

**PROPOSED 2015 AMENDMENTS
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STANDING RULES

of

American Baptist Churches in the U.S.A.

(A New York Not-For-Profit Corporation)

Effective June ~~2012~~ 2015

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ABCUSA Standing Rules

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STANDING RULES
of
AMERICAN BAPTIST CHURCHES IN THE U.S.A.,
a New York Not-for-Profit Corporation
June 2012

INTRODUCTORY NOTE

Article XIX, Section 2 provides that ABCUSA Standing Rules may be adopted, amended, or repealed by the Board of General Ministries, providing that each Standing Rule is consistent with the ABCUSA Bylaws. This provision gives ABCUSA Delegates in Biennial Meeting the power to review any or all Standing Rules.

The Standing Rules are numbered and formatted to show their correlation with a particular ABCUSA Bylaw: Rule 1 of the Standing Rules corresponds to Article I of the Bylaws, Rule 2 corresponds to Article II, and so on. There may be zero, one, or more Standing Rules for each Bylaws Article. When no Standing Rule exists for a Bylaws Article, the word "Reserved" appears in the text. This means the Standing Rule number is being reserved for possible future use for a particular Bylaws Article.

RULE 1

CONSTITUENCIES

[Reserved]

RULE 2

MEMBERSHIP

[Reserved]

RULE 3

[Reserved]

RULE 4

DELEGATES TO BIENNIAL MEETING

Rule 4.1 Qualifications

[Reserved]

Rule 4.2 Election

[Reserved]

Rule 4.3 Biennial Meetings

4.3.1 The American Baptist Churches USA website, www.abc-usa.org, is hereby designated, for purpose of publishing notice of Biennial Meetings, as the official media of ABCUSA.

4.3.2 Biennial Minutes. The General Secretary shall prepare the official Minutes of the Biennial Meeting, which will be available in the General Secretary's office. A draft of those Minutes shall be posted on the ABCUSA website and approved at the next succeeding Biennial Meeting. Any corrections or amendments to those proposed Minutes will be posted on the ABCUSA website.

4.3.3 Nominating Committee Notice. The ABCUSA Nominating Committee shall give notice of its proposed slate (of Officers and At-Large Directors) at least one hundred eighty (180) days before the Biennial Meeting, by posting on the ABCUSA website, or otherwise. Nominations for any or all of the three designated ABCUSA officers or any or all of the At-Large Director positions to be filled may also be made by a nomination

(i) in the case of the three designated ABCUSA officers, 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 General Secretary's office 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 posted on the ABCUSA website; and

(ii) in the case of the At-Large Directors, 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 General Secretary's office 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 is posted on the ABCUSA website

The notice of any such nominations (1) shall state the name of the nominee and the office for which he/she will be nominated (which shall be identified by the name of the person nominated by the ABCUSA Nominating Committee for that office), (2) shall represent that the proposed nominee has agreed to serve if elected, (3) shall establish that the nominee is a member of a Cooperating Church that is a member of a Region; and (4) shall represent that the nominee has the same characteristics with respect to age, sex, ethnic and language group, and desired skills as the nominee of the ABCUSA Nominating Committee.

RULE 5

COOPERATING CHURCHES

Rule 5.1 Qualifications

5.1.1 Common criteria. The following "common criteria" shall serve as the minimal qualifications for a Cooperating Church:

1. Affirm the statement entitled, "We are American Baptists" (revised 6/19/98) as descriptive of American Baptist faith and practice. (See full statement, Addendum #1)
2. Affirm the mission/purpose of American Baptist Churches USA and of the Region in which the church is a member.
3. Participate in the life and mission of American Baptist Churches at local, regional, national and international levels.
4. Financially support the mission of American Baptist Churches USA at a responsible level.
5. Share with the family the impact of the church's ministries in reaching the community and world for Christ by reporting annually on forms supplied by the region and/or ABCUSA.

5.1.2 Interpretation. With respect to a Cooperating Church that has initially gained status as a Cooperating Church through a Region that subsequently elects to withdraw from the Covenant of Relationships, Common Criteria No. 2 shall be interpreted by the Board of General Ministries, with respect to such Cooperating Church's relationship with ABCUSA, to mean that such Cooperating Church must "Affirm the mission/purpose of American Baptist Churches USA and of the Region, *if any*, in which the church is a member" provided, however, that any such Cooperating Church's status as a Cooperating Church of ABCUSA shall remain unchanged for a period not to exceed 24 months from the effective date of the withdrawal from the Covenant of Relationships by the Region of which the Cooperating Church was a member. During that period, the Cooperating Church, in consultation with the Associate General Secretary for Regional Ministries, shall either apply for membership in another Region or be part of a group of churches in Applicant Status under Standing Rule 6.1 to become a Region of ABCUSA. If, by the conclusion of such 24-month period, such Cooperating Church fails to receive membership in another Region or is not part of a group of churches in Applicant Status under Standing Rule 6.1, the Board of General Ministries shall cease to recognize that church as a Cooperating Church of ABCUSA.

Rule 5.2 Decision by a Region to Receive a Cooperating Church

5.2.1 Adopting common criteria. The General and Regional Boards shall adopt "common criteria" for a Cooperating Church, as specified in Rule 5.1.1.

- 5.2.2 Receiving local churches. A Region shall receive a local congregation as a Cooperating Church of the Region and of the ABCUSA according to the “common criteria” for a Cooperating Church. (See Rule 5.1.1)
- 5.2.3 Acceptance of local church’s application. After receiving a local church’s application to be a Cooperating Church, a Region shall:
- (i) immediately notify the Board of General Ministries, through the General Secretary, of receipt of a completed application; and
 - (ii) within one year, notify the applying church and the Board of General Ministries, through the Credentials and Caucus Committee, of its decision.

In the event that the Region fails to notify the applying church and the Board of General Ministries, the applying church may appeal by contacting the Board of General Ministries in order to pursue its right to apply to another Region.

Rule 5.3 Decision by a Region to Dismiss a Cooperating Church

- 5.3.1 Dismissing a Local Church.
If a Region acts to dismiss a local congregation as a Cooperating Church of the Region and ABCUSA for failing to meet the “common criteria” for a Cooperating Church, the Region shall notify the dismissed church and the Board of General Ministries, through the Credentials and Caucus Committee. (See Rule 5.1.1)
- 5.3.2 Notice of Dismissal.
The Board of General Ministries, upon notification of a Region’s action of dismissing a church, shall acknowledge the church’s dismissal as an ABCUSA Cooperating Church through its recognition of the Report of Changed Relationships of Local Churches. The General Secretary shall promptly notify the church of its changed relationship to ABCUSA. Such notification shall highlight the right of the church to appeal (by means of Rule 5.3.3) to remain a Cooperating Church of ABCUSA (but not the Region).
- 5.3.3 Local Church Request to Remain. If the church wishes to remain an ABCUSA Cooperating Church, it shall make a written request to the Board of General Ministries, through the General Secretary. Such requests must include:
- (i) a statement of the church’s willingness to abide by the “common criteria” and
 - (ii) the willingness of the church to pursue affiliation as a Cooperating Church of another Region.

- 5.3.3.1 The written request must be sent to the General Secretary by certified mail postmarked within sixty (60) days after the date of the General Secretary's notification as described in Rule 5.3.2. If the request is made, the church's status as a Cooperating Church of ABCUSA (but not the Region) shall remain unchanged for a period of 18 months from the receipt of the Request to Remain. During that period, the church, in consultation with the Associate General Secretary for Regional Ministries, shall apply for membership in another Region.
- 5.3.3.2 If, after 18 months from the Request to Remain, a church fails to receive membership in another Region, the Board of General Ministries shall cease to recognize that church as a Cooperating Church of ABCUSA.
- 5.3.4 Failure to Request to Remain. If no Request to Remain is made, the acknowledgment of the church's dismissal by the Board of General Ministries takes effect at the end of the sixty (60) day period after the date of the General Secretary's notification, as described in Rule 5.3.2.

RULE 6

REGIONAL ORGANIZATIONS: REGIONAL BOARDS

6.1 PROCEDURE FOR ORIENTING AND ACCEPTING NEW REGIONS INTO THE ABCUSA

- 6.1.1 **Inquiry.** A group of churches interested in becoming a Region of ABCUSA notifies the Associate General Secretary for Regional Ministries (AGSRM) of its interest.
- 6.1.1.1 The AGSRM notifies the Board of General Ministries Executive Committee (BGMEC) and the National Leadership Council (NLC) of the inquiry.
- 6.1.1.2 The AGSRM, or her/his representative, and a mentor from the Regional Executive Ministers' Council (REMC) appointed by the AGSRM, meets with the group of churches at a location convenient to the churches applying to: establish personal relationships; introduce them to the life and mission of ABCUSA; inform the group of the requirements of a Region of ABCUSA; discuss the vision and mission objectives of the group; discuss commitment to the life and work of ABCUSA; and inform them of the procedural steps involved in becoming a Region.
- 6.1.2 **Statement of Intent.** If, after the initial inquiry meeting, the group of churches wishes to continue in the process toward becoming a Region of ABCUSA, the group, through its representatives at a duly called meeting, should vote its intent to become a Region of ABCUSA.
- 6.1.2.1 The group of churches should forward a copy of its adopted statement of intent to the AGSRM.
- 6.1.2.2 The group of churches should include the proposed name of the Region and its proposed definition of membership.
- 6.1.2.3 The AGSRM will forward a copy of the statement of intent to the BGMEC and the NLC, moving the group of churches to Applicant status.
- 6.1.3 **Applicant Status.** The AGSRM, or her/his representative, and the REMC mentor, works with the group to fulfill each requirement for applicant status and to assist the group in understanding the culture, convictions, and organization of ABCUSA. The AGSRM and the mentor will report to the NLC regarding the progress of the applicant.
- 6.1.3.1 The group must accept the agreements and responsibilities contained in the Covenant of Relationships and Its

Statements of Agreements including the Common Budget Covenant and demonstrate that it possesses sufficient financial resources to carry out the responsibilities of an ABCUSA region.

6.1.3.2 The group must fulfill all legal requirements for regional status.

- (i) The group must incorporate as a not-for-profit corporation under state law and adopt the requisite corporate documents. The group may not use the name “American Baptist Churches” until region status has been granted.
- (ii) The group must obtain a Federal Employer Identification Number.
- (iii) The group must apply to ABCUSA in order to receive income tax exemption under ABCUSA’s group tax exemption letter or must apply to the IRS for its own tax exemption letter.
- (iv) The group should purchase general liability insurance as well as directors & officers’ liability insurance coverage.
- (v) The group should apply for not-for-profit permits with the U. S. Postal Service.
- (vi) The group should open banking accounts in its name.

6.1.3.3 The group must indicate its understanding of and assent to the convictions, organization and mission of ABCUSA; e.g., *We Are American Baptists*, the Common Criteria for a Cooperating Church, and the purpose statement of ABCUSA.

6.1.3.4 The Applicant status ends when the NLC determines, by a two-thirds majority vote and the BGMEC so ratifies, that the group of churches has met the legal and organizational requirements of a Region, as well as demonstrated its understanding of and desire to fulfill the commitments of covenanting partners of ABCUSA.

6.1.4 **Provisional Status.** Once the newly incorporated association has complied with each requirement stipulated in the application process, it shall have provisional status as a Region of the ABCUSA.

6.1.4.1 The provisional Region signs the Covenant of Relationships and Its Statements of Agreements, thereby agreeing to be bound by the responsibilities and duties of a Region of ABCUSA.

6.1.4.2 The provisional Region may begin to receive its return of United Mission from participating churches, with ABCUSA serving as collecting agent.

- 6.1.4.3 The provisional Region's mentor and the AGSRM will continue to assist and guide the provisional Region.
- 6.1.4.4 The provisional Region may elect one person to serve as an Observer at all Board of General Ministries, NLC and REMC meetings.
- 6.1.4.5 If a church is already a member of ABCUSA and wishes to participate in the life of the provisional Region, it shall notify its current Region of its desire, and request its status with the current Region to be put on hold until the final vote of the Board of General Ministries.
- 6.1.4.6 The provisional Region must remain in Provisional/Observer status for at least one year, but not more than two (2) years.
- 6.1.4.7 At the request of the provisional Region, the NLC discerns, by a two-thirds majority vote, whether the provisional Region has abided by the provisions in the Covenant of Relationships and Its Statements of Agreements including the Common Budget Covenant.

6.1.5 **Region status.** Upon recommendation of the NLC to the ABCUSA Board of General Ministries, the Board of General Ministries shall make its determination as to the final status of the provisional Region. Upon a two-thirds majority vote of the Board of General Ministries favoring the acceptance of the provisional Region as a Region of ABCUSA, the President and the General Secretary shall be authorized to countersign the Covenant of Relationships on behalf of ABCUSA.

6.1.5.1 If the church is already a member of ABCUSA, it must notify its current Region of its decision to withdraw and affiliate with the new Region. No church may be a member of more than one Region.

6.1.5.2 The new Region may begin the search process for its Executive Minister in collaboration with the AGSRM.

Rule 6.2 Regional Board

[Reserved]

Rule 6.3 Participation in Meetings

[Reserved]

RULE 7

MISSION TABLE

[Reserved]

RULE 8

COVENANTS OF THE DENOMINATION

Rule 8.1 The Covenant of Relationships and Statements of Agreement

[Reserved]

Rule 8.2 Other Covenants and Agreements

[Reserved]

Rule 8.3 Amendment and Termination

[Reserved]

RULE 9
MEETINGS OF MEMBERS

Rule 9.1 Annual Meetings

[Reserved]

Rule 9.2 Special Meetings

[Reserved]

Rule 9.3 Notice

[Reserved]

Rule 9.4 Action by Members

[Reserved]

Rule 9.5 Chair of Meetings

[Reserved]

Rule 9.6 Annual Reports

[Reserved]

RULE 10

BOARD OF GENERAL MINISTRIES

Rule 10.1 Members of the Board of General Ministries

10.1.1 Reporting. Each At-Large Director shall report regularly to the Regional Organization from which such person was elected.

10.1.2 Job description. A job description for Directors is carried in Addendum #2 to these Standing Rules.

10.1.3 Orientation to Responsibilities

10.1.3.1 Commitment and responsibilities. All nominees for election as Directors shall be apprised of the required commitment and responsibilities of service on the Board of General Ministries (cf. Addendum #2 to these Standing Rules for a job description).

10.1.3.2 Orientation. The General Secretary shall maintain a mentoring of new Directors, using both former and current Directors and standard orientation processes, and shall continue such mentoring at least through each new Director's second Board of General Ministries meeting.

10.1.3 Termination of Service. The term of any Director shall terminate upon the earliest of the following events:

- (i) expiration of the fixed term (or ex officio term of office) and election or designation of a successor;
- (ii) death or resignation (actual or deemed);
- (iii) removal in accordance with applicable law.

10.1.4 Resignation. Any Director may resign by giving written notice to the President or General Secretary.

10.1.5 Vacancies on the Board of General Ministries.

[Reserved]

Rule 10.2 Corporate Action

[Reserved]

Rule 10.3 Meetings of the Board of General Ministries

- 10.3.1 Time and location of meetings. The time and place of each meeting and the purpose of each special meeting shall be set forth in the notice of such meeting which shall be sent electronically by the General Secretary to all members of the Board of General Ministries not less than ten (10) nor more than fifty (50) days before the meeting. Special meetings of the Board of General Ministries may be called at any time by the President and shall be called by the General Secretary upon the written request of ten percent (10%) or more of the members of the Board of General Ministries.
- 10.3.2 Attendance. In the interest of effective participation of Board of General Ministries members and of faithful stewardship of denominational funds it is expected that all members will attend all meetings of the Board of General Ministries, Commissions, and Committees to which they may be assigned, unless prevented by unavoidable reasons, and that they will arrive at all meetings on time and remain until the adjournment of each meeting. Authority to grant excuses for absences shall be vested in the General Secretary.
- 10.3.2.1 Consistent with this expectation, attendance will be checked during the first and last sessions of every meeting of the Board of General Ministries, in order to know who was present. In order to know who was present when decisions on important issues were made, the attendance will be recorded from time to time during the meetings.
- 10.3.2.2 Unexcused absences of Directors shall be reported regularly to the respective Regions and the ABCUSA Credentials and Caucus Committee.
- 10.3.2.3 The second unexcused absence during any Director's term may be deemed a resignation.
- 10.3.3 Board of General Ministries Parliamentarian. There shall be a Parliamentarian named to serve during the sessions of the Board of General Ministries. The parliamentarian shall be elected by the Board of General Ministries on nomination by the ABCUSA President. The Parliamentarian shall serve a term co-extensive with that of the nominating President.

Rule 10.4 Functions of the Board of General Ministries

- 10.4.1 Functions. As part of its responsibility to elect or appoint members and officers of various bodies, the Board of General Ministries shall:
- (1) elect American Baptist members of the governing bodies of the ecumenical/interfaith bodies to which ABCUSA belongs from slates of nominees submitted by the Committee on Christian Unity and Interfaith Relations in consultation with the General Secretary;
 - (2) elect the Board Finance Committee and approve the Finance Committee of the ABCUSA members;
 - (3) elect the members of the Committee on Christian Unity and Interfaith Relations;

- (4) elect the members of the Credentials and Caucus Committee;
- (5) elect the members of the World Relief Committee;
- (6) elect the members of other standing or special committees;
- (7) adopt such procedures as it may deem proper concerning the appointment or removal of officers and agents of ABCUSA and the fixing of their compensation, and direct and instruct such officers and agents concerning their respective duties;
- (8) adopt such managerial procedures as it may deem proper, including those for the control, management, acquisition, and disposition of the real and personal property of ABCUSA.

10.4.2 First Readings and Second Readings

[Reserved]

Rule 10.5 Ratification of Decisions by Regional Board and Delegates in Biennial Meeting

[Reserved]

Rule 10.6 Ratification of Decisions by Regional Boards

10.6.1 Bylaw-Mandated Ratifications [Reserved]

10.6.2 Special and Capital Fund Campaigns

ABCUSA will comply with the Common Budget Covenant and its Operating Guidelines in the initiation and conduct of any special, capital or integrated Denomination-wide campaigns, endeavoring to provide Regions with appropriate advance notice of any such campaigns. Presently, as applicable to ABCUSA, the Operating Guidelines provide:

Special campaigns are those which do not contribute to the annual operating revenue for ABCUSA, but are integral to the long-term financial health of ABCUSA. Increasingly, traditional capital funds campaigns, limited to a specific period of time that seldom exceeds three to five years in which the full pledge amount is realized, are supplemented by deferred giving campaigns. This style is known as an integrated campaign.

This Rule covers all special, traditional capital and integrated campaigns.

If ABCUSA is contemplating a special campaign, the request will initiate with the Associate General Secretary for Mission Resource Development. The initial notification shall clearly state the objectives of the campaign, and ask the Board of General Ministries for authorization to conduct a feasibility study.

The results of the feasibility study shall then come back to the Associate General Secretary for Mission Resource Development. The Associate General Secretary for Mission Resource

Development may work with the appropriate committee or staff to modify as necessary the objectives, financial goal, the cost of the campaign and the timeframe in which the campaign will be held. The campaign, modified as necessary and accompanied by the report from the feasibility study, shall be forwarded to the ABCUSA Finance Committee for information and to the Board of General Ministries for action.

The approval of the Board of General Ministries constitutes a recommendation to the Covenanting Partners (parties to the Common Budget Covenant). According to the Common Budget Covenant, Covenanting Partners are to act within six months of the notice from the Board of General Ministries of the proposed campaign. Upon the affirmative vote of two-thirds (2/3) of the Covenanting Partners, the national campaign shall be approved to go forward and become a campaign of ABCUSA.

RULE 11

COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES

Rule 11.1 General Rules

- 11.1.1 Procedures. Each committee or commission of the Board of General Ministries shall fix its own rules of procedure, provided they are consistent with the Bylaws and these Standing Rules.
- 11.1.2 Meetings. Generally the meetings of Committees and Commissions shall be held at the time of the Board of General Ministries sessions. Additional meetings may be held at such other times as each chairperson in consultation with the General Secretary shall determine. Members may participate in any meeting by means of conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.
- 11.1.3 Action Without a Meeting. Any action required or permitted to be taken by any Board of General Ministries committee or commission may be taken without a meeting if all members of the committee or commission consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of General Ministries committee or commission.
- 11.1.4 Membership.
- 11.1.4.1 Unless otherwise provided in the Bylaws or these Standing Rules, each committee or commission of the Board of General Ministries shall have three or more members nominated by the President in consultation with the General Secretary and elected by the Board of General Ministries. Upon election, each committee or commission member shall serve during her or his current term as a Director.
- 11.1.4.2 Unless otherwise provided in the Bylaws or these Standing Rules, a vacancy in the membership of any committee or commission of the Board of General Ministries shall be filled by a majority vote of the Board of General Ministries at any meeting on nomination of the President in consultation with the General Secretary.
- 11.1.4.3 As provided in Article XV, Sections 2 and 3 of the Bylaws, the President and Vice-President, ex officio, shall be members of all committees and commissions of the Board of General Ministries.
- 11.1.5 Chair. Except where otherwise provided by the Bylaws or these Standing Rules, the chairperson of each committee or commission of the Board of General Ministries shall be appointed from the membership of the respective committee or commission by the President in consultation with the General Secretary and shall serve until the expiration of the term of the appointing President. When the chairperson is not present, the committee shall elect an acting chairperson for that meeting to serve until the chairperson arrives.

11.1.6 Staffing. The General Secretary shall be responsible for arranging staff support for all committees and commissions of the Board of General Ministries.

11.1.7 Functions.

11.1.7.1 Each committee or commission of the Board of General Ministries shall perform such functions as the Board of General Ministries, the Bylaws, or the Standing Rules may from time to time specify.

11.1.7.2 Except where otherwise provided by the Bylaws or these Standing Rules, each committee or commission of the Board of General Ministries shall report in writing to the Board of General Ministries at least annually.

Rule 11.2 Executive Committee

11.2.1 Statutory Authority. The statutory authority for the described powers of the Executive Committee is Para. #712 of the New York Not-for-Profit Corporation Law (NPCL). Section (a) of Para. #712 reads in its entirety as follows:

"P/712. Executive committee and other committees (a) If the certificate of incorporation or the by-laws so provide, the board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other standing committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution or in the certificate of incorporation or by-laws, shall have all the authority of the board, except that no such committee shall have authority as to the following matters:

- (1) the submission to members of any action requiring members' approval under this chapter;
- (2) the filling of vacancies in the board of directors or in any committee;
- (3) the fixing of compensation of the directors for serving on the board or on any committee;
- (4) the amendment or repeal of the by-laws or the adoption of new by-laws;
- (5) the amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable."

11.2.2 Powers. The Executive Committee shall have broad power to act on behalf of the Board of General Ministries between meetings, with the exception of the powers specifically reserved by New York law or by the Board of General Ministries.

11.2.3 Meetings. The Committee shall meet at regular intervals as specified by the Board of General Ministries. In addition, special meetings of the Committee may be called by the President and shall be called when one-third (1/3) of the Committee members so request in writing. Special meetings shall be called on not less than three (3) days' notice. The President shall be the Chair of the Committee.

11.2.4 Action by Executive Committee. A majority of the members of the

Executive Committee shall constitute a quorum for the transaction of business at its meetings. At all meetings of the Committee each member thereof shall be entitled to one (1) vote. Except as otherwise provided in the Bylaws or the Standing Rules, a majority of the votes cast by the members of the Committee present, as provided in ABCUSA Bylaws Section XVIII.9, shall determine the vote of the Committee. The Committee shall maintain a record of all of its acts and proceedings which shall be made available to the Board of General Ministries.

11.2.5 Other Functions. The Committee:

- (a) shall recommend policies for planning and coordination within the Denomination;
- (b) shall coordinate the work of the Board of General Ministries;
- (c) shall determine the time and procedure for regular Board of General Ministries assessment of the structure and process of ABCUSA;
- (d) may recommend any Standing Rule or amendment or repeal thereof, pursuant to Article XIX of the Bylaws;
- (e) may participate in an Adjudication as the Adjudicator, in accordance with Rule 18.11; and
- (f) process all requested or suggested Bylaw changes for Board of General Ministries recommendation to ABCUSA Biennial Meeting Delegates;

11.2.6 Membership. The membership of the Executive Committee is specified in Article XI, Section 3 of the Bylaws.

Rule 11.4 Board of General Ministries Commissions

11.4.1 Procedures for Appointing Commissions.

[Reserved]

Rule 11.5 Board of General Ministries Finance Committee

11.5.1 Membership. There shall be a Board of General Ministries Finance Committee composed of the Budget Review Officer and five other independent Directors elected by the Board of General Ministries, upon nomination by the Executive Committee.

11.5.2 Functions. The functions of the Board of General Ministries Finance Committee shall be to:

- (a) Serve as the Audit Committee for ABCUSA, and in such capacity:
 - (i) Make recommendations of independent auditors; ~~and~~
 - (ii) Oversee accounting and financial reporting processes and the audit, and receive an review the resolut of the Receive Audit Reports, including the management letter, with the independent auditor;

(iii) Oversee the Conflict of Interest Policy; and
(iv) Oversee the Whistle Blower Policy.

(b) Review, consult with staff, and send the ABCUSA Budget proposal to the Executive Committee and the full Board with a recommendation for either approval or disapproval with respect thereto;

(c) Maintain financial oversight of ABCUSA;

(d) Maintain investment oversight of the ABCUSA Endowment and Reserve Funds;

(e) Receive and monitor ~~end-of-year~~ financial statements from those Regions which are not Receiving Units, and audited financial statements of the Mission Fund Accounts of Regions which are Receiving Units, with the understanding that those statements are provided by the Regions pursuant to the Common Budget Covenant Operating Guidelines all Regions have been asked to provide an audited financial statement, including a comparative balance sheet and comparative statements of operations, to the Board of General Ministries Finance Committee on behalf of the Board of General Ministries; provided that if audited financials are not available, the financial statements presented to the respective Region's respective governing board, that includes both a balance sheet and a statement of operations, is to be presented annually; and

(f) Determine appropriate banking relationships within guidelines established by the Board of General Ministries.

Rule 11.6 Credentials and Caucus Committee

11.6.1 Membership. The individuals serving as members of the Executive Committee pursuant to Article XI, Section 3 of the Bylaws shall also be the members of the Credentials and Caucus Committee.

11.6.2 Functions. The functions of the Credentials and Caucus Committee shall be to:

- (a) review the representation on the Board of General Ministries and the composition of the Mission Table and note any concerns regarding diversity and reflective representation, and make recommendations to the ABCUSA Nominating Committee and the Joint Review Committee on nominations regarding proportionate racial/ethnic representation of the constituency;
- (b) develop criteria for recognizing a Caucus and recommend such criteria to the Board of General Ministries;
- (c) receive applications from groups wishing to be recognized as a Caucus of ABCUSA, and make appropriate recommendations to the Board of General Ministries for the purpose of aiding the Board of General

Ministries in certifying and terminating the Caucus status of such groups;

- (d) determine procedures by which ABCUSA groups with grievances regarding representation may appear before the Committee;
- (e) review guidelines for Caucus funding and make appropriate recommendations to the General Secretary relative to requests for Administrative funding of Caucuses by ABCUSA; and
- (f) report semi-annually to the Board of General Ministries Executive Committee.

Rule 11.7 Committee on Standing Rules

11.7.1 Membership. Three or four members of the Standing Rules Committee shall be elected by the Board of General Ministries from among its membership.

11.7.2 Functions. The Standing Rules Committee shall:

11.7.2.1 Regarding Standing Rules

- (a) act in an advisory capacity to the Board of General Ministries Executive Committee;
- (b) propose to the Board of General Ministries Executive Committee additions to, deletions from, and modifications of the Standing Rules;
- (c) receive assignments from the Board of General Ministries Executive Committee for modifications to the Standing Rules;
- (d) receive referrals from units holding membership in the National Leadership Council regarding modifications to the Standing Rules; and
- (e) periodically review all Standing Rules and recommend to the Board of General Ministries Executive Committee procedures to provide updated documentation on Standing Rules to ABCUSA directors, officers, and their staffs.

11.7.2.2 Regarding Bylaws

- (a) act in an advisory capacity to the Board of General Ministries Executive Committee;
- (b) assist the Executive Committee, if requested, in processing requested or suggested Bylaw changes for Board of General Ministries recommendation to ABCUSA Biennial Meeting Delegates; and

- (c) receive assignments from the Executive Committee regarding publishing and distributing ABCUSA Bylaws.

Rule 11.8 Human Resources/Compensation Committee

- 11.8.1 Membership. There shall be a Human Resources/Compensation Committee (“HR/Comp Committee”) of the Board, which shall consist of the individuals serving as members of the Executive Committee pursuant to Article XI, Section 3 of the Bylaws (other than the General Secretary who shall not be a member of the HR/Comp Committee).
- 11.8.2 Functions. The HR/Comp Committee shall perform such responsibilities as are delegated to it by the Board, including monitoring human resource matters for ABCUSA, coordinating and monitoring the affirmative action efforts of ABCUSA, evaluating the General Secretary’s performance, and approving compensation for the General Secretary.

RULE 12
PUBLIC WITNESS STATEMENTS
[Reserved]

RULE 13
NATIONAL BOARDS
[Reserved]

RULE 14

COMMITTEES AND GROUPS OF THE ABC/USA

Rule 14.1 Committees, Commissions, and Councils

- 14.1.1 Chair. Except where otherwise provided by the Bylaws or these Standing Rules, the chairperson of each committee or group of the ABCUSA shall be appointed from the membership of the Board of General Ministries serving on the respective committee or group by the President in consultation with the General Secretary and shall serve until the expiration of the term of the appointing President. When the chairperson is not present, the committee shall elect an acting chairperson for that meeting to serve until the chairperson arrives. Unless otherwise provided by the Bylaws of these Standing Rules, (i) committee, commission or group members who are members of the Board of General Ministries shall serve during their term as Directors, (ii) those who are serving as representatives from other organizations shall serve at the pleasure of that organization, and (iii) those who are appointed by the President or elected by the Board of General Ministries shall serve until the expiration of the biennium, for which they were appointed or elected.

Rule 14.2 ABCUSA Nominating Committee

- 14.2.1 Membership. There shall be an ABCUSA (National) Nominating Committee consisting of the ABCUSA President, the ABCUSA 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). Members of the Committee shall be elected or appointed, in accord with the above, during the year of each Biennial Meeting of Delegates for a term of two years commencing on January 1 next following the date of their election or appointment. A vacancy in the membership of the Committee shall be filled by the Board of General Ministries for the remainder of the term vacated. When the Nominating Committee is acting to submit a nominee for the position of General Secretary, one additional member selected by the National Boards of ABCUSA shall be added to the Committee for that specific nomination process.
- 14.2.2 Chair. The Chair of the Committee shall be the ABCUSA President.
- 14.2.3 Meetings. The ABCUSA Nominating Committee shall meet each year in conjunction with the Board of General Ministries meetings. Additional meetings may be called at the request of the Chair in consultation with the General Secretary.
- 14.2.4 Functions. The functions of the ABCUSA Nominating Committee shall include:
- (a) as called for in Article XV, Section 1 of the Bylaws, submitting to the Biennial Meeting of Delegates a slate of nominees for the positions of President, Vice-President, and Budget Review Officer of ABCUSA;
 - (b) as called for in Article X, Section 1, of the Bylaws, selecting from the list of names of persons submitted by each Region, a slate of nominees for the classes

of At-Large Directors to be voted upon at the next Biennial Meeting of Delegates;

- (c) submitting to the Board of General Ministries a nominee for the position of General Secretary when a vacancy in that office occurs or a term is about to expire;
- (d) submitting to the Board of General Ministries a slate of nominees for membership on The Ministers and Missionaries Benefit Board of American Baptist Churches;
- (e) after consultation with the respective nominating committees of each of ABFMS and ABHMS, submitting to the Board of General Ministries a nominee for election by the Board of General Ministries of a director to serve on the Board of ABFMS and a director to serve on the Board of ABHMS;
- (f) submitting to the Board of General Ministries from among the At-Large Directors a nominee for election by such Board pursuant to Bylaws Article XV, Section 1 to fill a vacancy in the office of Vice-President of ABCUSA;
- (g) submitting to the Board of General Ministries a nominee for its election to fill a vacancy in the membership of The Ministers and Missionaries Benefit Board of American Baptist Churches, where such position is to be filled by the Board of General Ministries;
- (h) submitting to the Board of General Ministries a nominee for election as an At-Large Director to fill any vacancy referred to in Bylaws Article X, Section 1, according to the requirements of that Section;
- (i) as requested by the American Baptist Historical Society (ABHS) Constitution or Bylaws, submitting to the ABHS corporate membership a slate of nominees for election as ABC Managers of the ABHS and submitting to the ABHS Board of Managers nominees to fill vacancies among ABC;
- (j) in accordance with Bylaws Article VII, Section 2, selecting from among the list of names of local church representatives submitted by each Region a local church representative from each Region to be a participant at the Mission Table; and
- (k) the performance of such other functions as the Board of General Ministries, the Bylaws, or the Standing Rules may from time to time specify.

Rule 14.3 Biennial Program Committee (Biennial Mission Summit Planning Team) of ABCUSA

- 14.3.1 Responsibilities. The Biennial Program Committee (Mission Summit/ Biennial Planning Team) which has the responsibility to plan the ABCUSA Biennial Meeting in accordance with policies of the Board of General Ministries, is accountable to the Board of General Ministries and shall report to the Board of General Ministries and to the Board of General Ministries Executive Committee

upon request, shall consist of seven (7) voting members, each appointed by the President in consultation with the General Secretary.

- 14.3.2 Chair, Vice Chair and Immediate Past Chair. The Chair of the Committee shall be the person who has served as the Vice Chair during the first two years of that person's term; provided that the Chair for the 2013 Biennial shall be appointed by the President promptly following the adoption of this Standing Rule 14.3; and provided further that in the event a Vice Chair is unable or unwilling to serve as Chair, the President shall appoint the chair from among the members of the Committee whose terms expire on August 31 following the Biennial Meeting for which the Vice Chair was to serve as Chair. The Vice Chair of the Committee shall be appointed by the President from among the members of the Committee who are serving in their first year on the Committee. The Immediate Past Chair of the Committee shall be the person who served as Chair for the most recent Biennial Meeting.; provided that if that person is unable or unwilling to serve, there shall be no Immediate Past Chair until September 1 of the year of the next succeeding Biennial Meeting.
- 14.3.3 Role of officers and General Secretary. The President, and Vice President and General Secretary (or his or her representative) shall be ex-officio nonvoting members of the Biennial Program Committee (Mission Summit/Biennial Planning Team). Staff support to the Biennial Program Committee (Mission Summit/Biennial Planning Team) shall be provided by the General Secretary's office.
- 14.3.4 Regional representation. [Reserved]
- 14.3.5 Membership terms. Members of the Committee (other than the Immediate Past Chair) shall be appointed for a term of four (4) years commencing on September 1 next following the date of their appointment and shall be divided into two (2) classes of three (3) members each, with a term of one (1) class of members terminating on August 31 of each year in which a Biennial Meeting of Delegates is held, providing their successors have been appointed, and provided further that the members of the first class appointed after adoption of this Standing Rule 14.3 shall serve for a term expiring on August 31, 2013. A vacancy in the membership of the Committee shall be filled by the President for the remainder of the term vacated.
- 14.3.6 Functions. The functions of the Biennial Program Committee (Biennial Mission Summit Planning Team) shall include planning the content and agenda of the Biennial Meeting of Delegates, designating the leadership for such meeting, budgeting the expenses and revenues of the meeting in consultation with the treasurer, and submitting such proposed Biennial Meeting budget to the Executive Committee for consideration and proposed inclusion in the overall ABCUSA budget no later than September 1 of the year preceding the Biennial Meeting, publicizing such meeting, and preparing appropriate materials for delegates and visitors. The Board of General Ministries may from time to time assign such other functions to the Committee as it deems appropriate-

Rule 14.4

Caucus

- 14.4.1 Definition. A Caucus, within ABCUSA, is any group of persons joined with one another in recognition of a common cause and shared characteristic, which meets criteria (See Rule 14.4.2), and is recognized by the Board of General Ministries

on recommendation of the Credentials and Caucus Committee. As ~~of January 1, 2012~~ the effective date of these Standing Rules, as amended, the recognized caucuses are:

American Baptist Churches Asian-American Caucus
National Black Caucus of American Baptist Churches
American Baptist Churches Haitian Caucus
American Baptist Churches Hispanic Caucus
American Baptist Churches Indian Caucus
American Baptist Churches Portuguese-Speaking Caucus
American Baptist Women's Caucus

14.4.2 Criteria. The criteria shall be as follows:

- (1) being national in scope or at least having constituency from more than one Region;
- (2) having a clearly identifiable constituency, which has provided a process for identification of its leadership;
- (3) having overall agreement with the Purpose Statement and related goals of ABCUSA and not advocating radical change in the polity, practices, or beliefs of ABCUSA;
- (4) having an interest and/or constituency, which are restrictive as to one or more objectively recognizable characteristics such as age, gender, race/ethnicity, or disability;
- (5) having concerns within the responsibility of the Board of General Ministries;
- (6) without any unit in the ABCUSA representative process advocating those concerns; and
- (7) such other criteria as the Board of General Ministries, upon recommendation of the Credentials and Caucus Committee, may from time to time specify.

14.4.3 Recognition. Upon application of a group claiming to be a caucus, the Credentials and Caucus Committee shall determine whether the group meets the criteria stated in Rule 14.4.2 and recommend appropriate action to the Board of General Ministries. Upon approval of such Board, the group shall become a recognized Caucus of the ABCUSA.

14.4.4 Termination of Recognition. The recognition of any group as a Caucus of ABCUSA may be terminated by the Board of General Ministries when the Board has determined upon recommendation of the Credentials and Caucus Committee (after the Committee has given notice and afforded a hearing to the Caucus) that the group no longer meets the criteria stated in Rule 14.4.2. Such termination shall be effective at the expiration of six (6) months following such determination by the Board.

14.4.5 Representation. The inter-Caucus President shall be chosen according to procedures adopted by the Caucus presidents and shall serve ex-officio on the

Board of General Ministries and such committees of the Board and ABCUSA as are prescribed by the ABCUSA Bylaws. Those procedures are as follows:

Officers of all caucuses will elect a president and vice president from the slate of caucus presidents. These persons will serve a two (2)-year term, with the possibility of a second term, with a limit of four (4) years of service, with no one caucus holding the office of president for more than four (4) years in succession.

- 14.4.6 Funding. Any Caucus may request funding by application to the Credentials and Caucus Committee in such form as the Committee may prescribe. After review of the application, the Committee will make a recommendation to the General Secretary regarding the request.

Rule 14.5 Joint Review Committee on Nominations

- 14.5.1 Membership. There shall be a Joint Review Committee on Nominations consisting of the Vice President of ABCUSA, 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.
- 14.5.2 Chair. The Vice President of ABCUSA shall chair the Committee.
- 14.5.3 Meetings. The Committee shall meet ~~annually~~ biennially.
- 14.5.4 Functions. The 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.

Rule 14.6 Finance Committee of ABCUSA

- 14.6.1 Membership. There shall be a Finance Committee of ABCUSA composed of the members of the Board of General Ministries Finance Committee plus one member from the Finance Committees of each of the American Baptist Foreign Mission Society (ABFMS) and the American Baptist Home Mission Society (ABHMS). The members from ABFMS and ABHMS shall be nominated by their respective boards of directors to serve on the Finance Committee of ABCUSA and shall be elected by the Board of General Ministries. The Chair of the Committee shall be the Budget Review Officer.
- 14.6.2 Functions. The functions of the ABCUSA Finance Committee shall be to:
- (a) Make recommendations to ABCUSA Board of General Ministries for the distribution of the national portion of United Mission; and
 - (b) Manage the Mission Initiative Fund, including
 - (i) Receiving grant requests;
 - (ii) Making grants; and
 - (iii) Monitoring and evaluating grant project progress and results.

Rule 14.7 World Relief Committee

14.7.1 Membership. There shall be a World Relief Committee consisting of ten (10) members including:

- (a) seven (7) voting members to be elected by the Board of General Ministries:
 - (1) two (2) persons nominated by the Board of Directors of ABFMS from among its membership;
 - (2) two (2) persons nominated by the Board of Directors of ABHMS from among its membership;
 - (3) two (2) persons nominated by the ABCUSA President from among Board of General Ministries membership, with one of those person to be appointed chair of the Committee by the ABCUSA President; and
 - (4) one (1) person nominated from the American Baptist Women Executive Committee from among that Committee's membership.
- (b) three (3) non-voting members, one (1) each from the staffs of ABCUSA, ABFMS and ABHMS appointed by the General Secretary in consultation with the appropriate respective ABCUSA National Secretary from ABFMS and ABHMS.
- (c) The World Relief Officer shall staff the Committee.
- (d) Any vacancy shall be filled by nomination and election or appointment as aforesaid.

14.7.2 Functions. The functions of the World Relief Committee shall include:

- (a) establishing policy, subject to the approval of the Board of General Ministries, with respect to the distribution of funds received from the One Great Hour of Sharing Offering, including the funding of the World Relief Office subject to budgetary provisions voted by the Board of General Ministries;
- (b) determining the allocations to be sent to cooperative bodies such as Church World Service and the Baptist World Aid; and
- (c) granting to National Program Boards and to Region Boards the administration of funds within the policies adopted by the Committee and approved by the Board of General Ministries.

Rule 14.8 Committee on Christian Unity and Interfaith Relations

14.8.1 Membership. There shall be an American Baptist Committee on Christian Unity and Interfaith Relations having at all times at least six (6) members nominated by

the President and elected by the Board of General Ministries. The Chairperson of the Committee shall be nominated by the President in consultation with the General Secretary and elected by the Board of General Ministries. Committee members shall be competent in any or all of the following areas:

- (a) theology and history of the Church (including American Baptist Churches);
- (b) the nature of ecumenical organizations of which ABCUSA is a member; and
- (c) interfaith relations.

The membership of the Committee shall include clergy, laymen, and laywomen.

14.8.2 Functions. The functions of the Committee on Christian Unity and Interfaith Relations shall include:

- (a) helping American Baptists achieve a wider understanding of the meaning of Christian unity;
- (b) holding conversations with other Christian bodies or other faith groups on authorization of the Board of General Ministries;
- (c) exploring what may be involved in a plan of union or federation with one or more other denominations on authorization of the Board of General Ministries and presenting any such plans to the Board of General Ministries for action;
- (d) developing plans to underwrite ABCUSA membership in various ecumenical bodies and recommending the plans for consideration by the Board of General Ministries Finance Committee; and
- (e) submitting to the Board of General Ministries in consultation with the General Secretary slates of nominees for election as members of the governing bodies of the ecumenical interfaith bodies to which ABCUSA belongs.

Rule 14.9

Rules of Procedure

Each committee or commission of the ABCUSA and each recognized Caucus of the ABCUSA shall fix its own rules of procedure, provided they are consistent with the Bylaws and these Standing Rules.

RULE 15

OFFICERS

Rule 15.1 General

15.1.1 Associate General Secretary.

15.1.1.1 In addition to the officers of ABCUSA provided for in Article XV, Section 1 of the Bylaws, there shall be an Associate General Secretary and Treasurer of ABCUSA. There also may be one or more Assistant Treasurers and one or more other Associate General Secretaries. The President shall nominate the Associate General Secretary and Treasurer, and any other Associate General Secretaries or other officers, including, an Assistant Treasurer or Assistant Treasurers, for appointment and approval by the Board of General Ministries, as required.

15.1.1.2 In addition to the duties prescribed in Rule 15.1.1.3 below, the Associate General Secretary and Treasurer shall perform such duties as from time to time may be assigned by the Board of General Ministries, the Executive Committee, or the General Secretary.

15.1.1.3 In addition to the duties prescribed in Rule 15.1.1.2, the Associate General Secretary and Treasurer shall in general have the power of and be responsible for the performance of all the fiscal duties incident to an office of treasurer: shall be responsible for the custody of the funds and securities of ABCUSA; shall be in charge of the disbursement of its money; shall cause full and accurate accounts of receipts and disbursements to be kept in books and records belonging to ABCUSA; shall cause such books of accounts and records to be exhibited at the office of ABCUSA to any of the members of the Board of General Ministries at any time upon request and shall cause a detailed statement to be rendered to the Board of General Ministries as often as the Board of General Ministries shall require it; shall cause the funds of ABCUSA to be deposited in such banks or trust companies as may from time to time be designated by the Board of General Ministries; and shall cause any securities of ABCUSA to be deposited with such banks or trust companies or in such vault or vaults as may from time to time be designated by the Board of General Ministries. The Associate General Secretary and Treasurer shall perform such other fiscal duties as from time to time may be assigned by the Board of General Ministries, the Executive Committee, or the General Secretary. In the absence or disability of the Associate General Secretary and Treasurer, any Assistant Treasurer shall have the fiscal powers and perform the fiscal duties of the Associate General Secretary and Treasurer as set forth in this Rule 15.1.1.3.

15.1.1.4 The Associate General Secretary and Treasurer, and any Assistant Treasurer, shall give a bond for the faithful exercise of such officer's duties in such sum, and with such surety, as the Executive Committee of the Board of General Ministries shall require. The cost of such bond shall be paid by ABCUSA.

Rule 15.2 President

[Reserved]

Rule 15.3 Vice-President

[Reserved]

Rule 15.4 Budget Review Officer

[Reserved]

Rule 15.5 General Secretary

- 15.5.1 Duties. The General Secretary, in addition to duties in the Bylaws (Section Article XV, Section 5) shall (a) organize the office of the General Secretary in consultation with the Executive Committee and supervise the work of its staff, which shall report to the Board of General Ministries through the General Secretary; and (b) have power, subject to the approval of the Board of General Ministries, to execute on behalf of ABCUSA legal instruments of any nature whatsoever.
- 15.5.2 Distribution of documents. The General Secretary, before distributing documents recommended to the Board of General Ministries for deliberation or action shall (in consultation with the sponsor) make, or cause to be made, such changes as may be necessary for the documents to express clearly what the Board of General Ministries is being asked to consider. If the sponsor will not accept the amended document, the document shall be distributed in its original form.
- 15.5.3 In the event of the extended absence of the General Secretary, whether by disability, sabbatical, voluntary or involuntary termination of service, or otherwise, the Executive Committee shall have the authority and responsibility to name an Acting General Secretary to serve for a period not to exceed 90 days. Thereafter, the Board of General Ministries shall have the authority and responsibility either to extend the term of the Acting General Secretary or to name an Interim General Secretary to serve at the pleasure of the Board of General Ministries.

Rule 15.6 National Secretaries

[Reserved]

Rule 15.7 Removal of Officers

In the case of proposed suspensions of authority to act of officers elected by the Biennial Meeting Delegates, the Board of General Ministries may suspend such authority by majority vote of the Board at a meeting at which a quorum is present after it has provided an opportunity for any such officer(s) to appear before the Board of General Ministries and present arguments why any such proposed suspension should not be implemented. In the case of proposed suspensions of authority to act of National Secretaries, the Board of General Ministries may suspend such authority by majority of the Board at a meeting at which a quorum is present vote after it has provided an opportunity for any such officer(s) and authorized representatives of the National Board of which such officer(s) is an Executive Director, to appear

before the Board of General Ministries and present arguments why any such proposed suspension should not be implemented. The majority vote decision of the Board of General Ministries shall be final and binding.

In the case of proposed suspensions of authority to act or removal from office of any other officer of ABCUSA, the procedures set forth in Section 801 of the ABCUSA Exempt Personnel Manual shall be followed, and if any such officer is suspended or terminated as an employee of ABCUSA pursuant to such Section, then the Board of General Ministries, by majority vote, shall have the authority and responsibility to suspend or terminate any such officer.

Rule 15.8 Bond

If required to do so by the Board of General Ministries, any elected or appointed officer shall give a bond for the faithful discharge of such officer's duties in such sum, and with such surety, as the Board of General Ministries shall require. The cost of any such bond shall be paid by the ABCUSA.

RULE 16
STAFF COUNCILS

- | | |
|------------------|---|
| Rule 16.1 | Staff Councils of the Denomination

[Reserved] |
| Rule 16.2 | National Executive Council

[Reserved] |
| Rule 16.4 | Regional Executive Ministers Council

[Reserved] |
| Rule 16.5 | National Leadership Council

[Reserved] |

RULE 17

ASSOCIATED MINISTRY ORGANIZATIONS

Rule 17.1 Qualifications

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 wholeheartedly 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 AMO will provide reports periodically as requested by the Board of General Ministries which ABCUSA may use in communicating the organization's ministries and activities to the denomination's constituencies.

Rule 17.2 Process

Any organization which meets the qualification of Standing Rule 17.1 may seek to become an Associated Ministry Organization of ABCUSA by (i) filing an application with the Board of General Ministries, (ii) receiving from the Board of General Ministries an invitation to become an Associated Ministry Organization, (iii) voting to accept such invitation, such acceptance to be given in writing to the General Secretary, and (iv) entering into a covenant with ABCUSA describing its relationship and defining the mutual expectations of each party. Such a covenant will be reviewed and reaffirmed at five-year intervals.

Rule 17.3 Legal Status

An Associated Ministry Organization shall be incorporated; must have its own governing board, a substantial portion of whose members are active members of American Baptist Cooperating Churches; define its own ministry; engage staff persons who are accountable to its governing board and insure its own financial solvency. An Associated Ministry Organization shall hold itself out as a separate entity from ABCUSA. ABCUSA will not be liable or otherwise responsible for the debts, obligations, or liabilities of an Associated Ministry Organization and an Associated Ministry Organization will not be liable or otherwise responsible for the debts, obligations or liabilities of ABCUSA or any other Associated Ministry Organization.

Rule 17.4 Relationships

An Associated Ministry Organization will not be a party to the Covenant of Relationships or its Statements of Agreement entered into by Regional and National ABC organizations. An Associated Ministry Organization shall relate to ABCUSA to foster recognition, communication, assistance and support, and may purchase services or space from ABCUSA as defined in individual agreements.

Rule 17.5 Termination

The relationship between ABCUSA and any Associated Ministry Organization may be terminated by either the Board of General Ministries or such organization as of December 31 of any year, by giving at least six (6) months prior written notice to the other party of its intention to do so, provided that either party initiating the termination shall not act without

giving the other party a reasonable opportunity to present its point of view concerning the proposed termination to the governing board of the initiating party.

RULE 18

MISCELLANEOUS

Rule 18.1 Instruments

All checks, drafts, orders, notes, deeds, security instruments, powers, and other legal instruments shall be executed on behalf of ABCUSA by such person or persons and in such manner as the Board of General Ministries may direct.

Rule 18.3 Seal

The corporate seal of ABCUSA shall be in such form as may be determined by the Board of General Ministries.

Rule 18.4 Notices

[Reserved]

Rule 18.5 Fiscal Year

[Reserved]

Rule 18.6 Investments

The Board of General Ministries shall have power to invest and reinvest and otherwise manage, dispose of, and control the assets of ABCUSA, and may from time to time direct the sale or other disposition of any part of the securities of ABCUSA or any rights or privileges pertaining thereto.

The Board of General Ministries may from time to time authorize such committees or persons as the Board may designate (i) to invest and reinvest the funds of ABCUSA subject to such guidelines as the Board of General Ministries may specify, or to formulate and recommend to the Board of General Ministries investment policies, and (ii) to execute and deliver on behalf of ABCUSA proxies in respect of securities owned by ABCUSA, appointing persons to represent and vote such securities at any meeting of the holders thereof, with full power of substitution, and to alter and rescind such appointments.

Rule 18.7 Compensation

No member of the Board of General Ministries, or officer of ABCUSA elected by Delegates to an ABCUSA Biennial Meeting shall receive, directly or indirectly, any salary, compensation, or emolument from ABCUSA except (i) for services rendered as such member of the Board of General Ministries, or officer and (ii) for professional and other services performed in any other capacity, and, in each case, only upon action taken by the Executive Committee at any meeting at which a quorum is present and in compliance with the ABCUSA Conflict of Interest Policy and applicable law. Any member of the Board of General Ministries whose compensation is under consideration at any such meeting of the Executive Committee shall not be counted toward such quorum nor shall such member vote upon any such action regarding such compensation. Notwithstanding the foregoing, payment may be made by ABCUSA to a member of the

Board of General Ministries, or officer of ABCUSA as reimbursement for reasonable expenses incurred in such person's capacity as a member of the Board of General Ministries, or officer.

Rule 18.8 Prohibition Against Sharing in Corporate Earnings

[Reserved]

Rule 18.9 Emergency Bylaws

[Reserved]

Rule 18.10 Indemnification

By resolution of the Board of General Ministries adopted pursuant to this Standing Rule, ABCUSA may, to the fullest extent permitted by law, indemnify and advance expenses to each individual made, or threatened to be made, a party to any action by reason of the fact that such individual is or was a member of the Board of General Ministries, officer, or employee of ABCUSA, or such individual, while serving as a member of the Board of General Ministries, officer or employee of ABCUSA, served any other corporation or entity in any capacity at the request of ABCUSA.

Rule 18.11 Adjudication

18.11.1 Process. To the extent provided for by the Covenant of Relationships and Its Related Statements of Agreement, and provided the involved covenanting parties agree to pursue the process of Adjudication set forth therein, whenever two (2) or more of the National Boards, the Regional Boards, and the Board of General Ministries differ on any matter, one shall send a written statement of the difference to the other(s) and the Boards shall try to resolve the differences among themselves. The Common Ground process, available from the General Secretary, is recommended for resolving any difference. If the parties are unable to resolve their difference(s), any of the boards may initiate Adjudication by sending a written request thereof to the General Secretary.

18.11.2 Nomination of Adjudicator. The General Secretary shall nominate to the differing parties an Adjudicator, usually the Board of General Ministries Executive Committee. If the Board of General Ministries is one of the differing parties, the National Leadership Council (or its Executive Committee, if so designated) shall serve as or nominate an Adjudicator.

18.11.3 Statement of nature of differences. When the differing boards have agreed to an Adjudicator they shall each slate the nature of the difference in writing to the adjudicator and shall appoint one (1) person to participate with the Adjudicator in the Adjudication process, without vote.

18.11.4 Role of General Secretary. The General Secretary shall participate in the Adjudication, without vote.

18.11.5 Role of Adjudicator. The Adjudicator, as deemed necessary by the circumstances, shall:

- (l) meet individually with each of the differing boards in any one or combination of modes; the Adjudicator may meet with:

- (a) the chief executive officer;
 - (b) the chief executive officer and the Executive Committee;
 - (c) the President;
 - (d) the President and the Executive Committee;
- (2) meet jointly with the differing boards, in any one or combination of modes; the Adjudicator may meet with:
- (a) the chief executive officers;
 - (b) the Presidents;
 - (c) the chief executive officers and Presidents together;
 - (d) the chief executive officers, Presidents, and up to three (3) lay members from each of their Executive Committees;
- (3) fairly and impartially hear all relevant evidence from all parties, following standard conflict resolution procedures, and reach a determination which is intended to be conciliatory and just; and
- (4) report in writing to all of the differing boards and to the General Secretary the adjudicated conclusion reached in "(3)," above.

18.11.6 Final decision. Provided that the involved parties have agreed to pursue the Adjudication process, the decision of the Adjudicator shall be final.

Rule 18.12 Definitions

18.12.1 "United States". The term "United States," as used in the Bylaws and in the Standing Rules, shall mean and include all of the states, the District of Columbia, Puerto Rico, territories, dependencies, and protectorates of the United States, and any other area where the United States has sovereignty. The words "state" or "states" as used in these Bylaws shall mean and include each and all of the foregoing.

18.12.2 "American Baptist Region".

[Reserved]

18.12.3 "Clergy".

[Reserved for input from the American Baptist Ministers Council.]

18.12.4 "Free Church Polity". The term "Free Church Polity" as used in the Bylaws and/or in the Standing Rules shall mean a system of church governance in which every local church is independent, ecclesiastically sovereign, or "autonomous". In the Baptist (free church) tradition, "autonomy" and "autonomous" refer to 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.

18.12.5 "Independent director". The term "Independent director" as used in the Bylaws, the Standing Rules, and/or any other policy of ABCUSA, shall mean someone who (1) is not an employee of ABCUSA or an affiliate currently or within the last three years, and does not have a relative who is a key employee of ABCUSA or an affiliate currently or in the last three years; (2) has not receive, and does not have a relative who has received, in any of the last three fiscal years, more

than \$10,000 in direct compensation from ABCUSA or an affiliate (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); and (3) is not a current employee of or does not have a substantial financial interest in, and entity that has made payments to, or received payments from, ABCUSA or an affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2% of ABCUSA's consolidated gross revenues; provided that "payment" does not include charitable contributions for purposes of this definition.

18.12.6 "Related Party". The term "Related Party" as used in the Bylaws, the Standing Rules and/or any other policy of ABCUSA shall mean (1,) a director, officer or key employee of ABCUSA or an affiliate, (2) any relative of a director, officer or key employee of ABCUSA or an affiliate, or (3) any entity in which any of the aforementioned individuals has a 35% or greater ownership or beneficial interest or , in the case of a partnership or professional corporation, a greater than 5% direct or ownership interest.

Rule 18.13 Captions

[Reserved]

Rule 18.14 Action by Vote

[Reserved]

Rule 18.15 Parliamentary Practice

18.15.1 *Robert's Rules of Order*. (Newly Revised) shall be the manual to guide ABCUSA in all matters of parliamentary practice not prescribed in the ABCUSA Bylaws or Standing Rules.

RULE 19
AMENDMENTS

- | | |
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| Rule 19.1 | Bylaws

[Reserved] |
| Rule 19.2 | Standing Rules

[Reserved] |

ADDENDUM #1

“WE ARE AMERICAN BAPTISTS”

(REVISED June 19, 1998)

American Baptists worship the triune God of the Bible, who is eternally one God in three persons. This one, true God is most clearly revealed to us in the incarnate Son, Jesus Christ our Lord.

American Baptists proclaim the Good News of the atoning death and resurrection of Jesus Christ, knowing that salvation (forgiveness of sins, release from guilt and condemnation, reconciliation with God) and eternal life are granted in grace to all who trust Jesus Christ as Savior and Lord. This Gospel is the central message of the Bible.

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

Although Baptists have produced numerous confessions to express our common understandings of Christian faith, we hold the Scriptures, the Old and New Testaments, as our final authority. We accept no humanly devised confession or creed as binding.

American Baptists affirm that God is sovereign over all and that this sovereignty is expressed and realized through Jesus Christ. Therefore, we affirm the Lordship of Christ over the world and the church. We joyously confess that Jesus Christ is Savior and Lord.

We are called in loyalty to Jesus Christ to proclaim the power of the Holy Spirit, the Good News of God's reconciling grace, and to declare the saving power of the Gospel to every human being and to every human institution. We celebrate Christ's charge to "make disciples of all nations" and to bear witness to God's redeeming reign in human affairs.

American Baptists are summoned to this mission in common with all Christians. With the whole body of Christ, we also believe that God has been revealed in Jesus Christ as in no other, and that "God was in Christ reconciling the world to Himself" (II Corinthians 5:18). We anticipate the day when every creature and all creation, on earth and beyond, will confess that Jesus Christ is Lord (Philippians 2:10-11).

God has given this particular community of believers called Baptists a distinctive history and experience. As we share in common with Christians everywhere, so Baptists everywhere celebrate a common heritage.

THEREFORE

With Baptist brothers and sisters around the world, we believe:

That the Bible is the final authority and trustworthy for faith and practice. It is to be interpreted responsibly under the guidance of God's Holy Spirit within the community of faith;

That the Church is a gathered fellowship of regenerated believers, a sign of the coming universal reign of God;

That the freedom to respond to the Lordship of Christ in all circumstances is fundamental to the Christian gospel and to human dignity; and

That witness to Christ is the ongoing task of every Christian and of every church.

Within the larger Baptist family, American Baptists emphasize convictions which direct our special task and ministry.

We affirm that God through Jesus Christ calls us to be:

A Redeemed People

:who claim a personal relationship to God through Jesus Christ;
:who follow the Lord in believer's baptism;
:who gather as a believer's church;
:who share in the meal of the kingdom known as the Lord's Supper;
:who honor the priesthood of all believers; and
:who live their faith as visible saints.

A Biblical People

:who affirm the centrality of Scripture in our lives;
:who pursue the study of God's inspired Word as a mandate for faith and practice; and
:who seek the guidance of the Holy Spirit for the understanding of Scripture, while respecting the common interpretation of Scripture within the community of believers.

A Worshiping People

:who gather regularly to praise God;
:who receive nourishment by communion with the Risen Christ;
:who share an open and public confession of faith; and

:who believe that personal devotion brings vitality to corporate celebration.

A Mission People

:who strive to fulfill the Great Commission to make disciples;
:who invite persons to receive salvation and follow Christ;
:who engage in educational, social, and health ministries;
:who seek justice for all persons; and
:who provide prayer and financial support to sustain a worldwide mission outreach.

An Interdependent People

:who affirm the Church's unity as given in Jesus Christ;
:who gladly embody in our practice the ministry of the whole people of God;
:who recognize God's gifts for ministry and honor all offices of pastoral ministry;
:who live and work together "in association;" and
:who bring the free church tradition to cooperative and ecumenical Christianity.

A Caring People

:who care for the needy, the weak, and the oppressed;
:who care for the earth and for all its creatures;

An Inclusive People

:who, gifted by a variety of backgrounds, find unity in diversity and diversity in unity;
:who embrace a pluralism of race, ethnicity, and gender; and
:who acknowledge that there are individual differences of conviction and theology.

A Contemporary People

:who have a remembrance for the past and a vision for the future;
:who are committed to religious liberty and to the separation of church and state;
:who call our present world to make Jesus Christ Lord of all life; and
:who trust the Holy Spirit for insight and power to live in the present age.

We further believe

:That God has called us forth to such an hour as this;
:That we live with a realizable hope;
:That all things are held together in Christ;

:That all creation will find its ultimate fulfillment in God;
:That we shall see the One whose we are; and
:That Jesus shall reign for ever and ever.

ADDENDUM #2

QUALIFICATIONS, FUNCTIONS AND COMMITMENTS OF DIRECTORS

QUALIFICATIONS:

1. Commitment to Jesus Christ and the whole mission of the church to evangelize, educate and encourage.
2. Understanding of and respect for the purpose, history, diversity and tradition of ABCUSA and its ministries.
3. Active membership in a contributing ABCUSA church and Region and demonstration of individual commitment to support its missions financially.
4. Regular participation and involvement in board and committee meetings and willingness to contribute your unique skills and abilities.
5. The ability to listen, negotiate and reconcile while seeking to discern the mind of Christ and to build up this community of faith.
6. The ability to lead as well as serve, to envision the future as well as plan for it.
7. The desire to study and grow in your Christian faith and your understanding of the work of Christ in our world today.
8. The ability to communicate to others the goals, programs and ministries of ABCUSA.

TIME COMMITMENT: You should plan to spend at least

- two and one half days plus travel time for initial orientation
- three to four days twice per year plus travel and preparation time for meetings (Mid-June and late November or early December)
- two to three days per year for communication, interpretation and advocacy in your Region
- annual or biennial Region meetings (for At-large Directors)
- other time as is mutually agreed on for extra committee, commission or task force meetings.

FUNCTIONS:

1. Active learning and Policymaking. You will receive reports from staff, proposals for budgets, readings for policy statements and resolutions and letters from your constituency. It is vital that you take responsibility for your own education on these matters so that the decisions we make are responsible and informed. The Board of General Ministries is the primary policy making body of ABCUSA. This includes electing persons to offices and committees, voting on budgets and policies and program direction.

2. Evaluation and oversight. Representatives are responsible for holding denominational staff accountable to our policies and program direction. All evaluation should be done candidly, constructively and directly.

3. Affirmation and encouragement. Staff members and missionaries work on behalf of all of us. It is our role to encourage and pray for each of these, including the work of the local church. Words of appreciation, questions for clarification, suggestions and resources are all appropriate ways to fulfill this function. Your active participation in committee meetings will also provide encouragement.

4. Envisioning and creative input. We are a "think tank" to envision the future God has planned for us. We are more than the sum of our parts as we energize each other with ideas, reflections and visions. In this way, the Holy Spirit can work through our diversity to bring a unity of mission. This in turn determines the direction of our denomination and each of its ministries.

5. Communication and constituency relations. We are also channels for two-way communication between our constituencies and denominational leadership. It is our task to be interpreters of the actions of the Board of General Ministries and advocates for the work of our denomination as a whole. Each of us has particular spheres of activity (church, Region and other bodies) in which we can exercise this role; we represent the denomination in those spheres. Acting as a messenger from constituents involves an exercise of judgment: it is important that widely held views and other significant elements of opinion be reported; but every individual letter a Director receives cannot be afforded Board of General Ministries time.

6. Financial stewardship. Each Director has a responsibility to contribute personally and to aid in the task of raising mission dollars. Such a responsibility comes with membership on any board of any organization. It is denominational policy to expect that we tithe and promote tithing in our churches.