bodies is authorized by law. Action taken at such meetings, in the capacity of Members or Directors, shall be recorded in one set of minutes, which need not distinguish between the different capacities in which action is taken. Any notice or waiver of notice of a meeting of Members or Directors shall be deemed to be and shall be a notice of waiver respectively of a meeting in both capacities. Whenever the phrase "meeting of the Board of General Ministries" or the equivalent is used in these Bylaws or the Standing Rules, it shall be construed to mean a meeting in the double capacity of Members and Directors, unless the meaning is limited by the context to a meeting in one or the other single capacity.

Section 3. Meetings of the Board of General Ministries.

- (a) Time and Place of Meetings. The Board of General Ministries shall hold an annual meeting and may hold such regular or special meetings at such times and places the Board may determine, as set forth in the Standing Rules.
- (b) Action by Board of General Ministries. At each meeting of the Board of General Ministries a majority of those persons then constituting the Board, present in person, shall constitute a quorum. If at any meeting there shall be no quorum present, the members present shall have power to adjourn the meeting from time to time until a quorum is present and no notice of any such adjourned meeting need be given. At all meetings of the Board of General Ministries each member shall be entitled to one (1) vote. Except as otherwise provided by applicable law or in these Bylaws and the Standing Rules, a majority of the votes cast by the members present, as provided in Article XVIII, Section 9, shall determine the vote of the Board of General Ministries.
- (c) Action without a Meeting. Any action required or permitted to be taken by the Board of General Ministries may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The

resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

- (d) Chair of Meetings of the Board of General Ministries. The President, or in the President's absence the Vice President, or in the absence of both, a person chosen by the Board of General Ministries, shall preside at all meetings of the Board of General Ministries.
- (e) Participation in Meetings. The chief executive officers of the National Boards, Regional Organizations, American Baptist Historical Society, and Associated Ministry Organizations shall have the right to speak when in attendance at meetings of the Board of General Ministries.
- (f) Conference Telephone Meetings. Any one or more members of the Board of General Ministries or any committee thereof, may participate in a meeting of the Board of General Ministries or any committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (g) Other. In the event that the New York Not-for-Profit Corporation ("NYNPC") Law (or any successor law) ever allows other forms of participation in board or committee meetings by other forms of communication, or in the event that the NYNPC Law (or any successor law) ever permits board or committee action outside of a meeting by majority consent or by other means of electronic or other communication, such means of participation, communication or action shall be deemed to be authorized hereunder.

Section 4. Functions of the Board of General Ministries.

- (a) The Board of General Ministries shall manage the affairs of ABCUSA and, as part thereof, shall:
- (i) (A) seek the welfare of the whole Denomination (Cooperating Churches, Regional Boards, National Boards, American Baptist Historical Society, Associated Ministry Organizations and other covenanting organizations) through vision, leadership, and coordination, and give general oversight and direction to the life and mission of the Denomination, including (1) the promotion and celebration of American Baptist identity, (2) the presentation of an overall picture of American Baptist life, (3) the interpretation of Baptist distinctives and American Baptist core values, as well as American Baptist mission, and (4) the dissemination and support of broad Denominational priorities as articulated by the Biennial Meeting through the Mission Summit; and (B) be responsible for legal matters for ABCUSA and serve as the legislative body of ABCUSA;
- (ii) set policy for ABCUSA in the areas of program functions, planning,

coordination and evaluation and, with the National and Regional Boards and Mission Table, adopt common goals and objectives for the Denomination;

(iii) determine the membership of ABCUSA or the Denomination in national and international religious bodies and elect or appoint the representatives or delegates of ABCUSA or the Denomination to such bodies in accordance with these Bylaws and the Standing Rules;

(iv) elect or appoint certain officers of ABCUSA and members or officers of certain committees and commissions of ABCUSA and of the Board of General Ministries and other bodies, all in the manner and as provided in these Bylaws and the Standing Rules;

(v) determine Denominational functions for itself and for committees, commissions, and councils of ABCUSA and the Board of General Ministries and for the General Secretary and other officers of ABCUSA, be responsible for assigning specific Denominational functions such as the endorsement of chaplains and the work of the World Relief Officer to the National Program Boards, stating its expectations with respect to each such function in accordance with the Covenant of Relationships and Mission Table recommendations; and enter into other covenants on behalf of ABCUSA in accordance with Article VIII of these Bylaws;

(vi) review and assess the performance of denominational functions carried out by other American Baptist entities, including the setting of policies and criteria for evaluating the performance of Denominational functions in light of stated expectations of the Board of General Ministries;

(vii) receive and review annually reports of the proceedings and work of the corporations managed by the National Boards;

(viii) support Denominational stewardship and fundraising, including the adoption of such policies as it may deem proper to promote and interpret campaigns to raise funds necessary for the American Baptist Mission Budget;

(ix) adopt such procedures and processes as it may deem proper relating to the adoption, amendment and termination of any covenants, other than the Covenant of Relationships and Statements of Agreement, to which ABCUSA may be or become a party;

(x) budget and appropriate funds of ABCUSA necessary for the operation thereof;

(xi) adopt, amend, or repeal Standing Rules of ABCUSA in accordance with Article XIX, Section 2 of these Bylaws;

(xii) elect the General Secretary; and evaluate the performance of the Office of the

General Secretary biennially;

(xiii) oversee the development and maintenance of the Leadership Pool as more particularly described in Section 4(b) below;

(xiv) coordinate denominational services necessary for the maintenance of the professional ministry in the Denomination;

(xv) perform such treasury and other internal administrative functions as required for the effective functioning of the Denomination;

(xvi) provide resources to the regional offices and their executives in the areas of executive search committee guidance, executive orientation and evaluation, and staff and Board development;

(xvii) serve as the corporate members of the American Baptist Historical Society; and

(xviii) perform such other services as the Board shall decide;

all provided, however, that any such action shall not be inconsistent with the Act of Incorporation of ABCUSA, the Covenant of Relationships, these Bylaws, the Standing Rules, or applicable law. Each of the functions enumerated above may be further specified and defined in the Standing Rules.

(b) The selection of people to serve and fulfill the leadership functions in the Denomination is a critical task. The Board of General Ministries shall be responsible for creating and be accountable for a Leadership Recruitment effort. This effort, through partnerships with National Boards, Regions and local churches, is intended to identify present and emerging leaders and build a pool of prospective leaders. The overall purpose of the Leadership Recruitment effort is to (1) build a repository of proven leaders for this denomination, and (2) have the opportunity to develop leaders for future service in the Denomination. This pool of names should reflect the quality and gifts of leadership needed in denominational service. The pool would identify the skills that persons have to offer. This data base will be a source for suggestions to fill vacancies on boards, task forces, etc. for the denomination. However, they would not be limited to the pool as the only source for names to consider in their organization. Further, the Leadership Recruitment effort will carry the responsibility of providing on-going training, orientation and development of leadership skills for those whose names are added to the pool.

Section 5. Ratification of Decisions by Regional Boards and Delegates in Biennial Meetings. The Board of General Ministries shall have no authority to take any of the following actions unless the proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on such action, and by two-thirds (2/3) of the votes cast by the Delegates in Biennial Meeting: (i) to adopt a plan of merger of the Denomination or ABCUSA with or into any other religious body or

corporation; (ii) to adopt any amendment to the Statement of Purpose of ABCUSA, or to the corporate objects or purposes of the ABCUSA as stated in its Certificate of Incorporation; provided that Section 4 of ABCUSA Certificate of Incorporation may be amended only with the prior approval of a majority of the National Boards, which approval shall be conclusively evidenced by written notice to that effect given by their Executive Directors or any other officers designated for that purpose by the boards of directors of the National Boards or their respective executive committees;. and (iii) to change the "free church" polity of the Denomination.

The Board of General Ministries at its discretion may submit any other proposed Board of General Ministries action to ratification by the Regional Boards and/or the Delegates in Biennial Meeting.

Section 6. Ratification of Decisions by Regional Boards. The Board of General Ministries shall have no authority to authorize a Denomination-wide capital funds campaign unless such proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on such action.

ARTICLE XI
COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES

Section 1. Standing and Special Committees. By action of a majority of the entire Board, the Board of General Ministries shall designate from among its number the following standing committees, each consisting of three (3) or more members of the Board:

- (i) the Executive Committee; and
- (ii) the Credentials and Caucus Committee

The Board of General Ministries may also designate other standing or special committees of the Board of General Ministries, each consisting of three (3) or more members of the Board.

Each standing committee, whether or not listed above, or special committee of the Board of General Ministries shall have such members, powers, and functions as may from time to time be set forth in these Bylaws or the Standing Rules or in any action of the Board of General Ministries, provided that no such committee shall have authority as to such matters as are specified by the laws of the State of New York to pertain exclusively to the jurisdiction of the entire Board of General Ministries. The Board of General Ministries may designate one or more of its members as alternate members of any standing committee, who shall be chosen in a manner consistent with the manner in which the respective principal members of such committee are chosen, and who may replace any absent member or members at any meeting of such committee.

Section 2. Executive Committee. Except as otherwise provided in Section 1 of this Article XI, between meetings of the Board of General Ministries the Executive Committee shall have such authority of the Board of General Ministries as such Board may from time to time specify in the Standing Rules or by action taken by such Board.

The Committee shall evaluate the work of the General Secretary biennially and report thereon to the Board of General Ministries.

Section 3. Membership of the Executive Committee. The Executive Committee shall consist of not more than eight (8) members, as follows:

- (a) President's Nomination. In consultation with the General Secretary, the President shall nominate not more than three (3) members from the Board of General Ministries, to further represent the diversity of the Denomination;
- (b) Ex Officio. The President, the Vice President, the Budget Review Officer, the immediate Past President and the General Secretary of ABCUSA shall be ex-officio members of the Committee, and the President shall chair the Committee.

Section 4. Board of General Ministries Commissions. The Board of General Ministries may create Board of General Ministries commissions to report to it on matters assigned by the Board. Each Board commission may consist of members of the Board of General Ministries, members of the staff of the ABCUSA or of a National or Regional Board, or other persons. Procedures for the appointment and organization of Board commissions and their powers and functions may be stated in the Standing Rules.

ARTICLE XII
PUBLIC WITNESS STATEMENTS;
EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS

Section 1. Public Witness Statements. Public Witness Statements represent the spiritual discernment of the congregations of ABCUSA as they seek to educate, activate, and advocate the teachings of Jesus Christ. Public Witness Statements may be proposed by any of the covenanting partners of ABCUSA and adopted by Cooperating Churches in a process of congregational referendum. The Board of General Ministries, through the Office of the General Secretary, will be responsible for conducting the vote and publishing the results.

A referendum concerning a Public Witness Statement is initiated whenever the General Secretary receives either (A) notice that at least seventy-five percent (75%) of Covenanting Partners voting on the matter support such an initiative, provided that at least one-third (1/3) of the Covenanting Partners have participated in such vote, or (B) a petition supporting the initiative is subscribed to by at least ten percent (10%) of the Cooperating Churches (without weighting), including at least one Cooperating Church from each Region.

Adoption of a properly initiated Public Witness Statement requires the affirmative vote of at least seventy-five percent (75%) of Cooperating Churches voting on the matter (weighted in proportion to the number of Delegates each may send to a Biennial meeting), provided that at least fifty percent (50%) of all Cooperating Churches (without weighting), including at least one Cooperating Church from each Region, must participate for the vote to be valid.

Public Witness Statements will not be binding on regions or Cooperating Churches unless adopted in separate action by that Region or Cooperating Church. The process and procedure for amending, reaffirming, or rescinding American Baptist Public Witness Statements will be the same as for adoption.

Section 2. Existing American Baptist Policy Statements and Resolutions. Until 2011, the ABCUSA General Board had the authority to adopt American Baptist Policy Statements and Resolutions. Such Policy Statements and Resolutions adopted before 2011 remain in effect unless rescinded. No new Policy Statements or Resolutions may be adopted under current Bylaws. An American Baptist Policy Statement or Resolution declared the basic position of ABCUSA on particular issues of general concern. These Policy Statements and Resolutions have not been, nor will they be, binding on Regions or Cooperating Churches unless adopted in separate action by that Region or Cooperating Church.

Any Covenant Partner may initiate a process by which existing Policy Statements and Resolutions can be amended, reaffirmed, or rescinded providing that seventy-five percent (75%) of the Covenant Partners voting on the matter are in agreement. Sixty percent (60%) of Covenant Partners must participate for the vote to be valid. Seventy-five percent (75%) of Cooperating Churches voting on the matter (weighted in proportion to the number of eligible Delegates for a Biennial meeting) must agree to amend, reaffirm or rescind existing Policy

Statements and Resolutions. Fifty percent (50%) of all Cooperating Churches (without weighting) must participate for a vote to be valid. The Board of General Ministries, through the General Secretary's office, will be responsible for conducting the vote and publishing the results.

ARTICLE XIII NATIONAL BOARDS

Section 1. General. National program functions of the Denomination historically entrusted to the American Baptist Foreign Mission Society ("ABFMS"), The American Baptist Home Mission Societies comprised of The American Baptist Home Mission Society ("ABHMS") and The Woman's American Baptist Home Mission Society ("WABHMS"), and retirement and other benefit functions historically entrusted to The Ministers and Missionaries Benefit Board of American Baptist Churches ("MMBB") shall be implemented and carried out by such corporations under the general direction and supervision of their boards of directors.

The boards of directors listed above are referred to in these Bylaws as "National Boards" and the boards of directors of ABFMS, on the one hand, and ABHMS and WABHMS, on the other hand, are referred to in these Bylaws as "National Program Boards."

As of the effective date of these Bylaws, each of the following corporations - ABFMS, ABHMS, WABHMS and MMBB - has included a provision in its respective bylaws requiring such corporation to remain a party to the Covenant of Relationships. ABCUSA shall maintain a contract with each of the above-mentioned corporations requiring the written consent of ABCUSA before such bylaw provision can be amended or removed, and further providing that such corporation shall not voluntarily withdraw from the Covenant of Relationships without receiving the prior written assent of ABCUSA.

Section 2. Executive Director/National Secretary. The chief executive officer of such corporation managed by a National Board, currently designated as the Executive Director thereof, while so serving, shall also serve, upon election by the Board of General Ministries pursuant to Article XV, Section 1 of these Bylaws, as a National Secretary of ABCUSA; provided that the General Secretary serves as a member of the advisory search committee of such corporation which recommends the appointment of such Executive Director and such corporation remains a party to the Covenant of Relationships.

ARTICLE XIV
COMMITTEES AND GROUPS OF ABCUSA

Section 1. Committees, Commissions, and Councils. Committees, commissions, and councils of ABCUSA may be established in such manner and with such members, powers, and functions as shall be stated in these Bylaws or in the Standing Rules.

Section 2. Nominating Committee. There shall be an ABCUSA (National) Nominating Committee consisting of the ABCUSA President (who shall chair the Committee) and Immediate Past President, three persons appointed by the Regional Executive Ministers Council (“REMC”), the intercaucus president and six representatives from the Board of General Ministries (three clergy and three laity), which shall have such duties and responsibilities as are described in these Bylaws or the Standing Rules or assigned by the Board of General Ministries.

Section 3. Biennial Program Committee. There shall be a Biennial Program Committee of ABCUSA appointed by the President and confirmed by the Board of General Ministries, which shall have such numbers, powers, and functions as shall be stated in the Standing Rules, including representatives from local congregations, the National Program Boards and Regions, as well as ABCUSA officers and staff.

Section 4. Caucus. Any group of American Baptists may apply for recognition as a Caucus to the Credentials and Caucus Committee in accordance with the Standing Rules.

Section 5. Joint Review Committee on Nominations. There shall be a Joint Review Committee on Nominations consisting of the Vice President of ABCUSA (who shall chair the Committee), the Presidents of each of the National Boards, the President of the REMC, the Inter-Caucus President, the President of the Ministers Council of American Baptist Churches in the USA, the President of American Baptist Men and the President of American Baptist Women’s Ministries. This Committee shall review the composition of the Board of General Ministries and the National Boards and note any concerns regarding diversity and reflective representation. The Committee shall report any such concerns to the ABCUSA Nominating Committee, to the respective nominating committees of the National Boards, and to the National Leadership Council.

Section 6. Finance Committee. There shall be a Finance Committee appointed by the President and confirmed by the Board of General Ministries which shall have such numbers, powers and functions as shall be stated in the Standing Rules. The Finance Committee shall be chaired by the Budget Review Officer.

Section 7. World Relief Committee. There shall be a World Relief Committee which shall be constituted and shall have such numbers, powers and functions as shall be stated in the Standing Rules. Members of this Committee from the Board of General Ministries shall be nominated by the President and elected by the Board of General Ministries.

984
985 **Section 8. Committee on Christian Unity and Interfaith Relations.** There shall be a
986 Committee on Christian Unity and Interfaith Relations which shall be constituted and shall have
987 such numbers, powers and functions as shall be stated in the Standing Rules. Members of this
988 Committee from the Board of General Ministries shall be nominated by the President and elected
989 by the Board of General Ministries.

**ARTICLE XV
OFFICERS**

Section 1. General. The officers of ABCUSA shall be a President, a Vice President, a Budget Review Officer, a General Secretary, and one or more National Secretaries. The Standing Rules may provide for other officers of ABCUSA and may define their duties and powers. In addition, the Board of General Ministries may elect or appoint such officers of the Board of General Ministries as it may deem appropriate. The Board of General Ministries shall, subject to these Bylaws and the Standing Rules, define the duties and powers of the officers of ABCUSA.

Upon nomination by the ABCUSA Nominating Committee, or by petition from Cooperating Churches as described below, the President and the Vice President shall be elected by the Delegates in Biennial Meeting for a single two-year term only, commencing on January 1 next following the date of their election, and until their successors are elected. Neither the President nor the Vice President may be an employee of ABCUSA. In proposing nominees for the office of President, the ABCUSA Nominating Committee shall give consideration to rotating such nominees among the following four (4) categories: (i) clergymen; (ii) laymen; (iii) clergywomen; and (iv) laywomen, with equal and fair consideration given to all persons regardless of ethnic and language group.

Upon nomination by the ABCUSA Nominating Committee in consultation with the General Secretary, or by petition from Cooperating Churches as described below, the Budget Review Officer shall be elected by the Delegates in Biennial Meeting for a two-year term, commencing on January 1 next following the date of such person's election, and may thereafter be reelected to such office by the Delegates for any number of additional terms.

With regard to the ABCUSA President, Vice President and Budget Review Officer, nominations for any or all of the three designated ABCUSA officers may also be made by a nomination subscribed to by a total of at least 50 Cooperating Churches from at least five Regions, which nomination is in accord with the qualifications and characteristics of the nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of the General Secretary no later than 60 days after the slate of the ABCUSA Nominating Committee for the officers to be elected at the next Biennial Meeting is published in the official American Baptist Denominational publication in use at that time.

Upon nomination by the ABCUSA Nominating Committee (which, for purposes of this nomination, shall include one additional individual chosen by the National Boards), the General Secretary shall be elected by the Board of General Ministries for a term of four (4) years (or such shorter term as the Board of General Ministries may specify) and may thereafter be reelected to such office by the Board of General Ministries for any number of additional terms.

The Executive Director of the corporation managed by each National Board, elected or appointed by such National Board in accordance with Article XIII, Section 2 of these Bylaws,

shall be elected by the Board of General Ministries as a National Secretary of ABCUSA to serve for a term which is concurrent with such person's term as such Executive Director; provided that the General Secretary serves as a member of the advisory search committee of such corporation which recommends the appointment of such Executive Director and the corporation remains a party to the Covenant of Relationships.

In the case of a vacancy in the office of President, the Vice President shall thereupon become President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice President, the Board of General Ministries shall, upon nomination by the ABCUSA Nominating Committee, elect from among its At-Large Directors a Vice President to serve for the remainder of the term so vacated. A vacancy in any other office of ABCUSA shall be filled by the Board of General Ministries for the remainder of the term so vacated.

Section 2. President. The President shall be an ex-officio member of all committees and commissions of ABCUSA and of the Board of General Ministries and shall also, subject to the approval and control of the Board of General Ministries:

- (i) preside at the annual meeting of Members, at the Biennial Meeting of Delegates, at the Mission Table, and at the meetings of the Board of General Ministries and the Executive Committee at which the President is present;
- (ii) in consultation with the General Secretary
 - (A) appoint the members and the chair, not otherwise provided for in these Bylaws or the Standing Rules, of such committees of the ABCUSA as may be required for the work of the Denomination; and
 - (B) nominate the members and appoint the chair of the Biennial Program Committee and the Credentials and Caucus Committee, and nominate the members of any Reference Committee;
- (iii) represent ABCUSA at meetings of Regional Organizations;
- (iv) speak and write on issues of the day;
- (v) convene the Mission Table and make recommendations to the Board of General Ministries and the Mission Table on matters of importance to the mission of the Denomination;
- (vi) serve as the ceremonial head of ABCUSA; and
- (vii) perform such other duties as may be assigned by the Board of General Ministries.

Section 3. Vice President. If the President is absent or unable to serve, the Vice President shall serve as the Acting President and, when so serving, shall perform the duties of the President. The Vice President shall be an ex-officio member of all committees and commissions of ABCUSA and of the Board of General Ministries, shall chair any Reference Committee, and shall have such other duties as may be assigned by the President or the Board of General Ministries.

Section 4. Budget Review Officer. The Budget Review Officer shall chair the Finance Committee and shall have such other duties as may be assigned by the Board of General Ministries.

Section 5. General Secretary. Subject to the general direction and supervision of the Board of General Ministries, the General Secretary shall fulfill pastoral, ecclesiastical, and prophetic roles, serve as head of communion, and to those ends shall:

- (i) be the chief executive officer of ABCUSA responsible for the day-to-day administration of its affairs;
- (ii) be responsible for implementing all Board of General Ministries policy decisions and for articulating American Baptist Policy Statements, Resolutions and Public Witness Statements;
- (iii) provide staff services for Biennial Meetings (including the envisioning process), the Mission Table (including coordination of research) and meetings of Members, for the Board of General Ministries, and for all committees, commissions, and councils of ABCUSA and of the Board of General Ministries, except as otherwise provided in these Bylaws or the Standing Rules;
- (iv) convene and chair meetings of the National Leadership Council and the Covenanting Partners under the Covenant of Relationships;
- (v) perform the usual duties of a corporate secretary, including the keeping of minutes of meetings of Members, Delegates, the Board of General Ministries, and the Executive Committee; and
- (vi) have such other duties as may be assigned by the Board of General Ministries.

Section 6. National Secretaries. The National Secretaries shall assist the General Secretary by: (i) articulating American Baptist Policy Statements, Resolutions, and Public Witness Statements; (ii) implementing policy decisions of their respective National Boards; and (iii) carrying out responsibilities in areas related to the work of their respective corporations.

Section 7. Removal of Officers. Every officer of ABCUSA (other than the President, the Vice President and the Budget Review Officer) may be removed from office, with or without stated cause, by the affirmative vote of a majority of the entire Board of General Ministries. The

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1125 Board of General Ministries, by the affirmative vote of at least two-thirds (2/3) of the entire
1126 Board of General Ministries, may suspend, for stated cause and for such period as it deems
1127 suitable, the authority of the President, the Vice President, or the Budget Review Officer to act as
1128 an officer of ABCUSA. The Executive Committee may suspend, with or without stated cause
1129 and for such period as it deems reasonable up and until the next meeting of the Board of General
1130 Ministries, the authority of any other officer to act as an officer of ABCUSA. The Standing
1131 Rules shall provide for a process for the removal or suspension of any ABCUSA officer.
1132
1133

ARTICLE XVI
STAFF COUNCILS

The National Executive Council, the Regional Executive Ministers Council, and the National Leadership Council shall be the staff councils of the Denomination. Each council shall fix its own rules of procedure, in accordance with the Covenant of Relationships and the Standing Rules.

(a) National Executive Council

The National Executive Council of ABCUSA shall consist of the General Secretary, the National Secretaries, and the Executive Director of American Baptist Women's Ministries, all members having equal vote. The National Executive Council will deal with broad and far-reaching issues and policies and shall provide support for the General Secretary, facilitate and coordinate the planning and implementing work of the staffs of the Board of General Ministries and National Boards, and shall perform such other duties as the Board of General Ministries may assign to it. The National Executive Council shall report to the Board of General Ministries through the General Secretary and may consult with the National Leadership Council on any matter.

(b) Regional Executive Ministers Council

The Regional Executive Ministers Council (REMC) of the Denomination shall consist of the General Secretary and the Executive Minister of each Regional Organization. The purpose of the REMC shall be to provide mutual learning, support and networking. The REMC shall report to the Board of General Ministries through the General Secretary and may consult with the National Leadership Council on any matter.

(c) National Leadership Council

(1) The National Leadership Council (NLC) shall initially include:

(A) The President of the ABCUSA

(B) The General Secretary and up to three other staff members from the General Secretary's office

(C) Representatives of the National Boards (the respective Executive Director and up to three others)

(D) Regional Executive Ministers

(E) Executive Directors of the following organizations:

American Baptist Women's Ministries

The Minister's Council of American Baptist Churches in the U.S.A.

American Baptist Assembly

American Baptist Extension Corporation

Interim Ministries - ABC

American Baptist Historical Society
American Baptist Foundation

(2) The minimum threshold criteria for initial and continuing membership in the NLC will be for a represented organization to:

- (A) Have an autonomous board and be financially viable
- (B) Have a paid Executive
- (C) Be a national ABCUSA organization that indicates its willingness:

To support the statement of purpose in the bylaws of ABCUSA
To cooperate wholeheartedly in such relationships and projects at all
levels of denominational life which seem advisable.

To be identified as an organization related to and participating in
the life of ABCUSA by use of the name and/or logo.

To be primarily devoted to providing programs and/or services to
ABCUSA.

To be accountable to ABCUSA Policy Statements, Resolutions and Public
Witness Statements, together with any internal covenants within the NLC
where applicable.

(3) The final determination about initial or continuing membership for organizations, having met these threshold criteria, or for removal from membership if threshold criteria are no longer met, will rest with the NLC.

(4) The NLC shall meet at least once a year. Its purposes shall include:

- (A) Building and fostering authentic relationships within the NLC
- (B) Participating in continuing education related to respective executive roles
- (C) Facilitating implementation of Denominational priorities
- (D) Demonstrating progress on those priorities in their respective boards
- (E) Conducting trend analysis
- (F) Suggesting means of improving the functioning of the Denomination
- (G) Participating in theological reflection

(5) In addition, the Board of General Ministries will be assigned the role of sharing the findings and priorities of the Mission Summit and the Mission Table with the NLC. The members of the NLC will report the initiatives that are in support of the mission priorities that surface in the Mission Summit and Mission Table. The Board of General Ministries will publish the report of the initiatives adopted by members of the NLC to the Mission Summit and Mission Table.

ARTICLE XVII
ASSOCIATED MINISTRY ORGANIZATIONS

An Associated Ministry Organization (AMO) must be a national or sectional American Baptist or other religious organization that indicates its willingness: to support the statement of purpose in the Bylaws of ABCUSA, to cooperate whole-heartedly in such relationships and projects at all levels of denominational life which seem advisable, and to be identified as an organization related to and participating in the life of ABCUSA by use of name and/or logo. The Standing Rules shall set forth such other provisions as the Board of General Ministries may deem appropriate for AMO status.

~~AMO's as of the effective date of these Bylaws are: American Baptist Assembly; American Baptist Computer Center; American Baptist Men; American Baptist Women's Ministries; Interim Ministries—ABC; the Ministers Council of American Baptist Churches in the U.S.A.; and the three American Baptist Centers for Ministry. The Standing Rules shall enumerate the AMO's.~~

**ARTICLE XVIII
MISCELLANEOUS**

Section 1. Notices. Whenever any notice is required to be given under the provisions of the laws of the State of New York, these Bylaws or the Standing Rules, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 2. Fiscal Year. The fiscal year of ABCUSA shall be the calendar year.

Section 3. Compensation. No Member or officer of ABCUSA shall receive, directly or indirectly, any salary, compensation, or emolument from ABCUSA except as set forth in the Standing Rules.

Section 4. Prohibition against Sharing in Corporate Earnings. No Member, director, officer or employee of ABCUSA, or other person shall receive at any time any of the net earnings or pecuniary profit from the operations of ABCUSA, provided that this shall not prevent the payment to any such persons of reasonable compensation for services rendered to or for ABCUSA in accordance with these Bylaws, the Standing Rules and applicable law, and no such persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution, liquidation, or winding up of the affairs of ABCUSA. No funds of ABCUSA shall be loaned to any Member, director or officer of ABCUSA, or professional advisor to ABCUSA, or to any entity (other than a corporation which, if incorporated under the Not-for-Profit Corporation Law of the State of New York, would be a "type B" corporation as defined in that law) in which a Member, director or officer of ABCUSA is an officer or director or holds a substantial financial interest. Upon the dissolution, liquidation or winding up of the affairs of ABCUSA, whether voluntary or involuntary, the assets of ABCUSA, after all debts have been satisfied, shall be distributed, transferred, and paid over, in such amounts as the Board of General Ministries may determine or as may be determined by a court of competent jurisdiction upon application of the Board of General Ministries, exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify under Section 501(c) of the U.S. Internal Revenue Code (as said section may be from time to time amended, superseded, or renumbered).

Section 5. Emergency Bylaws. Notwithstanding the provisions of Article XIX hereof, the Board of General Ministries may adopt, and from time to time amend, Emergency Bylaws pursuant to the New York State Defense Emergency Act which shall become and remain

operative only during a period of attack as defined in such Act and which, while so operative, shall supersede any inconsistent provision of these Bylaws or the Standing Rules.

Section 6. Adjudication. Procedures for Adjudication are stated in the Covenant of Relationships, the Statements of Agreement, and the Standing Rules.

Section 7. Definitions. Definitions of terms used in these Bylaws are the same as those carried in the Standing Rules.

Section 8. Captions. The captions preceding the Articles and Sections in these Bylaws and the Table of Contents of these Bylaws are inserted as a matter of convenience and reference only and in no way define, limit, or describe the meaning or intent of these Bylaws or any provisions hereof.

Section 9. Action by Vote. Wherever these Bylaws provide that an action shall be taken by the vote of any body, including the Delegates in Biennial Meeting, the Members, the Board of General Ministries, or any committee, commission, or council, no such action shall be effective unless the terms of the appropriate proviso with respect to quorum specified below shall have been fulfilled: (i) where the phrase "a majority of the votes cast" is used, the phrase shall mean a majority of the total votes cast for or against any action by the members of the appropriate body present at the time of the vote, provided that the number of votes cast in favor of the action shall equal at least a majority of the appropriate quorum requirement; and (ii) where the phrase "at least two-thirds (2/3) of the votes cast" is used, the phrase shall mean at least two-thirds (2/3) of the total votes cast for or against any action by the members of the appropriate body present at the time of the vote, provided that the number of votes cast in favor of the action shall equal at least two-thirds (2/3) of the appropriate quorum requirement.

Section 10. Addendum. The Addendum to these Bylaws entitled: "Autonomy and Interdependence Within the American Baptist Denomination: A Declaration" is an integral part of these Bylaws.

ARTICLE XIX
AMENDMENTS

Section 1. Bylaws. These Bylaws may be added to, amended, or repealed only with the consent of the Delegates at any Biennial Meeting of Delegates and provided that: (i) notice of any such proposed addition, amendment or repeal has been given to the Delegates upon the recommendation of the Board of General Ministries either (A) at least ninety (90) days prior to the Biennial Meeting at which such proposed addition, amendment, or repeal is to be submitted, or (B) at the Biennial Meeting immediately preceding the Biennial Meeting at which such proposed addition, amendment, or repeal is to be submitted; and (ii) such addition, amendment, or repeal is approved by a majority of the votes cast by the Delegates present, and further provided that any addition to or amendment or repeal of Article I, Article II, Article IV, Article V, Article X, Article XII, Article XIII, Article XV, Article XVI or this Article XIX of these Bylaws must be approved by at least two-thirds (2/3) of the votes cast by the Delegates present; and further provided that no addition, amendment or repeal of (A) the Prologue to these Bylaws, (B) any provision of these Bylaws relating to the rights of a majority of the National Boards to consent to specified changes in Article 4 of the ABCUSA Certificate of Incorporation, or to appoint the Special Director, or (C) Section 1 of this Article XIX, shall be approved without the written consent of a majority of the National Boards specified in the applicable Section of these Bylaws.

Any addition to or amendment or repeal of these Bylaws may be recommended: (i) at any Biennial Meeting by a majority of the votes cast by the Delegates present; or (ii) by petition to the Board of General Ministries signed by at least two hundred (200) Cooperating Churches which are located within the areas of at least five (5) Regional Organizations; or (iii) by majority vote of the entire Board of General Ministries taken at any meeting of the Board of General Ministries. Voting by the Delegates pursuant to this Section 1 shall be in accordance with Article XVIII, Section 9 of these Bylaws.

Section 2. Standing Rules. Standing Rules of the ABCUSA may be adopted, amended, or repealed by a majority of the votes cast by the directors of the Board of General Ministries, as provided in Article XVIII, Section 9 of these Bylaws, at any special meeting called for that purpose or any regular meeting, provided that notice of any such proposed Standing Rule or any proposed amendment or repeal of any Standing Rule has been given to the directors of the Board of General Ministries, either: (i) at least thirty (30) days prior to the meeting at which such proposed Standing Rule, amendment, or repeal is to be submitted; or (ii) at the meeting of the Board of General Ministries immediately preceding the meeting at which such proposed Rule, amendment, or repeal is to be submitted. Each Standing Rule shall be consistent with these Bylaws. Any Standing Rule or amendment or repeal thereof may be recommended in the same manner as any addition to, amendment, or repeal of these Bylaws as provided in Section 1 of this Article XIX and, in addition, by a two-thirds (2/3) vote of the entire Executive Committee or of the entire National Leadership Council.

A D D E N D U M

"Autonomy and Interdependence Within the
American Baptist Denomination: A Declaration"
(Adopted by the General Board of the
American Baptist Churches in the U.S.A.,
December, 1983)

Reprinted from *The American Baptist*,
June 1983

**AUTONOMY¹ AND INTERDEPENDENCE² WITHIN THE AMERICAN BAPTIST DENOMINATION: A
DECLARATION**

[Dec. 1983; GB1279]

Introduction and Historical Background

The Church of Jesus Christ must remain free to define its own mission and structure. In this declaration we, as American Baptists, under what we believe to be the prompting of God's Spirit, offer our own understanding and self-definition of the nature and intentionality of autonomy¹ and interdependence² within the American Baptist denomination.

Baptist history in the United States, from the founding of the First Baptist Church in Providence, Rhode Island, in 1639 until the present, reveals that Baptists have emphasized the autonomy of both local congregations and Baptist organizations. At the same time history records the cooperation and interdependence between and among congregations and a wide variety of Baptist organizations.

While autonomy has characterized Baptist life from its beginning in America, the creation of the Philadelphia Baptist Association in 1707 signaled a common desire for cooperation and mutual counsel regarding a range of issues which affected more than a single church.

The 19th century witnessed the founding of additional opportunities for cooperative Baptist undertakings. In keeping with this recognition of the interdependence of Baptists in witness and mission, Massachusetts Baptists formed the first Baptist state organization or society for mission in 1802. Thereafter, other state organizations were organized in later years, and three national societies were created respectively, for foreign missionary outreach (1814), for publication of Christian books and Sunday School materials (1824), and for home missions (1832). The painful Baptist separation prior to the Civil War resulted in two Baptist groupings, both of which have continued the dual emphasis upon autonomy and interdependence to the current time.

The first half of the 20th century provided the occasion for increased cooperation and interdependence, but autonomy continued as a predominant mark of American Baptist life. When the Northern Baptist Convention was formed in 1907, very limited responsibility was assigned to the convention. The churches agreed to a single meeting time and place for general oversight of the various national societies founded and recognized by Northern Baptists. This limited step toward coordination and interdependence was advanced by the reorganizations in 1950 (when the name of the Northern Baptist Convention was changed to the American Baptist Convention) and 1961, without challenge to the autonomy of the organizations created by Baptist congregations, or to the autonomy of the congregations themselves.

Following the recommendations of the Study Commission on Denominational Structure, or SCODS, the restructuring of the national Baptist organizations in 1972 intentionally limited the autonomy of the national societies, while respecting their separate corporate identities, to facilitate greater cooperation and coordination in national expressions of Baptist life and witness. No modification of the appropriate autonomy of local congregations, associations/areas, or region/state/city organizations was implied or intended in that 1972 restructuring. At that time the Convention's name was changed to American Baptist Churches in the U.S.A.

In 1977 the scope of interdependence was broadened when the organization of American Baptist Churches in the U.S.A. was modified to provide representation in the general denominational structures for the 37 region/state/city organizations. However, this outcome, recommended by the Study Commission on Relationships (SCOR) in its report "Together in Mission," in no manner altered the legal autonomy of the 37 region/state/city organizations. Even though the opportunities for coordination and interdependence were increased, neither by intention nor by new bylaw provisions were the appropriate autonomies of covenanting or affiliating organizations changed. Rather, these modifications recognized and clarified the nature of the relationships of the 42 cooperating American Baptist organizations (1 General, 4 National and 37 Regional or affiliating Organizations). The creation of a basic Covenant of Relationships and a series of Statements of Agreements underlines that fact. No single, all-inclusive denominational entity emerged as the "American Baptist Church."

The period from 1639 (the founding of the First Baptist Church in America) to 1977 (the voting of the SCOR recommendations for restructuring) demonstrates the basic Baptist attempt to balance two desirable values: autonomy and interdependence. Neither has overcome the other in either theory or practice in the history of the American Baptist denomination. Both values continue to inform and guide Baptist life to this day. American Baptists have not compromised either element of this polarity. American Baptists continue to affirm these two

complementary and sometimes competing values, insisting that each pole of the polarity is a necessary corrective to the other.

Balancing Freedom and Order

The Statement of Purpose of American Baptist Churches in the U.S.A. contains the following declarations: “In every area of their common life American Baptists, acknowledging the importance of *creative diversity*, seek such a *balance of freedom and order* as will keep all parts of American Baptist Churches in the U.S.A. open to the guidance of the Holy Spirit and at the same time enable them to work responsibly under God for maintaining its life of worship, witness, and ministry.”

That desired balance of freedom and order was modified toward greater interdependence in the reorganizations of 1972 (SCODS) and 1977 (SCOR) without, however, creating any centralized authority for all decision-making within the denomination. The areas of life and mission which were to be coordinated were described by a voluntary Covenant of Relationships and its related Statements of Agreement.

Neither the design nor the language of those documents was cast in legal terminology. Indeed, even to attempt to apply the legal concept of contract would be to demonstrate a misunderstanding of those documents because any one of the covenanting bodies may unilaterally withdraw from the Covenant of Relationships or Statements of Agreement without any sanctions stated or implied. Most significantly, the role and appropriate authority of each of the denomination’s 42 organizations and their boards of directors were recognized; for example, by affirming in the Bylaws of the ABCUSA that “Each Regional Organization shall determine its own corporate structure and decision-making procedures” (p.12), and confirming the continuing corporate status of the denomination’s four national societies or boards (p.19).

A variety of American Baptist-related institutions have defined their separate relationships to various American Baptist organizations by means of particular covenants. These related institutions include schools, national training center, colleges, universities, campus ministries, seminaries, retirement homes, hospitals, nursing homes and children’s homes. Each of these institutions is governed by an autonomous board. This declaration, however, deals with the Covenant of Relationships and its related Statements of Agreement, not those particular covenants.

The movement from less to greater interdependence has been evident in the denomination’s history in the latter part of the 20th century. It would be a misunderstanding, however, to interpret that movement as a rejection of the Baptist value of autonomy. Rather, American Baptists have taken several steps toward modification of a *balance* of freedom and order. Given American Baptist history and diversity, the definition of the proper “balance” could shift again in the future in response to needs and new understandings of the gospel. But while the balancing point may move back and forth - and even be perceived differently by various covenanting parties at any given time in history - the prevailing movement of Baptist history and intention includes both autonomy and interdependence, without the one overcoming the other.

Covenant of Relationships, Mission Funds Staff Council, and Boards

The biblical concept of a covenant is that it is a way of relating whole persons or communities to God and to each other. It is not a legal contract to define or limit obligations or claims which contracting parties may have toward each other. A covenant creates a flexible relationship marked by trust and faithfulness to God and to each other both in action and expression. A covenant expresses a bond of brotherhood and sisterhood in Christ made possible by the Holy Spirit.

This biblical understanding of covenant informs our theological understanding of the Covenant of Relationships we American Baptists have freely created.

We here state the nature and extent of our covenants and the relationships reflected in them.

A. Definition of the Covenant of Relationships

The Covenant of Relationships is a solemn endeavor under God, among the organizations which are parties to it, to cooperate in mission in a spirit of Christian unity and love. The Covenant of Relationships is a temporal and provisional statement of the balance of freedom and order which many American Baptist organizations freely choose for working together to carry out the task of Christian mission and ministry.

Any of the 42 eligible American Baptist organizations, seeking to order its life in accordance with the

Scriptures under the guidance of the Holy Spirit, is free to enter and affirm the Covenant of Relationships or free not to enter into the Covenant of Relationships. Any American Baptist organization which has entered the Covenant of Relationships is free to seek to amend it or to withdraw from it at any time.

The Covenant of Relationships is not a legally binding instrument; it creates no legal rights or legal obligations between and among the organizations which enter in or for non-parties to it. The parties to the Covenant of Relationships disclaim any intent to form a legal joint venture or association. No party to the Covenant of Relationships has any power or authority over, or any legal responsibility for, the beliefs, persons or property of any American Baptist or any other organization or its governing board or property; nor does the Covenant of Relationships create or establish any organization which has such power, authority, or responsibility.

The Covenant of Relationships is a statement of shared understandings of the appropriate relationships for American Baptist organizations as they cooperate under the Lordship of Christ in support of common mission goals and objectives.

B. Statement of Agreement on the American Baptist Mission Fund

The Statement of Agreement on the American Baptist Mission Fund sets forth the principles for cooperation in raising and allocating the mission monies which constitute the American Baptist Mission Fund. That Statement of Agreement creates no legally binding rights or obligations among the parties to it or for any non-parties.

The American Baptist Mission Fund is constituted by the voluntary gifts of American Baptist congregations to support the mission and ministry of various denominational organizations. In the statement of agreement on this Mission Fund provisions are made whereby contributions may be shared with all mission participants or may be restricted to a few or even one mission participant. The parties to the Agreement have a sacred duty and are accountable to the whole denomination to see that all monies in the Fund are used for the purposes for which they are given.

C. The General Staff Council

The General Staff Council is a non-legislative assembly of professional staff members (primarily chief executive officers) of covenanting and of affiliating organizations which are parties to the Covenant of Relationships and/or the Statement of Agreement of the American Baptist Mission Fund. The General Staff Council provides a forum for the discussion by its members of matters of concern to American Baptists, fosters collegiality and accountability among its members, and nurtures a spirit of unity and cooperation. Actions and statements of the General Staff Council are advisory in nature, and when duly adopted, they express the mind of the General Staff Council.

D. American Baptist Organizations

Each American Baptist organization is autonomous, and the board of directors of each has legally defined powers and responsibilities with respect to the management of its affairs and property, none of which is altered by the Covenant of Relationships.

When the covenanting bodies cooperate under the Covenant of Relationships, their responsibilities are defined by that Covenant. The governing boards of these bodies have no power or authority under the Covenant of Relationships over the beliefs, actions or property of any individual American Baptist or any other American Baptist organization or its governing board. No governing board has authority to give directions or orders to any individual American Baptist, to any local congregation, or to any other American Baptist organization.

American Baptist boards in inter-board relationships have no power to legislate in the legal sense. When, under the Covenant of Relationships, these boards enact Policy Statements and Resolutions, they have only the power and the responsibility to express the sense of their members, duly elected and duly delegated pursuant to the Covenant of Relationships, on matters of concern and importance to American Baptists. When Policy Statements and Resolutions are adopted by a board, they express the mind of that board, and the covenanting parties agree to give them due respect and weight and be guided by them in a spirit of unity and cooperation under the Lordship of Christ.

Staff members of American Baptist mission bodies are accountable under law to the governing boards of the organizations which employ them. The Covenanting parties (but not the affiliating organizations) affirm that their respective staffs are also expected to act under the Covenant of Relationships in a spirit of cooperation. However, no board has authority to hold accountable or to give directions or orders to any staff member employed by another organization.

American Baptist Covenants and Baptist Freedom

The history of the United States clearly demonstrates the leadership of Baptists in the establishment and preservation of the separation of church and state. Baptist life and thought recognize the right of each religious group within our nation to determine its own faith, polity, life, and lines of authority.

The creation of understandings among American Baptists regarding the degree of autonomy and interdependence between and among American Baptist organizations is, essentially, a theological undertaking. Only American Baptists have the right or the power to interpret or to alter those understandings contained within American Baptist Covenants, Statements of Agreement, and corporate documents. The First Amendment to the United States Constitution prohibits government from deciding for any religious body that body's beliefs, mission, or organization. Therefore, we as American Baptists declare that government agencies and others external to American Baptist life and mission have no authority or competence to interpret or change the self-understanding of American Baptists or the documents and statements in which we have set forth that understanding.

Conclusion and Commitment

Recent American Baptist reorganizations, continuing discussion of our denominational relationships, and the on-going debate regarding separation of church and state have combined to call for this statement. Our Baptist successors will have the liberty to modify, in light of the Scriptures and under the guidance of the Holy Spirit, each and every American Baptist document - including this declaration - as may be deemed helpful to American Baptist life and mission.

Accordingly, in this year of our Lord 1983 the undersigned organizations do hereby affirm and declare this brief declaration to be consistent with each organization's understanding of the nature of American Baptist autonomy and interdependence, and each directs that the date of its affirming action be affixed hereto.

¹ *Autonomy*- in the Baptist (free church) tradition, is the unencumbered capacity of each local congregation and of each organization created by local congregations and/or their members to exercise full rights of self-government in all matters of faith and practice.

2 Interdependence in the Baptist (free church) tradition in exercising self-government in matters of faith and practice, is reckoning confidently upon one another; relying on one another: as individual believers, as local congregations, as organizations created by local congregations and/or their members; and laboring together for the well being and general good of Christ's Body, the Church, as members one of another.

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