

Proposed 2017 Amendments
Draft Dated 01/30/2017
Red Font – Presented at 2015 Biennial
Blue Font – Approved by BGM November 2016

BYLAWS

of

American Baptist Churches in the U.S.A.

(A New York Not-for-Profit Corporation)

As Amended Effective January 1, 2012

Published by ABCUSA
Valley Forge, PA
19482-0851

ABCUSA Bylaws

Table of Contents

PROLOGUE	6
Declaration	6
Our Faith in the Bible	6
Our Commitment	6
Statement of Purpose	6
BYLAWS	
ARTICLE I. CONSTITUENCIES	8
ARTICLE II. MEMBERSHIP	9
ARTICLE III. INTENTIONALLY OMITTED	9
ARTICLE IV. DELEGATES TO BIENNIAL MEETING	11
Section 1. Qualifications	11
Section 2. Election	11
(a) Cooperating Churches	11
(b) Regional Organizations	12
Section 3. Biennial Meetings	12
(a) Time and Place of Meetings	12
(b) Action by Delegates	12
(c) Chair of Biennial Meeting	12
(d) List of Delegates	12
(e) Functions of Biennial Meeting	13
Section 4. Mission Summit	13
ARTICLE V. COOPERATING CHURCHES	14
Section 1. Qualifications	14
Section 2. Decision by Regional Board	14
Section 3. Participation in Mission Summit	14
ARTICLE VI. REGIONAL ORGANIZATIONS; REGIONAL BOARDS	15
Section 1. Regional Organization	15
Section 2. Regional Board	15
Section 3. Participation in Meetings	15
Section 4. Participation in the Mission Summit and Mission Table	15

ARTICLE VII. MISSION TABLE	16
Section 1. Participation and Composition	16
Section 2. Nominations	16
Section 3. Mission	16
Section 4. Administration and Resourcing	16
 ARTICLE VIII. COVENANTS OF THE DENOMINATION	 18
Section 1. The Covenant of Relationships and Statements of Agreement	18
Section 2. Other Covenants and Agreements	18
Section 3. Amendment and Termination	18
 ARTICLE IX. MEETINGS OF MEMBERS	 19
Section 1. Annual Meetings	19
Section 2. Special Meetings	19
Section 3. Notice	19
Section 4. Action by Members	19
Section 5. Chair of Meetings	19
Section 6. Annual Reports	19
(a) Report of the Board of General Ministries	19
(b) Reports of National Boards	20
(c) Reports on Mission Table Priorities	20
 ARTICLE X. BOARD OF GENERAL MINISTRIES	 22
Section 1. Members of the Board of General Ministries	22
Section 2. Corporate Action	24
Section 3. Meetings of the Board of General Ministries	24
(a) Time and Place of Meetings	24
(b) Action by Board of General Ministries	24
(c) Action without a Meeting	24
(d) Chair of Meetings of the Board of General Ministries	24
(e) Participation in Meetings	24
(f) Conference Telephone Meetings	25
(g) Other	25
Section 4. Functions of the Board of General Ministries	25
Section 5. Ratification of Decisions by Regional Boards and Delegates in Biennial Meetings	27
Section 6. Ratification of Decisions by Regional Boards	27
 ARTICLE XI. COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES	 28
Section 1. Standing and Special Committees	28
Section 2. Executive Committee	28
Section 3. Membership of the Executive Committee	28
Section 4. Board of General Ministries Commissions	28

ARTICLE XII. PUBLIC WITNESS STATEMENTS; EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS	30
Section 1. Public Witness Statements	30
Section 2. Existing American Baptist Policy Statements and Resolutions	30
 ARTICLE XIII. NATIONAL BOARDS	 31
Section 1. General	31
Section 2. Executive Director/National Secretary	31
 ARTICLE XIV. COMMITTEES AND GROUPS OF THE ABCUSA	 32
Section 1. Committees, Commissions, and Councils	32
Section 2. Nominating Committee	32
Section 3. Biennial Program Committee	32
Section 4. Caucus	32
Section 5. Joint Review Committee on Nominations	32
Section 6. Finance Committee	32
Section 7. World Relief Committee	32
Section 8. Committee on Christian Unity and Interfaith Relations	32
 ARTICLE XV. OFFICERS	 34
Section 1. General	34
Section 2. President	35
Section 3. Vice President	35
Section 4. Budget Review Officer	36
Section 5. General Secretary	36
Section 6. National Secretaries	36
Section 7. Removal of Officers	36
 ARTICLE XVI. STAFF COUNCILS	 37
(a) National Executive Council	37
(b) Regional Executive Ministers Council	37
(c) National Leadership Council	37
 ARTICLE XVII. ASSOCIATED MINISTRY ORGANIZATIONS	 39
 ARTICLE XVIII. MISCELLANEOUS	 40
Section 1. Notices	40
Section 2. Fiscal Year	40
Section 3. Compensation	40
Section 4. Prohibition against Sharing in Corporate Earnings	40
Section 5. Emergency Bylaws	40
Section 6. Adjudication	41
Section 7. Definitions	41
Section 8. Captions	41
Section 9. Action by Vote	41

Section 10. Addendum	41
ARTICLE XIX. AMENDMENTS	42
Section 1. Bylaws	42
Section 2. Standing Rules	42
ADDENDUM:	43
“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.

34
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]

69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91

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.

92 **ARTICLE II**
93 **MEMBERSHIP**
94
95

96 On and after January 1, 2012, the membership of American Baptist Churches in the
97 U.S.A. (herein "ABCUSA") shall, consistent with the Act of Incorporation of ABCUSA and the
98 laws of the State of New York, consist of: those persons serving as At-Large Directors, General
99 Directors and Ex Officio Directors on the Board of General Ministries pursuant to Article X.
100

101 Members shall have (i) the exclusive right to elect up to five General Directors to the Board of
102 General Ministries, (ii) subject to the provisions of Article X, Section 5 of these Bylaws, the
103 right, to approve any and all amendments or other changes to the Act of Incorporation of
104 ABCUSA, and (iii) subject to the specific rights accorded to the Delegates elected by the
105 Constituency of Cooperating Churches and by the Constituency of Regional Organizations as
106 referred to in the next succeeding paragraph hereof, any other rights accorded to Members under
107 the New York Not-for-Profit Corporation Law (or any successor thereto).
108

109 The Delegates elected by the Constituency of Cooperating Churches and by the
110 Constituency of Regional Organizations shall have, when assembled at their Biennial Meeting,
111 (i) the exclusive right to elect At-Large Directors to the Board of General Ministries, (ii) the
112 exclusive right to elect the President, Vice President and Budget Review Officer of ABCUSA,
113 and (iii) the right to approve any and all amendments or other changes to these Bylaws, subject to
114 the consent provisions specified in Article XIX , Section 1 of these Bylaws.
115

116 All Members and Delegates, voting as separate classes, shall each be entitled to one (1)
117 vote at any meeting at which they are present and shall in all other respects have the powers,
118 rights, and duties specified for each of them, respectively, under these Bylaws.
119
120
121

122 **ARTICLE III - [INTENTIONALLY OMITTED]**
123

124 To calculate the number of delegates each church may send to the Biennial Mission Summit, we use data
125 from the local church annual report forms indicating membership and giving levels. There are two
126 problems:
127

1281. We are supposed to use church statistics from the annual report form for the year preceding the BMS.
129 The reports are due in March and, if they are on time, they are still too late for the registration process
130 which is already well underway by March.
131 We would prefer to use data for 2015 which is just now coming in.
132

1332. Only 38% of churches are submitting an annual report form.
134 We might consider calculating the number of delegates for each church based on reports from the past 5
135 years. If the church has submitted a report during that time, we'd use that info. If the church has not
136 submitted a report during that time, we would assign a minimum number of 2 delegates per church.
137 [Delegate numbers for a local church usually run from 2 to 6.]

138 Note: our statistician is now compiling a report that will show us which churches give money. The
139 delegate count is based on an equation of mission giving and number of members. Even if the church
140 does not file an annual report, we will be able to see which churches gave money. For what that is worth.
141 It might at least indicate the church is still functioning.
142

143 One idea is to send a letter to each church encouraging them to submit a 2015 form by Sept. 1, 2016 to
144 be included in these calculations. (This would be the 2015 form that was due in March this year!)

145

146 Another note: It is possible that some of the low reporting could be attributable to language differences or
147 cultural perspectives. We want to be careful and generous in finding a way to determine delegate
148 allowances.

149

150
151 **ARTICLE IV**
152 **DELEGATES TO BIENNIAL MEETING**
153

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

163
164 **Section 2. Election.**

- 165
166 (a) Cooperating Churches. Each Cooperating Church may elect from its membership:
167
168 (i) two (2) Delegates;
169
170 (ii) one (1) additional Delegate for every one hundred (100) members of such
171 Church in excess of the first fifty-one (51) members **(as reported in the most**
172 **recent annual report received during the five-year period preceding the**
173 **Biennial Meeting)**;
174
175 (iii) one (1) additional Delegate if (~~in the case of Churches within Regions that~~
176 ~~have elected pursuant to~~ the United Stewardship Plan or any successor
177 thereto) such Church's per capita giving to the American Baptist "Total
178 United Mission" (or any successor thereto) plus the four denomination wide
179 offerings of America for Christ, Retired Ministers and Missionaries Offering,
180 World Mission Offering and One Great Hour of Sharing, ~~or (in the case of~~
181 ~~Churches within Regions that have elected the Flexible Stewardship Plan or~~
182 ~~any successor thereto) such Church's per capita giving to the total of the~~
183 ~~General Ministries Option, the United Mission Option and the AB Women's~~
184 ~~Ministries Love Gift (or any successor thereto) plus the four denomination~~
185 ~~wide offerings of America for Christ, Retired Ministers and Missionaries~~
186 ~~Offering, World Mission Offering and One Great Hour of Sharing, in each~~
187 ~~case in the calendar year~~ **(as reported in the most recent annual report**
188 **received during the five-year period** preceding the Biennial Meeting)
189 equaled \$100, plus one (1) additional Delegate for each whole number
190 multiple of \$50 of such per capita giving in excess of \$100 in such year; and
191
192 (iv) one (1) additional Delegate for each whole number multiple of \$10,000 of (~~in~~
193 ~~the case of Churches within Regions that have elected pursuant to~~ the United
194 Stewardship Plan or any successor thereto) such Church's total giving to the
195 American Baptist "Total United Mission" (or any successor thereto) plus the
196 four denomination wide offerings of America for Christ, Retired Ministers
197 and Missionaries Offering, World Mission Offering and One Great Hour of

198 Sharing, ~~or (in the case of Churches within Regions that have elected the~~
199 ~~Flexible Stewardship Plan or any successor thereto) such Church's per capita~~
200 ~~giving to the total of the General Ministries Option, the United Mission~~
201 ~~Option and the AB Women's Ministries Love Gift (or any successor thereto)~~
202 ~~plus the four denomination wide offerings of America for Christ, Retired~~
203 ~~Ministers and Missionaries Offering, World Mission Offering and One Great~~
204 ~~Hour of Sharing, in each case~~ in the calendar year (as reported in the most
205 recent annual report received during the five-year period preceding the
206 Biennial Meeting). If any question shall arise with regard to the number of
207 Delegates to which a Cooperating Church is entitled, the determination of the
208 General Secretary shall be conclusive with respect thereto.

- 209
210 (b) Regional Organizations. Each Regional Organization may elect five Delegates from
211 the membership of the Cooperating Churches within its area.
212

213 **Section 3. Biennial Meetings.**

- 214
215 (a) Time and Place of Meetings. Delegates shall meet biennially in odd-numbered
216 years at such time and place within or without the State of New York as shall be
217 fixed by action of the Board of General Ministries. Such time and place shall be set
218 forth in the notice of the meeting, which shall be published, not less than thirty (30)
219 days prior to the meeting, in the official publication of ABCUSA, designated as such
220 in the Standing Rules, distributed to Cooperating Churches and Regional
221 Organizations.
222
- 223 (b) Action by Delegates. At each Biennial Meeting, one-third (1/3) of the Delegates
224 registered with the General Secretary prior to convening the Delegates for the first
225 order of business of the Biennial Meeting, present in person, shall constitute a
226 quorum, provided that at least one Delegate is registered from each of at least two
227 hundred (200) Cooperating Churches which are located within the areas of at least
228 ten (10) Regional Organizations. Attendance by proxy will not be permitted. If at
229 any Biennial Meeting there shall be no quorum present, the Delegates present shall
230 have power to adjourn the Meeting from time to time until a quorum is present and
231 no notice of any such adjourned Meeting need be given. At all Biennial Meetings
232 each Delegate shall be entitled to one (1) vote. Except as otherwise provided by
233 applicable law or in Article XIX, a majority of the votes cast by the Delegates
234 present, as provided in Article XVIII, Section 9, shall determine the vote of the
235 Delegates.
236
- 237 (c) Chair of Biennial Meeting. The President, or in the President's absence, the Vice
238 President, or in the absence of both, a person chosen by the Meeting, shall preside at
239 all Biennial Meetings.
240
- 241 (d) List of Delegates. The General Secretary shall cause to be prepared by the close of
242 the final session of every Biennial Meeting a list of names and addresses of the
243 Delegates registered from each Cooperating Church and Regional Organization.
244 Such list shall be designated for historical purposes as the official list of the
245 Delegates for that Biennial Meeting.

- 246
247 (e) Functions of Biennial Meeting. The functions of the Biennial Meeting shall include
248 election of the President, the Vice President, and the Budget Review Officer; election
249 of At-Large Directors to the Board of General Ministries pursuant to Article II
250 above; celebration; inspiration; development of fellowship; the sharing of
251 information relating to the ABCUSA's budget and the actions of the Board of
252 General Ministries; the receiving of reports from the Denomination's National
253 Boards and other mission partners as set forth in the Standing Rules; training in
254 mission and leadership skills; serving as the venue for the Mission Summit; the
255 receiving of reports on Mission Table priorities and the celebrating of successes; and
256 such other functions as the Board of General Ministries may determine.
257

258 **Section 4. Mission Summit.**

259
260 (a) Mission Summit experiences are woven throughout the Biennial Meeting and are
261 intended to capture the input of the Biennial, the largest number of American
262 Baptists gathered in one place, as it provides a venue for examining the world
263 landscape for those issues and concerns calling for a mission response from
264 American Baptists as they seek to be healthy missional churches that nurture devoted
265 disciples of Jesus Christ who live their lives in mission and ministry for the healing
266 of the world through the love of God. The Mission Summit is the place and the time
267 when American Baptists with diverse backgrounds, contexts and characteristics sit
268 together, reflecting and discussing what this people of God can do in Christ's name
269 in our world. The goal of the Mission Summit is to discern and articulate broad
270 priorities for American Baptists for the upcoming biennium and beyond.
271

272 (b) In the Mission Summit, Biennial participants learn of critical trends impacting
273 the mission and ministry of the church within and without the United States;
274 participate in mission reflection and workshops based on the best practices of
275 congregations, regions and boards; and experience opportunities to network with
276 people and congregations sharing similar mission contexts and emphases. Essential
277 to the success of both the Mission Summit and the Mission Table is the sharing of
278 information among all units of the denomination. Thus, in preparation for any
279 Mission Summits, churches, regions, program board, and related institutions are
280 encouraged and expected to share their concerns, hopes and mission priorities.
281

282 (c) The Mission Summit has at its very heart, the mission of the local church and
283 strengthening healthy missional congregations who can join with other local
284 churches, as well as Regions and National bodies, to impact the global American
285 Baptist mission. The Mission Summit will seek to surface a large number of ideas
286 and programs, in order to bring to light a wide breadth of mission efforts being
287 worked upon by the American Baptist family, and give focus to American Baptist-
288 wide mission for years to come. The deliberations of the Mission Summit shall
289 include a consideration of implications for the ministry of the local church.
290

291 (d) The Mission Table shall receive the reports and recommendations of the Mission
292 Summit. A formal report of the Mission Summit proceedings, and in particular,
293 communication of any broad denominational priorities articulated at the Mission

294 Summit, shall be communicated to the Mission Table in advance of its next meeting
295 and shall be published in the official American Baptist Denominational publication
296 in use at that time.
297
298
299

300
301 **ARTICLE V**
302 **COOPERATING CHURCHES**
303

304
305 **Section 1. Qualifications.** Every Baptist church in the United States (as defined in
306 Article XVIII, Section 7) which cooperates in the work of the Denomination in accordance with
307 the Criteria for Cooperating Churches, as defined in the Standing Rules, may become a
308 Cooperating Church of ABCUSA ("Cooperating Church") for the purposes of these Bylaws.
309 Upon their determination by the Board of General Ministries and the Regional Boards acting
310 jointly, the Criteria for Cooperating Churches shall be incorporated into the Standing Rules by
311 the Board of General Ministries.
312

313
314 **Section 2. Decision by Regional Board.** A Baptist church that wishes to become a
315 Cooperating Church shall file an application for such status with the Regional Board of that
316 Regional Organization to which it wishes to apply pursuant to the Standing Rules. The general
317 practice is to apply to the Regional Organization within the geographical area in which the
318 applying church is located, but the church is permitted to apply to any Regional Organization.
319 The Regional Board shall receive and dismiss any such church as a Cooperating Church in
320 accordance with this Article V, the Standing Rules, and the Criteria for Cooperating Churches.
321 Any church so received by a Regional Board shall be a Cooperating Church of both ABCUSA
322 and the Regional Organization. Each Regional Board shall report to the Board of General
323 Ministries its acceptance or dismissal of any church as a Cooperating Church. The Standing
324 Rules shall state a procedure for the appeal to the Board of General Ministries of a Regional
325 Board's decision with respect to the acceptance or dismissal of any church as a Cooperating
326 Church.
327

328 **Section 3. Participation in Mission Summit.** Each Cooperating Church will be invited
329 to participate in the Mission Summit and will be encouraged to report on the ways it has
330 responded to ABCUSA mission initiatives and to recommend continuing and new mission
331 initiatives.
332

333
334
335
336
337
338
339

**ARTICLE VI
REGIONAL ORGANIZATIONS;
REGIONAL BOARDS**

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

346
347 **Section 2. Regional Board.** The board of directors or similar body that manages any
348 Regional Organization shall be known as a Regional Board, for the purposes of these Bylaws.

349
350 **Section 3. Participation in Meetings.** The chief executive officers of the Regional
351 Organizations shall have the right to speak when in attendance at meetings of the Board of
352 General Ministries or of the National Program Boards.

353
354 **Section 4. Participation in the Mission Summit and Mission Table.** Each American
355 Baptist Region will be expected to participate in the Mission Summit and Mission Table, to
356 report on the ways it has responded to ABCUSA mission initiatives, and to recommend
357 continuing and new mission initiatives, including partnerships with other units of the
358 denomination.

361
362 **ARTICLE VII**

363
364 **MISSION TABLE**

365
366
367 **Section 1. Participation and Composition.** ABCUSA shall participate in the Mission Table.
368 The Mission Table is a focused group of American Baptist clergy, laity and staff persons charged
369 with receiving the input from the Mission Summit (see Article IV, Section 3(f) above) as they
370 work as a substantive missional think tank on behalf of the Denomination. The Mission Table
371 will be composed of people representing the broad spectrum of American Baptist mission
372 partners. The Mission Table shall include: one local church participant for each Region; the
373 President of the ABCUSA, who shall chair the Mission Table; the Vice President of ABCUSA;
374 the General Secretary and three others from the Office of the General Secretary; the Presidents,
375 the Executive Directors plus two additional staff members each from ABFMS and ABHMS; the
376 President, the Executive Director plus one additional staff member from MMBB; the Executive
377 Ministers from each Region; the American Baptist Inter-Caucus President and one representative
378 from each of the recognized caucuses of the American Baptist caucus network; one each from
379 American Baptist Assembly, American Baptist Foundation, American Baptist Homes and Caring
380 Ministries, and American Baptist Men; the President and Executive Director of American Baptist
381 Historical Society, American Baptist Women’s Ministries and the Ministers Council of American
382 Baptist Churches in the U.S.A.; the President of the American Baptist Extension Corporation;
383 three representatives from American Baptist seminaries; and three from American Baptist
384 colleges.

385
386 **Section 2. Nominations.** The Region local church representatives shall come from nominations
387 by each of the Regions. Each Region will suggest five people to the ABCUSA (National)
388 Nominating Committee which shall, in turn, select one person from the five provided by the
389 Region in order to provide a group which is representative of the Denomination. As the church,
390 American Baptists are called to mirror God’s intent to the world. Accordingly, Regions will be
391 encouraged to submit diverse nominees based on the following: urban, suburban, rural, large,
392 small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay;
393 physical ability; and economic class. The Nominating Committee is mandated to ensure that the
394 diversity of the Mission Table accurately reflects or mirrors the diversity of the American Baptist
395 Denomination. The Nominating Committee will review the names sent by the Region to ensure
396 diversity and will report back to each Region and the National Leadership Council if names
397 submitted do not meet the level of diversity needed to enable mutual accountability.

398
399 **Section 3. Mission.** At the Mission Table the key mission partners of the Denomination,
400 together with the representative pastors and laity, will endeavor to further refine and pursue areas
401 of common mission emphases articulated by their respective constituencies and the Mission
402 Summit, making recommendations for, and committing to, areas of action. The Mission Table’s
403 sole focus will be the furtherance of God’s mission through American Baptists, not the
404 institutional life of the Denomination, so that staff of the mission partners and congregations can
405 effectively network around shared responsibilities and priorities.

406
407 **Section 4. Administration and Resourcing.** The Board of General Ministries, through the
408 Office of the General Secretary, shall be responsible for administering and resourcing the

409 Mission Table. However, because the Denomination's mission partners are a part of the Mission
410 Table, the mission partners will be responsible for carrying back to their boards and agencies for
411 implementation the implications of the Mission Table's work for them. In order for the initiation
412 and exchange of information to be achieved, the Board of General Ministries will be assigned the
413 role of gathering, publishing, and disseminating the relevant reports in preparation for and
414 resulting from the Mission Summit and Mission Table.

415

416

417
418
419
420
421
422
423
424
425
426
427
428
429
430
431
432
433
434
435
436
437
438
439
440
441
442

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.

443
444
445
446
447
448
449
450
451

ARTICLE IX
MEETINGS OF MEMBERS

452
453
454
455

Section 1. Annual Meetings. The annual meeting of Members shall be held 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.

456
457
458
459
460

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

461
462
463
464
465
466
467
468
469
470

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

471
472
473
474
475
476
477
478
479
480
481
482
483
484
485
486
487
488
489
490

Section 4. Action by Members. At all meetings of Members, a majority of the Members, present in person, shall constitute a quorum. Attendance by proxy will not be permitted. 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 Members each Member shall be entitled to one (1) vote. Except as otherwise provided by applicable law or elsewhere in these Bylaws when voting by class of Members is required, a majority of the votes cast by the Members present, as provided in Article XVIII, Section 9, shall determine the vote of the Members.

Section 5. Chair of Meetings. 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 meetings of the Members.

Section 6. Annual Reports.

(a) Report of the Board of General Ministries.

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

(1) the assets and liabilities, including the trust funds, of ABCUSA as of the 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

491 ABCUSA during the year immediately preceding the date of the report;

492
493 (3) the revenue or receipts of ABCUSA, both unrestricted and restricted to
494 particular purposes, for the year immediately preceding the date of the report;

495
496 (4) the expenses or disbursements of ABCUSA, for both general and
497 restricted purposes, during the year immediately preceding the date of the
498 report; and

499
500 (5) the number of Members as of the date of the report, together with a
501 statement of increase or decrease in such number during the year immediately
502 preceding the date of the report, and a statement of the place where the names
503 and places of residence of the current Members may be found.

504
505 (b) Reports of National Boards.

506
507 At each such annual meeting of Members and at each Biennial Meeting, the Board of
508 General Ministries shall also submit a report of each National Board
509 provided to it by such National Board, verified by the President and the financial
510 officer of the corporation managed by such National Board, or by a majority of the
511 members of such National Board, or certified by an independent public accountant or
512 a firm of such accountants, showing in appropriate detail the following:

513
514 (1) the assets and liabilities, including the trust funds, of the corporation
515 managed by such National Board as of the end of a twelve-month fiscal period
516 terminating not more than six (6) months prior to the meeting of such
517 corporation at which the report is presented;

518
519 (2) the principal changes in assets and liabilities, including trust funds, of the
520 corporation managed by such National Board during the year immediately
521 preceding the date of the report;

522
523 (3) the revenue or receipts of the corporation managed by such National
524 Board, both unrestricted and restricted to particular purposes, for the year
525 immediately preceding the date of the report; and

526
527 (4) the expenses or disbursements of the corporation managed by such
528 National Board, for both general and restricted purposes, during the year
529 immediately preceding the date of the report.

530
531
532 In addition, at each annual meeting of the Board of General Ministries, each National
533 Board shall be provided with the opportunity to present an annual report of the proceedings and
534 work of the corporation managed by such National Board.

535
536 (c) Reports on Mission Table Priorities.

537
538 At each such annual meeting of Members and at each Biennial Meeting, the Board of

539 General Ministries shall also submit reports on progress made toward denominational
540 priorities identified by the Mission Table process.

541

542

543 The foregoing annual reports shall be filed with the records of ABCUSA and either a
544 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.

593
594
595
596
597
598
599
600
601
602
603
604
605
606
607
608
609
610
611
612
613
614
615
616
617
618
619
620
621
622
623
624
625
626
627
628
629
630
631
632
633
634
635
636
637
638
639
640

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

641 the vacancy is for an At-Large Director, the nomination must be for a person from the Region
642 from which the vacating director was elected. Each director so elected shall hold office for the
643 remainder of the unexpired term for which so elected, and if the unexpired term is less than two
644 years, shall be eligible for reelection to two additional consecutive 4-year terms if nominated.
645

646 **Section 2. Corporate Action.** Every meeting of the persons who are from time to time
647 both the Members and the Directors of the corporation at which there is a quorum shall be
648 deemed to be and shall be a meeting both of the corporation and of the Board of General
649 Ministries and any action taken at such meeting shall be deemed to be and shall be the action of
650 the Members or the Directors or both insofar as such action by either or both of such bodies is
651 authorized by law. Action taken at such meetings, in the capacity of Members or Directors, shall
652 be recorded in one set of minutes, which need not distinguish between the different capacities in
653 which action is taken. Any notice or waiver of notice of a meeting of Members or Directors shall
654 be deemed to be and shall be a notice of waiver respectively of a meeting in both capacities.
655 Whenever the phrase "meeting of the Board of General Ministries" or the equivalent is used in
656 these Bylaws or the Standing Rules, it shall be construed to mean a meeting in the double
657 capacity of Members and Directors, unless the meaning is limited by the context to a meeting in
658 one or the other single capacity.
659

660 **Section 3. Meetings of the Board of General Ministries.**

- 661
- 662
- 663 (a) Time and Place of Meetings. The Board of General Ministries shall hold an annual
664 meeting and may hold such regular or special meetings at such times and places the
665 Board may determine, as set forth in the Standing Rules.
666
- 667 (b) Action by Board of General Ministries. At each meeting of the Board of General
668 Ministries a majority of those persons then constituting the Board, present in person,
669 shall constitute a quorum. If at any meeting there shall be no quorum present, the
670 members present shall have power to adjourn the meeting from time to time until a
671 quorum is present and no notice of any such adjourned meeting need be given. At all
672 meetings of the Board of General Ministries each member shall be entitled to one (1)
673 vote. Except as otherwise provided by applicable law or in these Bylaws and the
674 Standing Rules, a majority of the votes cast by the members present, as provided in
675 Article XVIII, Section 9, shall determine the vote of the Board of General Ministries.
676
- 677 (c) Action without a Meeting. Any action required or permitted to be taken by the Board
678 of General Ministries may be taken without a meeting if all members of the Board
679 consent in writing to the adoption of a resolution authorizing the action. The
680 resolution and the written consents thereto by the members of the Board shall be filed
681 with the minutes of the proceedings of the Board.
682
- 683 (d) Chair of Meetings of the Board of General Ministries. The President, or in the
684 President's absence the Vice President, or in the absence of both, a person chosen by
685 the Board of General Ministries, shall preside at all meetings of the Board of General
686 Ministries.
687
- 688 (e) Participation in Meetings. The chief executive officers of the National Boards,

689 Regional Organizations, American Baptist Historical Society, and Associated
690 Ministry Organizations shall have the right to speak when in attendance at meetings
691 of the Board of General Ministries.
692

693 (f) Conference Telephone Meetings. Any one or more members of the Board of General
694 Ministries or any committee thereof, may participate in a meeting of the Board of
695 General Ministries or any committee by means of a conference telephone or similar
696 communications equipment allowing all persons participating in the meeting to hear
697 each other at the same time. Participation by such means shall constitute presence in
698 person at a meeting.
699

700 (g) Other. In the event that the New York Not-for-Profit Corporation (“NYNPC”) Law
701 (or any successor law) ever allows other forms of participation in board or committee
702 meetings by other forms of communication, or in the event that the NYNPC Law (or
703 any successor law) ever permits board or committee action outside of a meeting by
704 majority consent or by other means of electronic or other communication, such means
705 of participation, communication or action shall be deemed to be authorized hereunder.
706

707 **Section 4. Functions of the Board of General Ministries.**

708

709 (a) The Board of General Ministries shall manage the affairs of ABCUSA and, as part
710 thereof, shall:
711

712 (i) (A) seek the welfare of the whole Denomination (Cooperating Churches,
713 Regional Boards, National Boards, American Baptist Historical Society, Associated
714 Ministry Organizations and other covenanting organizations) through vision,
715 leadership, and coordination, and give general oversight and direction to the life and
716 mission of the Denomination, including (1) the promotion and celebration of
717 American Baptist identity, (2) the presentation of an overall picture of American
718 Baptist life, (3) the interpretation of Baptist distinctives and American Baptist core
719 values, as well as American Baptist mission, and (4) the dissemination and support of
720 broad Denominational priorities as articulated by the Biennial Meeting through the
721 Mission Summit; and (B) be responsible for legal matters for ABCUSA and serve as
722 the legislative body of ABCUSA;
723

724 (ii) set policy for ABCUSA in the areas of program functions, planning,
725 coordination and evaluation and, with the National and Regional Boards and Mission
726 Table, adopt common goals and objectives for the Denomination;
727

728 (iii) determine the membership of ABCUSA or the Denomination in national and
729 international religious bodies and elect or appoint the representatives or delegates of
730 ABCUSA or the Denomination to such bodies in accordance with these Bylaws and
731 the Standing Rules;
732

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

- 737
738 (v) determine Denominational functions for itself and for committees,
739 commissions, and councils of ABCUSA and the Board of General Ministries and for
740 the General Secretary and other officers of ABCUSA, be responsible for assigning
741 specific Denominational functions such as the endorsement of chaplains and the
742 work of the World Relief Officer to the National Program Boards, stating its
743 expectations with respect to each such function in accordance with the Covenant of
744 Relationships and Mission Table recommendations; and enter into other covenants
745 on behalf of ABCUSA in accordance with Article VIII of these Bylaws;
746
- 747 (vi) review and assess the performance of denominational functions carried out by
748 other American Baptist entities, including the setting of policies and criteria for
749 evaluating the performance of Denominational functions in light of stated
750 expectations of the Board of General Ministries;
751
- 752 (vii) receive and review annually reports of the proceedings and work of the
753 corporations managed by the National Boards;
754
- 755 (viii) support Denominational stewardship and fundraising, including the adoption
756 of such policies as it may deem proper to promote and interpret campaigns to raise
757 funds necessary for the American Baptist Mission Budget;
758
- 759 (ix) adopt such procedures and processes as it may deem proper relating to the
760 adoption, amendment and termination of any covenants, other than the Covenant of
761 Relationships and Statements of Agreement, to which ABCUSA may be or become a
762 party;
763
- 764 (x) budget and appropriate funds of ABCUSA necessary for the operation thereof;
765
- 766 (xi) adopt, amend, or repeal Standing Rules of ABCUSA in accordance with Article
767 XIX, Section 2 of these Bylaws;
768
- 769 (xii) elect the General Secretary; and evaluate the performance of the Office of the
770 General Secretary biennially;
771
- 772 (xiii) oversee the development and maintenance of the Leadership Pool as more
773 particularly described in Section 4(b) below;
774
- 775 (xiv) coordinate denominational services necessary for the maintenance of the
776 professional ministry in the Denomination;
777
- 778 (xv) perform such treasury and other internal administrative functions as required for
779 the effective functioning of the Denomination;
780
- 781 (xvi) provide resources to the regional offices and their executives in the areas of
782 executive search committee guidance, executive orientation and evaluation, and staff
783 and Board development;
784

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

786
787 (xviii) perform such other services as the Board shall decide;

788
789 all provided, however, that any such action shall not be inconsistent with the Act of
790 Incorporation of ABCUSA, the Covenant of Relationships, these Bylaws, the Standing Rules, or
791 applicable law. Each of the functions enumerated above may be further specified and defined in
792 the Standing Rules.

793
794 (b) The selection of people to serve and fulfill the leadership functions in the
795 Denomination is a critical task. The Board of General Ministries shall be responsible
796 for creating and be accountable for a Leadership Recruitment effort. This effort,
797 through partnerships with National Boards, Regions and local churches, is intended
798 to identify present and emerging leaders and build a pool of prospective leaders. The
799 overall purpose of the Leadership Recruitment effort is to (1) build a repository of
800 proven leaders for this denomination, and (2) have the opportunity to develop leaders
801 for future service in the Denomination. This pool of names should reflect the quality
802 and gifts of leadership needed in denominational service. The pool would identify the
803 skills that persons have to offer. This data base will be a source for suggestions to fill
804 vacancies on boards, task forces, etc. for the denomination. However, they would not
805 be limited to the pool as the only source for names to consider in their organization.
806 Further, the Leadership Recruitment effort will carry the responsibility of providing
807 on-going training, orientation and development of leadership skills for those whose
808 names are added to the pool.

809
810 **Section 5. Ratification of Decisions by Regional Boards and Delegates in Biennial**
811 **Meetings.** The Board of General Ministries shall have no authority to take any of the following
812 actions unless the proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on
813 such action, and by two-thirds (2/3) of the votes cast by the Delegates in Biennial Meeting: (i) to
814 adopt a plan of merger of the Denomination or ABCUSA with or into any other religious body or
815 corporation; (ii) to adopt any amendment to the Statement of Purpose of ABCUSA, or to the
816 corporate objects or purposes of the ABCUSA as stated in its Certificate of Incorporation; provided
817 that Section 4 of ABCUSA Certificate of Incorporation may be amended only with the prior approval
818 of a majority of the National Boards, which approval shall be conclusively evidenced by written
819 notice to that effect given by their Executive Directors or any other officers designated for that
820 purpose by the boards of directors of the National Boards or their respective executive committees;
821 and (iii) to change the "free church" polity of the Denomination.

822
823 The Board of General Ministries at its discretion may submit any other proposed Board of
824 General Ministries action to ratification by the Regional Boards and/or the Delegates in Biennial
825 Meeting.

826
827 **Section 6. Ratification of Decisions by Regional Boards.** The Board of General
828 Ministries shall have no authority to authorize a Denomination-wide capital funds campaign
829 unless such proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on such
830 action.

832
833
834
835 **ARTICLE XI**
836 **COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES**
837

838 **Section 1. Standing and Special Committees.** By action of a majority of the entire
839 Board, the Board of General Ministries shall designate from among its number the following
840 standing committees, each consisting of three (3) or more members of the Board:
841

- 842 (i) the Executive Committee; and
843 (ii) the Credentials and Caucus Committee
844

845 The Board of General Ministries may also designate other standing or special committees
846 of the Board of General Ministries, each consisting of three (3) or more members of the Board.
847

848 Each standing committee, whether or not listed above, or special committee of the Board
849 of General Ministries shall have such members, powers, and functions as may from time to time
850 be set forth in these Bylaws or the Standing Rules or in any action of the Board of General
851 Ministries, provided that no such committee shall have authority as to such matters as are
852 specified by the laws of the State of New York to pertain exclusively to the jurisdiction of the
853 entire Board of General Ministries. The Board of General Ministries may designate one or more
854 of its members as alternate members of any standing committee, who shall be chosen in a manner
855 consistent with the manner in which the respective principal members of such committee are
856 chosen, and who may replace any absent member or members at any meeting of such committee.
857

858 **Section 2. Executive Committee.** Except as otherwise provided in Section 1 of this
859 Article XI, between meetings of the Board of General Ministries the Executive Committee shall
860 have such authority of the Board of General Ministries as such Board may from time to time
861 specify in the Standing Rules or by action taken by such Board.
862

863 The Committee shall evaluate the work of the General Secretary biennially and report
864 thereon to the Board of General Ministries.
865

866 **Section 3. Membership of the Executive Committee.** The Executive Committee shall
867 consist of not more than eight (8) members, as follows:
868

- 869 (a) President's Nomination. In consultation with the General Secretary, the President
870 shall nominate not more than three (3) members from the Board of General
871 Ministries, to further represent the diversity of the Denomination;
872
873 (b) Ex Officio. The President, the Vice President, the Budget Review Officer, the
874 immediate Past President and the General Secretary of ABCUSA shall be ex-officio
875 members of the Committee, and the President shall chair the Committee.
876

877 **Section 4. Board of General Ministries Commissions.** The Board of General
878 Ministries may create Board of General Ministries commissions to report to it on matters
879 assigned by the Board. Each Board commission may consist of members of the Board of General

880 Ministries, members of the staff of the ABCUSA or of a National or Regional Board, or other
881 persons. Procedures for the appointment and organization of Board commissions and their
882 powers and functions may be stated in the Standing Rules.
883

884
885
886
887
888

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

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

895
896 A referendum concerning a Public Witness Statement is initiated whenever the General Secretary
897 receives either (A) notice that at least seventy-five percent (75%) of Covenanting Partners voting
898 on the matter support such an initiative, provided that at least one-third (1/3) of the Covenanting
899 Partners have participated in such vote, or (B) a petition supporting the initiative is subscribed to
900 by at least ten percent (10%) of the Cooperating Churches (without weighting), including at least
901 one Cooperating Church from each Region.

902
903 Adoption of a properly initiated Public Witness Statement requires the affirmative vote of at least
904 seventy-five percent (75%) of Cooperating Churches voting on the matter (weighted in
905 proportion to the number of Delegates each may send to a Biennial meeting), provided that at
906 least fifty percent (50%) of all Cooperating Churches (without weighting), including at least one
907 Cooperating Church from each Region, must participate for the vote to be valid.

908
909 Public Witness Statements will not be binding on regions or Cooperating Churches unless
910 adopted in separate action by that Region or Cooperating Church. The process and procedure for
911 amending, reaffirming, or rescinding American Baptist Public Witness Statements will be the
912 same as for adoption.

913
914 **Section 2. Existing American Baptist Policy Statements and Resolutions.** Until
915 2011, the ABCUSA General Board had the authority to adopt American Baptist Policy
916 Statements and Resolutions. Such Policy Statements and Resolutions adopted before 2011
917 remain in effect unless rescinded. No new Policy Statements or Resolutions may be adopted
918 under current Bylaws. An American Baptist Policy Statement or Resolution declared the basic
919 position of ABCUSA on particular issues of general concern. These Policy Statements and
920 Resolutions have not been, nor will they be, binding on Regions or Cooperating Churches unless
921 adopted in separate action by that Region or Cooperating Church.

922
923 Any Covenant Partner may initiate a process by which existing Policy Statements and
924 Resolutions can be amended, reaffirmed, or rescinded providing that seventy-five percent (75%)
925 of the Covenant Partners voting on the matter are in agreement. Sixty percent (60%) of
926 Covenant Partners must participate for the vote to be valid. Seventy-five percent (75%) of
927 Cooperating Churches voting on the matter (weighted in proportion to the number of eligible
928 Delegates for a Biennial meeting) must agree to amend, reaffirm or rescind existing Policy
929 Statements and Resolutions. Fifty percent (50%) of all Cooperating Churches (without
930 weighting) must participate for a vote to be valid. The Board of General Ministries, through the
931 General Secretary's office, will be responsible for conducting the vote and publishing the results.

932
933
934
935 **ARTICLE XIII**
936 **NATIONAL BOARDS**
937

938
939 **Section 1. General.** National program functions of the Denomination historically
940 entrusted to the American Baptist Foreign Mission Society (“ABFMS”), The American Baptist
941 Home Mission Societies comprised of The American Baptist Home Mission Society
942 (“ABHMS”) and The Woman’s American Baptist Home Mission Society (“WABHMS”), and
943 retirement and other benefit functions historically entrusted to The Ministers and Missionaries
944 Benefit Board of American Baptist Churches (“MMBB”) shall be implemented and carried out
945 by such corporations under the general direction and supervision of their boards of directors.
946

947 The boards of directors listed above are referred to in these Bylaws as "National Boards"
948 and the boards of directors of ABFMS, on the one hand, and ABHMS and WABHMS, on the
949 other hand, are referred to in these Bylaws as "National Program Boards."
950

951 As of the effective date of these Bylaws, each of the following corporations - ABFMS,
952 ABHMS, WABHMS and MMBB - has included a provision in its respective bylaws requiring
953 such corporation to remain a party to the Covenant of Relationships. ABCUSA shall maintain a
954 contract with each of the above-mentioned corporations requiring the written consent of
955 ABCUSA before such bylaw provision can be amended or removed, and further providing that
956 such corporation shall not voluntarily withdraw from the Covenant of Relationships without
957 receiving the prior written assent of ABCUSA.
958

959 **Section 2. Executive Director/National Secretary.** The chief executive officer of such
960 corporation managed by a National Board, currently designated as the Executive Director and/or
961 Chief Executive Officer thereof, while so serving, shall also serve, upon election by the Board
962 of General Ministries pursuant to Article XV, Section 1 of these Bylaws, as a National Secretary
963 of ABCUSA; provided that the General Secretary serves as a member of the advisory search
964 committee of such corporation which recommends the appointment of such Executive Director
965 and/or Chief Executive Officer and such corporation remains a party to the Covenant of
966 Relationships.
967
968
969

970
971
972 **ARTICLE XIV**
973 **COMMITTEES AND GROUPS OF ABCUSA**
974
975

976 **Section 1. Committees, Commissions, and Councils.** Committees, commissions, and
977 councils of ABCUSA may be established in such manner and with such members, powers, and
978 functions as shall be stated in these Bylaws or in the Standing Rules.
979

980 **Section 2. Nominating Committee.** There shall be an ABCUSA (National) Nominating
981 Committee consisting of the ABCUSA President (who shall chair the Committee) and Immediate
982 Past President, three persons appointed by the Regional Executive Ministers Council (“REMC”),
983 the intercaucus president and six representatives from the Board of General Ministries (three
984 clergy and three laity), which shall have such duties and responsibilities as are described in these
985 Bylaws or the Standing Rules or assigned by the Board of General Ministries.
986

987 **Section 3. Biennial Program Committee.** There shall be a Biennial Program Committee of
988 ABCUSA appointed by the President and confirmed by the Board of General Ministries, which shall
989 have such numbers, powers, and functions as shall be stated in the Standing Rules, including
990 representatives from local congregations, the National Program Boards and Regions, as well as
991 ABCUSA officers and staff.
992

993 **Section 4. Caucus.** Any group of American Baptists may apply for recognition as a Caucus
994 to the Credentials and Caucus Committee in accordance with the Standing Rules.
995

996 **Section 5. Joint Review Committee on Nominations.** There shall be a Joint Review
997 Committee on Nominations consisting of the Vice President of ABCUSA (who shall chair the
998 Committee), the Presidents of each of the National Boards, the President of the REMC, the Inter-
999 Caucus President, the President of the Ministers Council of American Baptist Churches in the USA,
1000 the President of American Baptist Men and the President of American Baptist Women’s Ministries.
1001 This Committee shall review the composition of the Board of General Ministries and the National
1002 Boards and note any concerns regarding diversity and reflective representation. The Committee shall
1003 report any such concerns to the ABCUSA Nominating Committee, to the respective nominating
1004 committees of the National Boards, and to the National Leadership Council.
1005

1006 **Section 6. Finance Committee.** There shall be a Finance Committee appointed by the
1007 President and confirmed by the Board of General Ministries which shall have such numbers,
1008 powers and functions as shall be stated in the Standing Rules. The Finance Committee shall be
1009 chaired by the Budget Review Officer.
1010

1011 **Section 7. World Relief Committee.** There shall be a World Relief Committee which
1012 shall be constituted and shall have such numbers, powers and functions as shall be stated in the
1013 Standing Rules. Members of this Committee from the Board of General Ministries shall be
1014 nominated by the President and elected by the Board of General Ministries.
1015

1016 **Section 8. Committee on Christian Unity and Interfaith Relations.** There shall be a
1017 Committee on Christian Unity and Interfaith Relations which shall be constituted and shall have

1018 such numbers, powers and functions as shall be stated in the Standing Rules. Members of this
1019 Committee from the Board of General Ministries shall be nominated by the President and elected
1020 by the Board of General Ministries.

1021
1022
1023 **ARTICLE XV**
1024 **OFFICERS**
1025

1026 **Section 1. General.** The officers of ABCUSA shall be a President, a Vice President, a Budget
1027 Review Officer, a General Secretary, and one or more National Secretaries. The Standing Rules may
1028 provide for other officers of ABCUSA and may define their duties and powers. In addition, the Board
1029 of General Ministries may elect or appoint such officers of the Board of General Ministries as it may
1030 deem appropriate. The Board of General Ministries shall, subject to these Bylaws and the Standing
1031 Rules, define the duties and powers of the officers of ABCUSA.
1032

1033 Upon nomination by the ABCUSA Nominating Committee, or by petition from
1034 Cooperating Churches as described below, the President and the Vice President shall be elected
1035 by the Delegates in Biennial Meeting for a single two-year term only, commencing on January 1
1036 next following the date of their election, and until their successors are elected. Neither the
1037 President nor the Vice President may be an employee of ABCUSA. In proposing nominees for
1038 the office of President, the ABCUSA Nominating Committee shall give consideration to rotating
1039 such nominees among the following four (4) categories: (i) clergymen; (ii) laymen; (iii)
1040 clergywomen; and (iv) laywomen, with equal and fair consideration given to all persons
1041 regardless of ethnic and language group.
1042

1043 Upon nomination by the ABCUSA Nominating Committee in consultation with the
1044 General Secretary, or by petition from Cooperating Churches as described below, the Budget
1045 Review Officer shall be elected by the Delegates in Biennial Meeting for a two-year term,
1046 commencing on January 1 next following the date of such person's election, and may thereafter
1047 be reelected to such office by the Delegates for any number of additional terms.
1048

1049 With regard to the ABCUSA President, Vice President and Budget Review Officer,
1050 nominations for any or all of the three designated ABCUSA officers may also be made by a
1051 nomination subscribed to by a total of at least 50 Cooperating Churches from at least five
1052 Regions, which nomination is in accord with the qualifications and characteristics of the
1053 nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of
1054 the General Secretary no later than 60 days after the slate of the ABCUSA Nominating
1055 Committee for the officers to be elected at the next Biennial Meeting is published in the official
1056 American Baptist Denominational publication in use at that time.
1057

1058 Upon nomination by the ABCUSA Nominating Committee (which, for purposes of this
1059 nomination, shall include one additional individual chosen by the National Boards), the General
1060 Secretary shall be elected by the Board of General Ministries for a term of four (4) years (or such
1061 shorter term as the Board of General Ministries may specify) and may thereafter be reelected to
1062 such office by the Board of General Ministries for any number of additional terms.
1063

1064 The Executive Director of the corporation managed by each National Board, elected or
1065 appointed by such National Board in accordance with Article XIII, Section 2 of these Bylaws,
1066 shall be elected by the Board of General Ministries as a National Secretary of ABCUSA to serve
1067 for a term which is concurrent with such person's term as such Executive Director; provided that
1068 the General Secretary serves as a member of the advisory search committee of such corporation

1069 which recommends the appointment of such Executive Director and the corporation remains a
1070 party to the Covenant of Relationships.

1071
1072 In the case of a vacancy in the office of President, the Vice President shall thereupon become
1073 President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice
1074 President, the Board of General Ministries shall, upon nomination by the ABCUSA Nominating
1075 Committee, elect from among its At-Large Directors a Vice President to serve for the remainder of
1076 the term so vacated. A vacancy in any other office of ABCUSA shall be filled by the Board of
1077 General Ministries for the remainder of the term so vacated.

1078
1079
1080 **Section 2. President.** The President shall be an ex-officio member of all committees and
1081 commissions of ABCUSA and of the Board of General Ministries and shall also, subject to the
1082 approval and control of the Board of General Ministries:

- 1083
- 1084 (i) preside at the annual meeting of Members, at the Biennial Meeting of Delegates, at
1085 the Mission Table, and at the meetings of the Board of General Ministries and the
1086 Executive Committee at which the President is present;
 - 1087
 - 1088 (ii) in consultation with the General Secretary
 - 1089 (A) appoint the members and the chair, not otherwise provided for in these Bylaws
1090 or the Standing Rules, of such committees of the ABCUSA as may be required for
1091 the work of the Denomination; and
 - 1092
 - 1093 (B) nominate the members and appoint the chair of the Biennial Program Committee and
1094 the Credentials and Caucus Committee, and nominate the members of any Reference
1095 Committee;
 - 1096
 - 1097
 - 1098 (iii) represent ABCUSA at meetings of Regional Organizations;
 - 1099
 - 1100 (iv) speak and write on issues of the day;
 - 1101
 - 1102 (v) convene the Mission Table and make recommendations to the Board of General
1103 Ministries and the Mission Table on matters of importance to the mission of the
1104 Denomination;
 - 1105
 - 1106 (vi) serve as the ceremonial head of ABCUSA; and
 - 1107
 - 1108 (vii) perform such other duties as may be assigned by the Board of General Ministries.
 - 1109

1110
1111 **Section 3. Vice President.** If the President is absent or unable to serve, the Vice President
1112 shall serve as the Acting President and, when so serving, shall perform the duties of the President. The
1113 Vice President shall be an ex-officio member of all committees and commissions of ABCUSA and of
1114 the Board of General Ministries, shall chair any Reference Committee, and shall have such other duties
1115 as may be assigned by the President or the Board of General Ministries.

1116

1117
1118
1119
1120
1121
1122
1123
1124
1125
1126
1127
1128
1129
1130
1131
1132
1133
1134
1135
1136
1137
1138
1139
1140
1141
1142
1143
1144
1145
1146
1147
1148
1149
1150
1151
1152
1153
1154
1155
1156
1157
1158
1159
1160
1161
1162
1163
1164

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

1165
1166 **ARTICLE XVI**
1167 **STAFF COUNCILS**
1168

1169 The National Executive Council, the Regional Executive Ministers Council, and the
1170 National Leadership Council shall be the staff councils of the Denomination. Each council shall
1171 fix its own rules of procedure, in accordance with the Covenant of Relationships and the
1172 Standing Rules.

1173
1174 **(a) National Executive Council**
1175

1176 The National Executive Council of ABCUSA shall consist of the General Secretary, the National
1177 Secretaries, and the Executive Director of American Baptist Women's Ministries, all members
1178 having equal vote. The National Executive Council will deal with broad and far-reaching issues
1179 and policies and shall provide support for the General Secretary, facilitate and coordinate the
1180 planning and implementing work of the staffs of the Board of General Ministries and National
1181 Boards, and shall perform such other duties as the Board of General Ministries may assign to it.
1182 The National Executive Council shall report to the Board of General Ministries through the
1183 General Secretary and may consult with the National Leadership Council on any matter.
1184

1185 **(b) Regional Executive Ministers Council**
1186

1187 The Regional Executive Ministers Council (REMC) of the Denomination shall consist of the
1188 General Secretary and the Executive Minister of each Regional Organization. The purpose of the
1189 REMC shall be to provide mutual learning, support and networking. The REMC shall report to
1190 the Board of General Ministries through the General Secretary and may consult with the National
1191 Leadership Council on any matter.
1192

1193 **(c) National Leadership Council**
1194

1195 (1) The National Leadership Council (NLC) shall initially include:
1196

- 1197 (A) The President of the ABCUSA
1198 (B) The General Secretary and up to three other staff members from the General
1199 Secretary's office
1200 (C) Representatives of the National Boards (the respective Executive Director and up to
1201 three others)
1202 (D) Regional Executive Ministers
1203 (E) Executive Directors of the following organizations:
1204

1205 American Baptist Women's Ministries
1206 The Minister's Council of American Baptist Churches in the U.S.A.
1207 American Baptist Assembly
1208 American Baptist Extension Corporation
1209 Interim Ministries - ABC
1210 American Baptist Historical Society
1211 American Baptist Foundation
1212

1213 (2) The minimum threshold criteria for initial and continuing membership in the NLC will be for
1214 a represented organization to:

1215

1216 (A) Have an autonomous board and be financially viable

1217 (B) Have a paid Executive

1218 (C) Be a national ABCUSA organization that indicates its willingness:

1219

1220 To support the statement of purpose in the bylaws of ABCUSA

1221 To cooperate wholeheartedly in such relationships and projects at all
1222 levels of denominational life which seem advisable.

1223 To be identified as an organization related to and participating in
1224 the life of ABCUSA by use of the name and/or logo.

1225 To be primarily devoted to providing programs and/or services to
1226 ABCUSA.

1227 To be accountable to ABCUSA Policy Statements, Resolutions and Public
1228 Witness Statements, together with any internal covenants within the NLC
1229 where applicable.

1230

1231 (3) The final determination about initial or continuing membership for organizations, having met
1232 these threshold criteria, or for removal from membership if threshold criteria are no longer met,
1233 will rest with the NLC.

1234

1235 (4) The NLC shall meet at least once a year. Its purposes shall include:

1236

1237 (A) Building and fostering authentic relationships within the NLC

1238 (B) Participating in continuing education related to respective executive roles

1239 (C) Facilitating implementation of Denominational priorities

1240 (D) Demonstrating progress on those priorities in their respective boards

1241 (E) Conducting trend analysis

1242 (F) Suggesting means of improving the functioning of the Denomination

1243 (G) Participating in theological reflection

1244

1245 (5) In addition, the Board of General Ministries will be assigned the role of sharing the findings
1246 and priorities of the Mission Summit and the Mission Table with the NLC. The members of the
1247 NLC will report the initiatives that are in support of the mission priorities that surface in the
1248 Mission Summit and Mission Table. The Board of General Ministries will publish the report of
1249 the initiatives adopted by members of the NLC to the Mission Summit and Mission Table.

1250

1251

1252

1253

1254

1255

1256 **ARTICLE XVII**
1257 **ASSOCIATED MINISTRY ORGANIZATIONS**
1258

1259 An Associated Ministry Organization (AMO) must be a national or sectional American
1260 Baptist or other religious organization that indicates its willingness: to support the statement of
1261 purpose in the Bylaws of ABCUSA, to cooperate whole-heartedly in such relationships and
1262 projects at all levels of denominational life which seem advisable, and to be identified as an
1263 organization related to and participating in the life of ABCUSA by use of name and/or logo. The
1264 Standing Rules shall set forth such other provisions as the Board of General Ministries may deem
1265 appropriate for AMO status.
1266

1267 ~~AMO's as of the effective date of these Bylaws are: American Baptist Assembly;~~
1268 ~~American Baptist Computer Center; American Baptist Men; American Baptist Women's~~
1269 ~~Ministries; Interim Ministries—ABC; the Ministers Council of American Baptist Churches in the~~
1270 ~~U.S.A.; and the three American Baptist Centers for Ministry. The Standing Rules shall enumerate~~
1271 ~~the AMO's.~~
1272
1273

1274
1275
1276
1277
1278
1279
1280
1281
1282
1283
1284
1285
1286
1287
1288
1289
1290
1291
1292
1293
1294
1295
1296
1297
1298
1299
1300
1301
1302
1303
1304
1305
1306
1307
1308
1309
1310
1311
1312
1313
1314
1315
1316
1317
1318
1319
1320
1321

**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.

1322

1323

1324

1325

1326

1327

1328

1329

1330

1331

1332

1333

1334

1335

1336

1337

1338

1339

1340

1341

1342

1343

1344

1345

1346

1347

1348

1349

1350

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.

1351
1352 **ARTICLE XIX**
1353 **AMENDMENTS**
1354
1355

1356 **Section 1. Bylaws.** These Bylaws may be added to, amended, or repealed only with the consent
1357 of the Delegates at any Biennial Meeting of Delegates and provided that: (i) notice of any such proposed
1358 addition, amendment or repeal has been given to the Delegates upon the recommendation of the Board
1359 of General Ministries either (A) at least ninety (90) days prior to the Biennial Meeting at which such
1360 proposed addition, amendment, or repeal is to be submitted, or (B) at the Biennial Meeting immediately
1361 preceding the Biennial Meeting at which such proposed addition, amendment, or repeal is to be
1362 submitted; and (ii) such addition, amendment, or repeal is approved by a majority of the votes cast by
1363 the Delegates present, and further provided that any addition to or amendment or repeal of Article I,
1364 Article II, Article IV, Article V, Article X, Article XII, Article XIII, Article XV, Article XVI or this
1365 Article XIX of these Bylaws must be approved by at least two-thirds (2/3) of the votes cast by the
1366 Delegates present; and further provided that no addition, amendment or repeal of (A) the Prologue to
1367 these Bylaws, (B) any provision of these Bylaws relating to the rights of a majority of the National
1368 Boards to consent to specified changes in Article 4 of the ABCUSA Certificate of Incorporation, or to
1369 appoint the Special Director, or (C) Section 1 of this Article XIX, shall be approved without the written
1370 consent of a majority of the National Boards specified in the applicable Section of these Bylaws.
1371

1372 Any addition to or amendment or repeal of these Bylaws may be recommended: (i) at any
1373 Biennial Meeting by a majority of the votes cast by the Delegates present; provided that prior to such
1374 Biennial Meeting, the addition, amendment or repeal has been presented to and approved by the
1375 Board of General Ministries; or (ii) by petition to the Board of General Ministries signed by at least
1376 two hundred (200) Cooperating Churches which are located within the areas of at least five (5)
1377 Regional Organizations; or (iii) by majority vote of the entire Board of General Ministries taken at any
1378 meeting of the Board of General Ministries. Voting by the Delegates pursuant to this Section 1 shall be
1379 in accordance with Article XVIII, Section 9 of these Bylaws.
1380

1381 **Section 2. Standing Rules.** Standing Rules of the ABCUSA may be adopted, amended, or
1382 repealed by a majority of the votes cast by the directors of the Board of General Ministries, as provided in
1383 Article XVIII, Section 9 of these Bylaws, at any special meeting called for that purpose or any regular
1384 meeting, provided that notice of any such proposed Standing Rule or any proposed amendment or repeal
1385 of any Standing Rule has been given to the directors of the Board of General Ministries, either: (i) at least
1386 thirty (30) days prior to the meeting at which such proposed Standing Rule, amendment, or repeal is to be
1387 submitted; or (ii) at the meeting of the Board of General Ministries immediately preceding the meeting at
1388 which such proposed Rule, amendment, or repeal is to be submitted. Each Standing Rule shall be
1389 consistent with these Bylaws. Any Standing Rule or amendment or repeal thereof may be recommended
1390 in the same manner as any addition to, amendment, or repeal of these Bylaws as provided in Section 1 of
1391 this Article XIX and, in addition, by a two-thirds (2/3) vote of the entire Executive Committee or of the
1392 entire National Leadership Council.

1393
1394
1395
1396
1397
1398
1399
1400
1401
1402
1403
1404
1405
1406
1407
1408
1409
1410
1411
1412
1413
1414
1415
1416
1417
1418
1419
1420
1421
1422
1423[
1424
1425
1426
1427
1428
1429
1430
1431
1432
1433
1434
1435
1436

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

1437 **AUTONOMY¹ AND INTERDEPENDENCE² WITHIN THE AMERICAN BAPTIST DENOMINATION: A**
1438 **DECLARATION**

1439
1440 [Dec. 1983; GB1279]
1441
1442

1443 **Introduction and Historical Background**

1444 The Church of Jesus Christ must remain free to define its own mission and structure. In this declaration we,
1445 as American Baptists, under what we believe to be the prompting of God's Spirit, offer our own understanding and
1446 self-definition of the nature and intentionality of autonomy¹ and interdependence² within the American Baptist
1447 denomination.

1448 Baptist history in the United States, from the founding of the First Baptist Church in Providence, Rhode
1449 Island, in 1639 until the present, reveals that Baptists have emphasized the autonomy of both local congregations and
1450 Baptist organizations. At the same time history records the cooperation and interdependence between and among
1451 congregations and a wide variety of Baptist organizations.

1452 While autonomy has characterized Baptist life from its beginning in America, the creation of the
1453 Philadelphia Baptist Association in 1707 signaled a common desire for cooperation and mutual counsel regarding a
1454 range of issues which affected more than a single church.

1455 The 19th century witnessed the founding of additional opportunities for cooperative Baptist undertakings.
1456 In keeping with this recognition of the interdependence of Baptists in witness and mission, Massachusetts Baptists
1457 formed the first Baptist state organization or society for mission in 1802. Thereafter, other state organizations were
1458 organized in later years, and three national societies were created respectively, for foreign missionary outreach
1459 (1814), for publication of Christian books and Sunday School materials (1824), and for home missions (1832). The
1460 painful Baptist separation prior to the Civil War resulted in two Baptist groupings, both of which have continued the
1461 dual emphasis upon autonomy and interdependence to the current time.

1462 The first half of the 20th century provided the occasion for increased cooperation and interdependence, but
1463 autonomy continued as a predominant mark of American Baptist life. When the Northern Baptist Convention was
1464 formed in 1907, very limited responsibility was assigned to the convention. The churches agreed to a single meeting
1465 time and place for general oversight of the various national societies founded and recognized by Northern Baptists.
1466 This limited step toward coordination and interdependence was advanced by the reorganizations in 1950 (when the
1467 name of the Northern Baptist Convention was changed to the American Baptist Convention) and 1961, without
1468 challenge to the autonomy of the organizations created by Baptist congregations, or to the autonomy of the
1469 congregations themselves.

1470 Following the recommendations of the Study Commission on Denominational Structure, or SCODS, the
1471 restructuring of the national Baptist organizations in 1972 intentionally limited the autonomy of the national
1472 societies, while respecting their separate corporate identities, to facilitate greater cooperation and coordination in
1473 national expressions of Baptist life and witness. No modification of the appropriate autonomy of local
1474 congregations, associations/areas, or region/state/city organizations was implied or intended in that 1972
1475 restructuring. At that time the Convention's name was changed to American Baptist Churches in the U.S.A.

1476 In 1977 the scope of interdependence was broadened when the organization of American Baptist Churches
1477 in the U.S.A. was modified to provide representation in the general denominational structures for the 37
1478 region/state/city organizations. However, this outcome, recommended by the Study Commission on Relationships
1479 (SCOR) in its report "Together in Mission," in no manner altered the legal autonomy of the 37 region/state/city
1480 organizations. Even though the opportunities for coordination and interdependence were increased, neither by
1481 intention nor by new bylaw provisions were the appropriate autonomies of covenanting or affiliating organizations
1482 changed. Rather, these modifications recognized and clarified the nature of the relationships of the 42 cooperating
1483 American Baptist organizations (1 General, 4 National and 37 Regional or affiliating Organizations). The creation
1484 of a basic Covenant of Relationships and a series of Statements of Agreements underlines that fact. No single, all-
1485 inclusive denominational entity emerged as the "American Baptist Church."

1486 The period from 1639 (the founding of the First Baptist Church in America) to 1977 (the voting of the
1487 SCOR recommendations for restructuring) demonstrates the basic Baptist attempt to balance two desirable values:
1488 autonomy and interdependence. Neither has overcome the other in either theory or practice in the history of the
1489 American Baptist denomination. Both values continue to inform and guide Baptist life to this day. American
1490 Baptists have not compromised either element of this polarity. American Baptists continue to affirm these two
1491 complementary and sometimes competing values, insisting that each pole of the polarity is a necessary corrective to
1492 the other.

1493
1494 **Balancing Freedom and Order**

1495 The Statement of Purpose of American Baptist Churches in the U.S.A. contains the following declarations:
1496 “In every area of their common life American Baptists, acknowledging the importance of *creative diversity*, seek
1497 such a *balance of freedom and order* as will keep all parts of American Baptist Churches in the U.S.A. open to the
1498 guidance of the Holy Sprit and at the same time enable them to work responsibly under God for maintaining its life
1499 of worship, witness, and ministry.”

1500 That desired balance of freedom and order was modified toward greater interdependence in the
1501 reorganizations of 1972 (SCODS) and 1977 (SCOR) without, however, creating any centralized authority for all
1502 decision-making within the denomination. The areas of life and mission which were to be coordinated were
1503 described by a voluntary Covenant of Relationships and its related Statements of Agreement.

1504 Neither the design nor the language of those documents was cast in legal terminology. Indeed, even to
1505 attempt to apply the legal concept of contract would be to demonstrate a misunderstanding of those documents
1506 because any one of the covenanting bodies may unilaterally withdraw from the Covenant of Relationships or
1507 Statements of Agreement without any sanctions stated or implied. Most significantly, the role and appropriate
1508 authority of each of the denomination’s 42 organizations and their boards of directors were recognized; for example,
1509 by affirming in the Bylaws of the ABCUSA that “Each Regional Organization shall determine its own corporate
1510 structure and decision-making procedures” (p.12), and confirming the continuing corporate status of the
1511 denomination’s four national societies or boards (p.19).

1512 A variety of American Baptist-related institutions have defined their separate relationships to various
1513 American Baptist organizations by means of particular covenants. These related institutions include schools,
1514 national training center, colleges, universities, campus ministries, seminaries, retirement homes, hospitals, nursing
1515 homes and children’s homes. Each of these institutions is governed by an autonomous board. This declaration,
1516 however, deals with the Covenant of Relationships and its related Statements of Agreement, not those particular
1517 covenants.

1518 The movement from less to greater interdependence has been evident in the denomination’s history in the
1519 latter part of the 20th century. It would be a misunderstanding, however, to interpret that movement as a rejection of
1520 the Baptist value of autonomy. Rather, American Baptists have taken several steps toward modification of a *balance*
1521 of freedom and order. Given American Baptist history and diversity, the definition of the proper “balance” could
1522 shift again in the future in response to needs and new understandings of the gospel. But while the balancing point
1523 may move back and forth - and even be perceived differently by various covenanting parties at any given time in
1524 history - the prevailing movement of Baptist history and intention includes both autonomy and interdependence,
1525 without the one overcoming the other.

1526

1527 **Covenant of Relationships, Mission Funds**
1528 **Staff Council, and Boards**

1529 The biblical concept of a covenant is that it is a way of relating whole persons or communities to God and
1530 to each other. It is not a legal contract to define or limit obligations or claims which contracting parties may have
1531 toward each other. A covenant creates a flexible relationship marked by trust and faithfulness to God and to each
1532 other both in action and expression. A covenant expresses a bond of brotherhood and sisterhood in Christ made
1533 possible by the Holy Sprit.

1534 This biblical understanding of covenant informs our theological understanding of the Covenant of
1535 Relationships we American Baptists have freely created.

1536

1537 We here state the nature and extent of our covenants and the relationships reflected in them.

1538

1539 **A. Definition of the Covenant of Relationships**

1540 The Covenant of Relationships is a solemn endeavor under God, among the organizations which are parties
1541 to it, to cooperate in mission in a spirit of Christian unity and love. The Covenant of Relationships is a temporal and
1542 provisional statement of the balance of freedom and order which many American Baptist organizations freely choose
1543 for working together to carry out the task of Christian mission and ministry.

1544 Any of the 42 eligible American Baptist organizations, seeking to order its life in accordance with the
1545 Scriptures under the guidance of the Holy Spirit, is free to enter and affirm the Covenant of Relationships or free not
1546 to enter into the Covenant of Relationships. Any American Baptist organization which has entered the Covenant of
1547 Relationships is free to seek to amend it or to withdraw from it at any time.

1548 The Covenant of Relationships is not a legally binding instrument; it creates no legal rights or legal
1549 obligations between and among the organizations which enter in or for non-parties to it. The parties to the Covenant
1550 of Relationships disclaim any intent to form a legal joint venture or association. No party to the Covenant of
1551 Relationships has any power or authority over, or any legal responsibility for, the beliefs, persons or property of any
1552 American Baptist or any other organization or its governing board or property; nor does the Covenant of

1553 Relationships create or establish any organization which has such power, authority, or responsibility.

1554 The Covenant of Relationships is a statement of shared understandings of the appropriate relationships for
1555 American Baptist organizations as they cooperate under the Lordship of Christ in support of common mission goals
1556 and objectives.

1557

1558 **B. Statement of Agreement on the American Baptist Mission Fund**

1559 The Statement of Agreement on the American Baptist Mission Fund sets forth the principles for cooperation
1560 in raising and allocating the mission monies which constitute the American Baptist Mission Fund. That Statement of
1561 Agreement creates no legally binding rights or obligations among the parties to it or for any non-parties.

1562 The American Baptist Mission Fund is constituted by the voluntary gifts of American Baptist congregations
1563 to support the mission and ministry of various denominational organizations. In the statement of agreement on this
1564 Mission Fund provisions are made whereby contributions may be shared with all mission participants or may be
1565 restricted to a few or even one mission participant. The parties to the Agreement have a sacred duty and are
1566 accountable to the whole denomination to see that all monies in the Fund are used for the purposes for which they are
1567 given.

1568

1569 **C. The General Staff Council**

1570 The General Staff Council is a non-legislative assembly of professional staff members (primarily chief
1571 executive officers) of covenanting and of affiliating organizations which are parties to the Covenant of Relationships
1572 and/or the Statement of Agreement of the American Baptist Mission Fund. The General Staff Council provides a
1573 forum for the discussion by its members of matters of concern to American Baptists, fosters collegiality and
1574 accountability among its members, and nurtures a spirit of unity and cooperation. Actions and statements of the
1575 General Staff Council are advisory in nature, and when duly adopted, they express the mind of the General Staff
1576 Council.

1577

1578 **D. American Baptist Organizations**

1579 Each American Baptist organization is autonomous, and the board of directors of each has legally defined
1580 powers and responsibilities with respect to the management of its affairs and property, none of which is altered by
1581 the Covenant of Relationships.

1582 When the covenanting bodies cooperate under the Covenant of Relationships, their responsibilities are
1583 defined by that Covenant. The governing boards of these bodies have no power or authority under the Covenant of
1584 Relationships over the beliefs, actions or property of any individual American Baptist or any other American Baptist
1585 organization or its governing board. No governing board has authority to give directions or orders to any individual
1586 American Baptist, to any local congregation, or to any other American Baptist organization.

1587 American Baptist boards in inter-board relationships have no power to legislate in the legal sense. When,
1588 under the Covenant of Relationships, these boards enact Policy Statements and Resolutions, they have only the
1589 power and the responsibility to express the sense of their members, duly elected and duly delegated pursuant to the
1590 Covenant of Relationships, on matters of concern and importance to American Baptists. When Policy Statements
1591 and Resolutions are adopted by a board, they express the mind of that board, and the covenanting parties agree to
1592 give them due respect and weight and be guided by them in a spirit of unity and cooperation under the Lordship of
1593 Christ.

1594 Staff members of American Baptist mission bodies are accountable under law to the governing boards of
1595 the organizations which employ them. The Covenanting parties (but not the affiliating organizations) affirm that
1596 their respective staffs are also expected to act under the Covenant of Relationships in a spirit of cooperation.
1597 However, no board has authority to hold accountable or to give directions or orders to any staff member employed
1598 by another organization.

1599

1600 **American Baptist Covenants and Baptist Freedom**

1601 The history of the United States clearly demonstrates the leadership of Baptists in the establishment and
1602 preservation of the separation of church and state. Baptist life and thought recognize the right of each religious
1603 group within our nation to determine its own faith, polity, life, and lines of authority.

1604 The creation of understandings among American Baptists regarding the degree of autonomy and
1605 interdependence between and among American Baptist organizations is, essentially, a theological undertaking. Only
1606 American Baptists have the right or the power to interpret or to alter those understandings contained within
1607 American Baptist Covenants, Statements of Agreement, and corporate documents. The First Amendment to the
1608 United States Constitution prohibits government from deciding for any religious body that body's beliefs, mission, or
1609 organization. Therefore, we as American Baptists declare that government agencies and others external to American
1610 Baptist life and mission have no authority or competence to interpret or change the self-understanding of American

1611 Baptists or the documents and statements in which we have set forth that understanding.

1612

1613 **Conclusion and Commitment**

1614 Recent American Baptist reorganizations, continuing discussion of our denominational relationships, and
1615 the on-going debate regarding separation of church and state have combined to call for this statement. Our Baptist
1616 successors will have the liberty to modify, in light of the Scriptures and under the guidance of the Holy Spirit, each
1617 and every American Baptist document - including this declaration - as may be deemed helpful to American Baptist
1618 life and mission.

1619 Accordingly, in this year of our Lord 1983 the undersigned organizations do hereby affirm and declare this
1620 brief declaration to be consistent with each organization's understanding of the nature of American Baptist autonomy
1621 and interdependence, and each directs that the date of its affirming action be affixed hereto.

1622

1623

1624 ¹ *Autonomy*- in the Baptist (free church) tradition, is the unencumbered capacity of each local congregation and of
1625 each organization created by local congregations and/or their members to exercise full rights of self-government in
1626 all matters of faith and practice.

1627

1628 *2 Interdependence* in the Baptist (free church) tradition in exercising self-government in matters of faith and practice, is
1629 reckoning confidently upon one another; relying on one another: as individual believers, as local congregations, as
1630 organizations created by local congregations and/or their members; and laboring together for the well being and general good
1631 of Christ's Body, the Church, as members one of another.

1632

1633

Reprinted from **THE AMERICAN BAPTIST** June 1983