

## **Review of the Special Director Clause**

The purpose of the Special Director clause is to ensure that the National Boards of the American Baptist Churches remain American Baptist. It surfaced at the time that the National Boards went through a restructuring that included a decoupling of the directors of the boards. Prior to the restructuring, the Directors of the ABHMS and IM were all members of the General Board (The corporate board for the ABCUSA Office of the General Secretary). With the guarantee of continued ABC connection absent due to the dismantling of the General Board, another tool was put into place to ensure the ABC connection of all National Boards. The explanation given at the time is that the Special Director has the authority to call for additional approval of the Board of General Ministries on a vote of a particular National Board if that National Board is voting on a bylaw that would alter that board's relationship with the ABC.

The language of the Special Director was not in the original restructuring proposal. The restructuring proposal, however, did not pass when it was presented for vote at the 2009 Biennial. One of the reasons was the lack of assurance that the National Boards would remain ABC. To address this, a Special Director clause was added.

Each of the National Boards agreed to add a Special Director to their board.

In addition to the BGM appointing a Special Director to each of the National Boards, the ABCUSA Bylaws allow for the appointment of a Special Director to BGM...

"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."  
(ABCUSA Bylaws Article X. Section 1.c)

Minutes of a September 2011 meeting of the National Executive Council (NEC) show that the NEC declined to appoint a Special Director to the BGM...

The National Executive Council meets in September of 2011. One item on the agenda is "Special Directors." The then-CEOs of IM, ABHMS, and MMBB all agree that, "if legally possible a current BGM director may be named by BGM to serve as our mutual Special Director to that board."

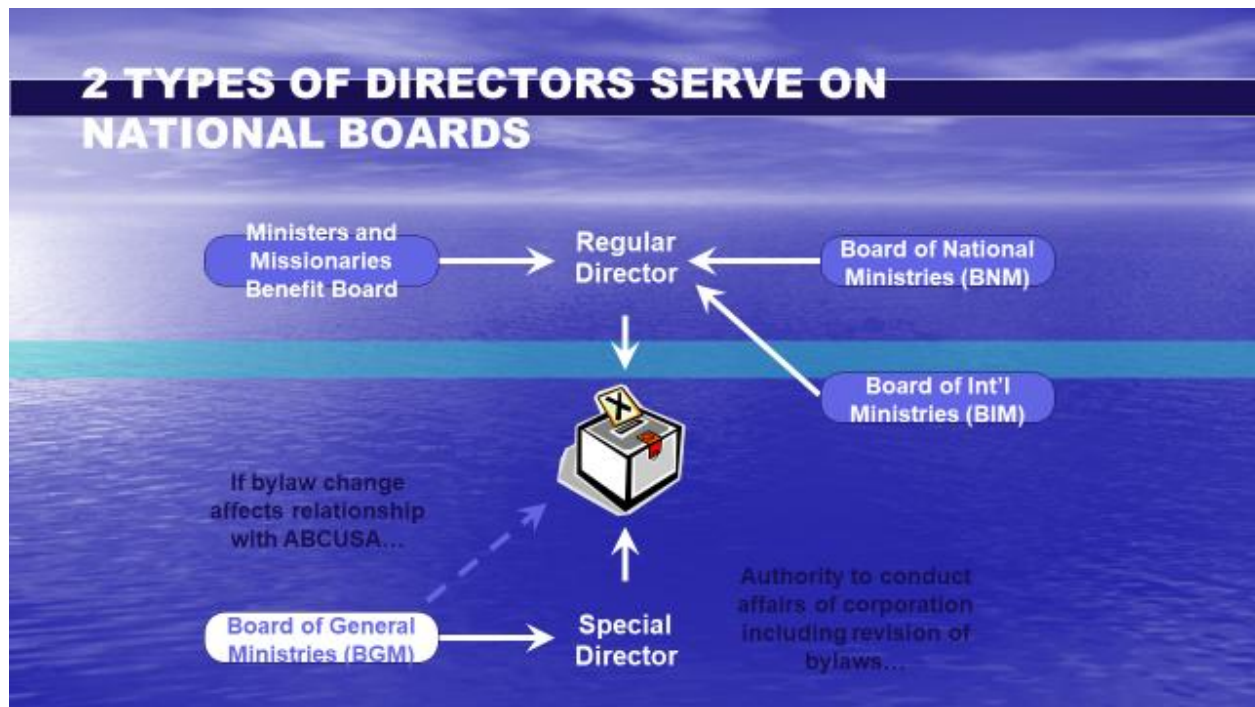
One other reference to a Special Director is included in the current ABCUSA Bylaws, noting that any change in the language of a Special Director in the ABCUSA Bylaws, must also be approved by the National Boards...

"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.” (ABCUSA Bylaws Article XIII. Section 1)

Question: What language is included in the National Boards Bylaws regarding a Special Director?

A PowerPoint slide developed in 2012 shows the relationship of the Special Director to the National Boards and the Board of General Ministries...



In addition to the added clause of a Special Director, a number of suggested practices were approved by the NEC on June 24, 2015 to encourage the interrelatedness of the National Boards and BGM...

**Stated in a wide variety of ways, the group strongly felt that while current efforts towards decentralization in our denomination are important and necessary, we must be intentional about expressing our interrelatedness and developing common practices to do so while also dismantling a number of interlocking structures. (NEC Notes 6-24-2015)**