

**BYLAWS**  
**of the**  
**American Baptist Churches in the U.S.A.**  
(A New York Not-for-Profit Corporation)

As Amended Effective January 1, 2012

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# ABCUSA Bylaws

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| “Autonomy and Interdependence Within the American Baptist Denomination: A Declaration”<br>[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]

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**BYLAWS**  
**of the**  
**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.*]

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\* 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 the "ABCUSA") shall, consistent with the Act of Incorporation of the ABCUSA  
98 and the laws of the State of New York, consist of: those persons serving as At-Large Directors,  
99 General Directors and Ex Officio Directors on the Board of General Ministries pursuant to  
100 Article X.  
101

102 Members shall have (i) the exclusive right to elect up to five General Directors to the Board of  
103 General Ministries, (ii) subject to the provisions of Article X, Section 5 of these Bylaws, the  
104 right, to approve any and all amendments or other changes to the Act of Incorporation of  
105 ABCUSA, and (iii) subject to the specific rights accorded to the Delegates elected by the  
106 Constituency of Cooperating Churches and by the Constituency of Regional Organizations as  
107 referred to in the next succeeding paragraph hereof, any other rights accorded to Members under  
108 the New York Not-for-Profit Corporation Law (or any successor thereto).  
109

110 The Delegates elected by the Constituency of Cooperating Churches and by the  
111 Constituency of Regional Organizations shall have, when assembled at their Biennial Meeting,  
112 (i) the exclusive right to elect At-Large Directors to the Board of General Ministries, (ii) the  
113 exclusive right to elect the President, Vice President and Budget Review Officer of ABCUSA,  
114 and (iii) the right to approve any and all amendments or other changes to these Bylaws, subject to  
115 the consent provisions specified in Article XIX , Section 1 of these Bylaws.  
116

117 All Members and Delegates, voting as separate classes, shall each be entitled to one (1)  
118 vote at any meeting at which they are present and shall in all other respects have the powers,  
119 rights, and duties specified for each of them, respectively, under these Bylaws.  
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122

123 **ARTICLE III - [INTENTIONALLY OMITTED]**  
124  
125

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129 **ARTICLE IV**  
130 **DELEGATES TO BIENNIAL MEETING**  
131

132 **Section 1. Qualifications.** In determining the qualifications of Delegates to each  
133 Biennial Meeting, the ABCUSA acknowledges that the baptism of believers by immersion on  
134 their confession of faith in Jesus Christ is an historic and continuing practice among its  
135 Cooperating Churches and further recognizes that the independence of the local church is  
136 affirmed in the Declaration as voted May 7, 1910. (Printed above.) In accordance with these  
137 pronouncements, a Delegate shall be a person who is a member of a Cooperating Church and  
138 who has been duly elected by such church or the appropriate Regional Organization as a Delegate  
139 to such Biennial Meeting pursuant to these Bylaws and the Standing Rules. In addition,  
140 members of the Board of General Ministries and of the National Leadership Council shall be  
141 voting Delegates.  
142

143 **Section 2. Election.**  
144

145 (a) Cooperating Churches. Each Cooperating Church may elect from its membership:  
146

- 147 (i) two (2) Delegates;  
148  
149 (ii) one (1) additional Delegate for every one hundred (100) members of such  
150 Church in excess of the first fifty-one (51) members;  
151  
152 (iii) one (1) additional Delegate if (in the case of Churches within Regions that  
153 have elected the United Stewardship Plan or any successor thereto) such  
154 Church's per capita giving to the American Baptist "Total United Mission"  
155 (or any successor thereto) plus the four denomination wide offerings of  
156 America for Christ, Retired Ministers and Missionaries Offering, World  
157 Mission Offering and One Great Hour of Sharing, or (in the case of Churches  
158 within Regions that have elected the Flexible Stewardship Plan or any  
159 successor thereto) such Church's per capita giving to the total of the General  
160 Ministries Option, the United Mission Option and the AB Women's  
161 Ministries Love Gift (or any successor thereto) plus the four denomination  
162 wide offerings of America for Christ, Retired Ministers and Missionaries  
163 Offering, World Mission Offering and One Great Hour of Sharing, in each  
164 case in the calendar year preceding the Biennial Meeting equaled \$100, plus  
165 one (1) additional Delegate for each whole number multiple of \$50 of such  
166 per capita giving in excess of \$100 in such year; and  
167  
168 (iv) one (1) additional Delegate for each whole number multiple of \$10,000 of (in  
169 the case of Churches within Regions that have elected the United Stewardship  
170 Plan or any successor thereto) such Church's total giving to the American  
171 Baptist "Total United Mission" (or any successor thereto) plus the four  
172 denomination wide offerings of America for Christ, Retired Ministers and  
173 Missionaries Offering, World Mission Offering and One Great Hour of

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

- 184  
185 (b) Regional Organizations. Each Regional Organization may elect five Delegates from  
186 the membership of the Cooperating Churches within its area.

187  
188 **Section 3. Biennial Meetings.**

- 189  
190 (a) Time and Place of Meetings. Delegates shall meet biennially in odd-numbered  
191 years at such time and place within or without the State of New York as shall be  
192 fixed by action of the Board of General Ministries. Such time and place shall be set  
193 forth in the notice of the meeting, which shall be published, not less than thirty (30)  
194 days prior to the meeting, in the official publication of the ABCUSA, designated as  
195 such in the Standing Rules, distributed to Cooperating Churches and Regional  
196 Organizations.

- 197  
198 (b) Action by Delegates. At each Biennial Meeting, one-third (1/3) of the Delegates  
199 registered with the General Secretary prior to convening the Delegates for the first  
200 order of business of the Biennial Meeting, present in person, shall constitute a  
201 quorum, provided that at least one Delegate is registered from each of at least two  
202 hundred (200) Cooperating Churches which are located within the areas of at least  
203 ten (10) Regional Organizations. Attendance by proxy will not be permitted. If at  
204 any Biennial Meeting there shall be no quorum present, the Delegates present shall  
205 have power to adjourn the Meeting from time to time until a quorum is present and  
206 no notice of any such adjourned Meeting need be given. At all Biennial Meetings  
207 each Delegate shall be entitled to one (1) vote. Except as otherwise provided by  
208 applicable law or in Article XIX, a majority of the votes cast by the Delegates  
209 present, as provided in Article XVIII, Section 9, shall determine the vote of the  
210 Delegates.

- 211  
212 (c) Chair of Biennial Meeting. The President, or in the President's absence, the Vice  
213 President, or in the absence of both, a person chosen by the Meeting, shall preside at  
214 all Biennial Meetings.

- 215  
216 (d) List of Delegates. The General Secretary shall cause to be prepared by the close of  
217 the final session of every Biennial Meeting a list of names and addresses of the  
218 Delegates registered from each Cooperating Church and Regional Organization.  
219 Such list shall be designated for historical purposes as the official list of the  
220 Delegates for that Biennial Meeting.

- 222 (e) Functions of Biennial Meeting. The functions of the Biennial Meeting shall include  
223 election of the President, the Vice President, and the Budget Review Officer; election  
224 of At-Large Directors to the Board of General Ministries pursuant to Article II  
225 above; celebration; inspiration; development of fellowship; the sharing of  
226 information relating to the ABCUSA's budget and the actions of the Board of  
227 General Ministries; the receiving of reports from the Denomination's National  
228 Boards and other mission partners as set forth in the Standing Rules; training in  
229 mission and leadership skills; serving as the venue for the Mission Summit; the  
230 receiving of reports on Mission Table priorities and the celebrating of successes; and  
231 such other functions as the Board of General Ministries may determine.  
232

#### 233 **Section 4. Mission Summit.**

234  
235 (a) Mission Summit experiences are woven throughout the Biennial Meeting and are  
236 intended to capture the input of the Biennial, the largest number of American  
237 Baptists gathered in one place, as it provides a venue for examining the world  
238 landscape for those issues and concerns calling for a mission response from  
239 American Baptists as they seek to be healthy missional churches that nurture devoted  
240 disciples of Jesus Christ who live their lives in mission and ministry for the healing  
241 of the world through the love of God. The Mission Summit is the place and the time  
242 when American Baptists with diverse backgrounds, contexts and characteristics sit  
243 together, reflecting and discussing what this people of God can do in Christ's name  
244 in our world. The goal of the Mission Summit is to discern and articulate broad  
245 priorities for American Baptists for the upcoming biennium and beyond.  
246

247 (b) In the Mission Summit, Biennial participants learn of critical trends impacting  
248 the mission and ministry of the church within and without the United States;  
249 participate in mission reflection and workshops based on the best practices of  
250 congregations, regions and boards; and experience opportunities to network with  
251 people and congregations sharing similar mission contexts and emphases. Essential  
252 to the success of both the Mission Summit and the Mission Table is the sharing of  
253 information among all units of the denomination. Thus, in preparation for any  
254 Mission Summits, churches, regions, program board, and related institutions are  
255 encouraged and expected to share their concerns, hopes and mission priorities.  
256

257 (c) The Mission Summit has at its very heart, the mission of the local church and  
258 strengthening healthy missional congregations who can join with other local  
259 churches, as well as Regions and National bodies, to impact the global American  
260 Baptist mission. The Mission Summit will seek to surface a large number of ideas  
261 and programs, in order to bring to light a wide breadth of mission efforts being  
262 worked upon by the American Baptist family, and give focus to American Baptist-  
263 wide mission for years to come. The deliberations of the Mission Summit shall  
264 include a consideration of implications for the ministry of the local church.  
265

266 (d) The Mission Table shall receive the reports and recommendations of the Mission  
267 Summit. A formal report of the Mission Summit proceedings, and in particular,  
268 communication of any broad denominational priorities articulated at the Mission  
269 Summit, shall be communicated to the Mission Table in advance of its next meeting

270 and shall be published in the official American Baptist Denominational publication  
271 in use at that time.  
272

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276 **ARTICLE V**  
277 **COOPERATING CHURCHES**  
278

279  
280 **Section 1. Qualifications.** Every Baptist church in the United States (as defined in  
281 Article XVIII, Section 7) which cooperates in the work of the Denomination in accordance with  
282 the Criteria for Cooperating Churches, as defined in the Standing Rules, may become a  
283 Cooperating Church of the ABCUSA ("Cooperating Church") for the purposes of these Bylaws.  
284 Upon their determination by the Board of General Ministries and the Regional Boards acting  
285 jointly, the Criteria for Cooperating Churches shall be incorporated into the Standing Rules by  
286 the Board of General Ministries.  
287

288  
289 **Section 2. Decision by Regional Board.** A Baptist church that wishes to become a  
290 Cooperating Church shall file an application for such status with the Regional Board of that  
291 Regional Organization to which it wishes to apply pursuant to the Standing Rules. The general  
292 practice is to apply to the Regional Organization within the geographical area in which the  
293 applying church is located, but the church is permitted to apply to any Regional Organization.  
294 The Regional Board shall receive and dismiss any such church as a Cooperating Church in  
295 accordance with this Article V, the Standing Rules, and the Criteria for Cooperating Churches.  
296 Any church so received by a Regional Board shall be a Cooperating Church of both the  
297 ABCUSA and the Regional Organization. Each Regional Board shall report to the Board of  
298 General Ministries its acceptance or dismissal of any church as a Cooperating Church. The  
299 Standing Rules shall state a procedure for the appeal to the Board of General Ministries of a  
300 Regional Board's decision with respect to the acceptance or dismissal of any church as a  
301 Cooperating Church.  
302

303 **Section 3. Participation in Mission Summit.** Each Cooperating Church will be invited  
304 to participate in the Mission Summit and will be encouraged to report on the ways it has  
305 responded to ABCUSA mission initiatives and to recommend continuing and new mission  
306 initiatives.  
307

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310 **ARTICLE VI**  
311 **REGIONAL ORGANIZATIONS;**  
312 **REGIONAL BOARDS**  
313  
314

315 **Section 1. Regional Organization.** Every American Baptist Region in the United  
316 States having entered into the Covenant of Relationships and the related Statements of  
317 Agreement, in accordance with the criteria and procedures therein and in the Standing Rules,  
318 shall thereupon become a Regional Organization, for the purposes of these Bylaws for so long as  
319 it remains a party to the Covenant of Relationships, including the related Statements of  
320 Agreement.  
321

322 **Section 2. Regional Board.** The board of directors or similar body that manages any  
323 Regional Organization shall be known as a Regional Board, for the purposes of these Bylaws.  
324

325 **Section 3. Participation in Meetings.** The chief executive officers of the Regional  
326 Organizations shall have the right to speak when in attendance at meetings of the Board of  
327 General Ministries or of the National Program Boards.  
328

329 **Section 4. Participation in the Mission Summit and Mission Table.** Each American  
330 Baptist Region will be expected to participate in the Mission Summit and Mission Table, to  
331 report on the ways it has responded to ABCUSA mission initiatives, and to recommend  
332 continuing and new mission initiatives, including partnerships with other units of the  
333 denomination.  
334  
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336  
337 **ARTICLE VII**  
338

339 **MISSION TABLE**  
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341

342 **Section 1. Participation and Composition.** ABCUSA shall participate in the Mission Table.  
343 The Mission Table is a focused group of American Baptist clergy, laity and staff persons charged  
344 with receiving the input from the Mission Summit (see Article IV, Section 3(f) above) as they  
345 work as a substantive missional think tank on behalf of the Denomination. The Mission Table  
346 will be composed of people representing the broad spectrum of American Baptist mission  
347 partners. The Mission Table shall include: one local church participant for each Region; the  
348 President of the ABCUSA, who shall chair the Mission Table; the Vice President of ABCUSA;  
349 the General Secretary and three others from the Office of the General Secretary; the Presidents,  
350 the Executive Directors plus two additional staff members each from ABFMS and ABHMS; the  
351 President, the Executive Director plus one additional staff member from MMBB; the Executive  
352 Ministers from each Region; one representative from each of the recognized caucuses of the  
353 American Baptist caucus network; one each from American Baptist Assembly, American Baptist  
354 Foundation, American Baptist Homes and Caring Ministries, and American Baptist Men; the  
355 President and Executive Director of American Baptist Historical Society, American Baptist  
356 Women’s Ministries and the Ministers Council of American Baptist Churches in the U.S.A.; the  
357 President of the American Baptist Extension Corporation; three representatives from American  
358 Baptist seminaries; and three from American Baptist colleges.  
359

360 **Section 2. Nominations.** The Region local church representatives shall come from nominations  
361 by each of the Regions. Each Region will suggest five people to the ABCUSA (National)  
362 Nominating Committee which shall, in turn, select one person from the five provided by the  
363 Region in order to provide a group which is representative of the Denomination. As the church,  
364 American Baptists are called to mirror God’s intent to the world. Accordingly, Regions will be  
365 encouraged to submit diverse nominees based on the following: urban, suburban, rural, large,  
366 small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay;  
367 physical ability; and economic class. The Nominating Committee is mandated to ensure that the  
368 diversity of the Mission Table accurately reflects or mirrors the diversity of the American Baptist  
369 Denomination. The Nominating Committee will review the names sent by the Region to ensure  
370 diversity and will report back to each Region and the National Leadership Council if names  
371 submitted do not meet the level of diversity needed to enable mutual accountability.  
372

373 **Section 3. Mission.** At the Mission Table the key mission partners of the Denomination,  
374 together with the representative pastors and laity, will endeavor to further refine and pursue areas  
375 of common mission emphases articulated by their respective constituencies and the Mission  
376 Summit, making recommendations for, and committing to, areas of action. The Mission Table’s  
377 sole focus will be the furtherance of God’s mission through American Baptists, not the  
378 institutional life of the Denomination, so that staff of the mission partners and congregations can  
379 effectively network around shared responsibilities and priorities.  
380

381 **Section 4. Administration and Resourcing.** The Board of General Ministries, through the  
382 Office of the General Secretary, shall be responsible for administering and resourcing the  
383 Mission Table. However, because the Denomination’s mission partners are a part of the Mission

384 Table, the mission partners will be responsible for carrying back to their boards and agencies for  
385 implementation the implications of the Mission Table's work for them. In order for the initiation  
386 and exchange of information to be achieved, the Board of General Ministries will be assigned the  
387 role of gathering, publishing, and disseminating the relevant reports in preparation for and  
388 resulting from the Mission Summit and Mission Table.  
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**ARTICLE VIII**  
**COVENANTS OF THE DENOMINATION**

**Section 1. The Covenant of Relationships and Statements of Agreement.** The relationships among the 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, the ABCUSA is and shall remain a party to The Covenant of Relationships and Its Statements of Agreements.

**Section 2. Other Covenants and Agreements.** The 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.

417  
418 **ARTICLE IX**  
419 **MEETINGS OF MEMBERS**  
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421

422 **Section 1. Annual Meetings.** The annual meeting of Members shall be held at such  
423 time and place within or without the State of New York as shall be fixed by action of the Board  
424 of General Ministries.  
425

426 **Section 2. Special Meetings.** Special meetings of Members may be called by the  
427 Board of General Ministries, or by the President, and shall be called by the General Secretary  
428 upon the written request of ten percent (10%) or more of the Members.  
429

430 **Section 3. Notice.** Notice of each meeting of Members, stating the time and place  
431 thereof, shall be given by the General Secretary to each Member pursuant to provisions of the  
432 New York Not-for-Profit Corporation Law. Notice of a special meeting shall also state the  
433 purpose for which the meeting is called.  
434

435 **Section 4. Action by Members.** At all meetings of Members, a majority of the  
436 Members, present in person, shall constitute a quorum. Attendance by proxy will not be  
437 permitted. If at any meeting there shall be no quorum present, the Members present shall have  
438 power to adjourn the meeting from time to time until a quorum is present and no notice of any  
439 such adjourned meeting need be given. At all meetings of Members each Member shall be  
440 entitled to one (1) vote. Except as otherwise provided by applicable law or elsewhere in these  
441 Bylaws when voting by class of Members is required, a majority of the votes cast by the  
442 Members present, as provided in Article XVIII, Section 9, shall determine the vote of the  
443 Members.  
444

445 **Section 5. Chair of Meetings.** The President, or in the President's absence the Vice  
446 President, or in the absence of both a person chosen by the meeting, shall preside at all meetings  
447 of the Members.  
448

449 **Section 6. Annual Reports.**

450  
451 (a) Report of the Board of General Ministries.  
452

453 At each annual meeting of Members and at each Biennial Meeting, the Board of  
454 General Ministries shall, pursuant to the New York Not-for-Profit Corporation Law,  
455 present a report of the Board of General Ministries, verified by a majority of the  
456 members of the Board of General Ministries or certified by an independent public  
457 accountant or a firm of such accountants selected by the Board of General Ministries,  
458 showing in appropriate detail the following:  
459

460 (1) the assets and liabilities, including the trust funds, of the ABCUSA as of  
461 the end of a twelve month fiscal period terminating not more than six (6)  
462 months prior to the meeting at which the report is presented;

463  
464 (2) the principal changes in assets and liabilities, including trust funds, of the

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

466  
467 (3) the revenue or receipts of the ABCUSA, both unrestricted and restricted to  
468 particular purposes, for the year immediately preceding the date of the report;

469  
470 (4) the expenses or disbursements of the ABCUSA, for both general and  
471 restricted purposes, during the year immediately preceding the date of the  
472 report; and

473  
474 (5) the number of Members as of the date of the report, together with a  
475 statement of increase or decrease in such number during the year immediately  
476 preceding the date of the report, and a statement of the place where the names  
477 and places of residence of the current Members may be found.

478  
479 (b) Reports of National Boards.  
480

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

487  
488 (1) the assets and liabilities, including the trust funds, of the corporation  
489 managed by such National Board as of the end of a twelve-month fiscal period  
490 terminating not more than six (6) months prior to the meeting of such  
491 corporation at which the report is presented;

492  
493 (2) the principal changes in assets and liabilities, including trust funds, of the  
494 corporation managed by such National Board during the year immediately  
495 preceding the date of the report;

496  
497 (3) the revenue or receipts of the corporation managed by such National  
498 Board, both unrestricted and restricted to particular purposes, for the year  
499 immediately preceding the date of the report; and

500  
501 (4) the expenses or disbursements of the corporation managed by such  
502 National Board, for both general and restricted purposes, during the year  
503 immediately preceding the date of the report.  
504

505  
506 In addition, at each annual meeting of the Board of General Ministries, each National  
507 Board shall be provided with the opportunity to present an annual report of the proceedings and  
508 work of the corporation managed by such National Board.

509  
510 (c) Reports on Mission Table Priorities.  
511

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

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

515

516

517                   The foregoing annual reports shall be filed with the records of the ABCUSA and either a  
518 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 the 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. 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, 2016, 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.

567 After the 2011 Biennial Meeting, the Delegates at each subsequent Biennial Meeting shall elect or  
568 reelect At-Large Directors for the positions of At-Large Directors whose initial or additional  
569 terms will expire prior to the next succeeding Biennial Meeting.  
570

571 With regard to the At-Large Directors to be elected at large by the Delegates at the Biennial  
572 Meetings, a slate shall be nominated by the ABCUSA (National) Nominating Committee as  
573 follows: Each Region will suggest five people to the ABCUSA (National) Nominating  
574 Committee which shall, in turn, select one person from the five provided by the Region to  
575 nominate as an At-Large Director. As the church, American Baptists are called to mirror God's  
576 intent to the world. Accordingly, Regions will be encouraged to submit diverse nominees based  
577 on the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender;  
578 age; geographical; language; culture; clergy/lay; physical ability; and economic class.  
579 Nominations for an At-Large Director from any particular Region may also be made by a  
580 nomination subscribed to by a number of Cooperating Churches from that Region that is at least  
581 equal to the lesser of (i) 50 Cooperating Churches, or (ii) 50% of the number of Cooperating  
582 Churches in that Region, which nomination is in accord with the qualifications and  
583 characteristics of the nominee(s) of the Nominating Committee, and which nomination(s) are  
584 received by the Office of the General Secretary no later than 60 days after the slate of the  
585 ABCUSA Nominating Committee for the At-Large Directors to be elected at the next Biennial  
586 Meeting is published in the official American Baptist Denominational publication in use at that  
587 time. In the case of a contested election for At-Large Director from any Region, that candidate  
588 receiving the most votes from the Biennial Delegates among the candidates from that Region  
589 shall be elected, with no more than one At-Large Director from any Region being eligible to be  
590 elected. In developing its slate of nominees, the ABCUSA Nominating Committee shall take  
591 into consideration the following: urban, suburban, rural, large, small, and mega church; ethnicity;  
592 race; gender; age; geography; language; culture; clergy/lay; physical ability; and economic class,  
593 and in so doing, shall also take into consideration the representation of those characteristics that  
594 may be reflected in the composition of the boards of directors or managers of the National  
595 Boards, with the intention that as much representational diversity as practical will be reflected  
596 among the total representation on the boards of directors of the National Boards and the Board of  
597 General Ministries.  
598

599 Any director may resign at any time by giving written notice to the President or General  
600 Secretary of ABCUSA. Such resignation shall take effect at any time specified therein and,  
601 unless otherwise specified therein, the acceptance of such resignation shall not be necessary to  
602 make it effective. An At-Large Director whose legal residence or Cooperating Church  
603 membership ceases to be within the Region from which the At-Large Director was elected, shall  
604 be deemed to have resigned effective as of the date of the first to occur of (i) change of legal  
605 residence outside of the Region, or (ii) the date when membership in a Cooperating Church of  
606 that Region ceases. Any director may be removed from the Board of General Ministries only as  
607 provided in the NYNPC Law.  
608

609 Any vacancy in the Board of General Ministries for an At-Large Director or a General Director  
610 arising at any time from any cause, may be filled by a majority vote of the Board of General  
611 Ministries on nomination of the ABCUSA Nominating Committee; provided, however, that if  
612 the vacancy is for an At-Large Director, the nomination must be for a person from the Region  
613 from which the vacating director was elected. Each director so elected shall hold office for the  
614 remainder of the unexpired term for which so elected.

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

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

- (a) Time and Place of Meetings. The Board of General Ministries shall hold an annual meeting and may hold such regular or special meetings at such times and places the Board may determine, as set forth in the Standing Rules.
- (b) Action by Board of General Ministries. At each meeting of the Board of General Ministries a majority of those persons then constituting the Board, present in person, shall constitute a quorum. If at any meeting there shall be no quorum present, the members present shall have power to adjourn the meeting from time to time until a quorum is present and no notice of any such adjourned meeting need be given. At all meetings of the Board of General Ministries each member shall be entitled to one (1) vote. Except as otherwise provided by applicable law or in these Bylaws and the Standing Rules, a majority of the votes cast by the members present, as provided in Article XVIII, Section 9, shall determine the vote of the Board of General Ministries.
- (c) Action without a Meeting. Any action required or permitted to be taken by the Board of General Ministries may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.
- (d) Chair of Meetings of the Board of General Ministries. The President, or in the President's absence the Vice President, or in the absence of both, a person chosen by the Board of General Ministries, shall preside at all meetings of the Board of General Ministries.
- (e) Participation in Meetings. The chief executive officers of the National Boards, Regional Organizations, American Baptist Historical Society, and Associated Ministry Organizations shall have the right to speak when in attendance at meetings of the Board of General Ministries.

663 (f) Conference Telephone Meetings. Any one or more members of the Board of General  
664 Ministries or any committee thereof, may participate in a meeting of the Board of  
665 General Ministries or any committee by means of a conference telephone or similar  
666 communications equipment allowing all persons participating in the meeting to hear  
667 each other at the same time. Participation by such means shall constitute presence in  
668 person at a meeting.

669  
670 (g) Other. In the event that the New York Not-for-Profit Corporation (“NYNPC”) Law  
671 (or any successor law) ever allows other forms of participation in board or committee  
672 meetings by other forms of communication, or in the event that the NYNPC Law (or  
673 any successor law) ever permits board or committee action outside of a meeting by  
674 majority consent or by other means of electronic or other communication, such means  
675 of participation, communication or action shall be deemed to be authorized hereunder.  
676

#### 677 **Section 4. Functions of the Board of General Ministries.**

678  
679 (a) The Board of General Ministries shall manage the affairs of the ABCUSA and, as  
680 part thereof, shall:

681  
682 (i) (A) seek the welfare of the whole Denomination (Cooperating Churches,  
683 Regional Boards, National Boards, American Baptist Historical Society, Associated  
684 Ministry Organizations and other covenanting organizations) through vision,  
685 leadership, and coordination, and give general oversight and direction to the life and  
686 mission of the Denomination, including (1) the promotion and celebration of  
687 American Baptist identity, (2) the presentation of an overall picture of American  
688 Baptist life, (3) the interpretation of Baptist distinctives and American Baptist core  
689 values, as well as American Baptist mission, and (4) the dissemination and support of  
690 broad Denominational priorities as articulated by the Biennial Meeting through the  
691 Mission Summit; and (B) be responsible for legal matters for ABCUSA and serve as  
692 the legislative body of the ABCUSA;

693  
694 (ii) set policy for ABCUSA in the areas of program functions, planning,  
695 coordination and evaluation and, with the National and Regional Boards and Mission  
696 Table, adopt common goals and objectives for the Denomination;

697  
698 (iii) determine the membership of the ABCUSA or the Denomination in national  
699 and international religious bodies and elect or appoint the representatives or delegates  
700 of the ABCUSA or the Denomination to such bodies in accordance with these  
701 Bylaws and the Standing Rules;

702  
703 (iv) elect or appoint certain officers of the ABCUSA and members or officers  
704 of certain committees and commissions of the ABCUSA and of the Board of  
705 General Ministries and other bodies, all in the manner and as provided in these  
706 Bylaws and the Standing Rules;

707  
708 (v) determine Denominational functions for itself and for committees,  
709 commissions, and councils of the ABCUSA and the Board of General Ministries and  
710 for the General Secretary and other officers of the ABCUSA, be responsible for

711 assigning specific Denominational functions such as the endorsement of chaplains  
712 and the work of the World Relief Officer to the National Program Boards, stating its  
713 expectations with respect to each such function in accordance with the Covenant of  
714 Relationships and Mission Table recommendations; and enter into other covenants  
715 on behalf of ABCUSA in accordance with Article VIII of these Bylaws;

716  
717 (vi) review and assess the performance of denominational functions carried out by  
718 other American Baptist entities, including the setting of policies and criteria for  
719 evaluating the performance of Denominational functions in light of stated  
720 expectations of the Board of General Ministries;

721  
722 (vii) receive and review annually reports of the proceedings and work of the  
723 corporations managed by the National Boards;

724  
725 (viii) support Denominational stewardship and fundraising, including the adoption  
726 of such policies as it may deem proper to promote and interpret campaigns to raise  
727 funds necessary for the American Baptist Mission Budget;

728  
729 (ix) adopt such procedures and processes as it may deem proper relating to the  
730 adoption, amendment and termination of any covenants, other than the Covenant of  
731 Relationships and Statements of Agreement, to which the ABCUSA may be or  
732 become a party;

733  
734 (x) budget and appropriate funds of the ABCUSA necessary for the operation  
735 thereof;

736  
737 (xi) adopt, amend, or repeal Standing Rules of the ABCUSA in accordance with  
738 Article XIX, Section 2 of these Bylaws;

739  
740 (xii) elect the General Secretary; and evaluate the performance of the Office of the  
741 General Secretary biennially;

742  
743 (xiii) oversee the development and maintenance of the Leadership Pool as more  
744 particularly described in Section 4(b) below;

745  
746 (xiv) coordinate denominational services necessary for the maintenance of the  
747 professional ministry in the Denomination;

748  
749 (xv) perform such treasury and other internal administrative functions as required for  
750 the effective functioning of the Denomination;

751  
752 (xvi) provide resources to the regional offices and their executives in the areas of  
753 executive search committee guidance, executive orientation and evaluation, and staff  
754 and Board development;

755  
756 (xvii) serve as the corporate members of the American Baptist Historical Society; and

757  
758 (xviii) perform such other services as the Board shall decide;

759  
760 all provided, however, that any such action shall not be inconsistent with the Act of  
761 Incorporation of the ABCUSA, the Covenant of Relationships, these Bylaws, the Standing Rules,  
762 or applicable law. Each of the functions enumerated above may be further specified and defined  
763 in the Standing Rules.  
764

765 (b) The selection of people to serve and fulfill the leadership functions in the  
766 Denomination is a critical task. The Board of General Ministries shall be responsible  
767 for creating and be accountable for a Leadership Recruitment effort. This effort,  
768 through partnerships with National Boards, Regions and local churches, is intended  
769 to identify present and emerging leaders and build a pool of prospective leaders. The  
770 overall purpose of the Leadership Recruitment effort is to (1) build a repository of  
771 proven leaders for this denomination, and (2) have the opportunity to develop leaders  
772 for future service in the Denomination. This pool of names should reflect the quality  
773 and gifts of leadership needed in denominational service. The pool would identify the  
774 skills that persons have to offer. This data base will be a source for suggestions to fill  
775 vacancies on boards, task forces, etc. for the denomination. However, they would not  
776 be limited to the pool as the only source for names to consider in their organization.  
777 Further, the Leadership Recruitment effort will carry the responsibility of providing  
778 on-going training, orientation and development of leadership skills for those whose  
779 names are added to the pool.  
780

781 **Section 5. Ratification of Decisions by Regional Boards and Delegates in Biennial**  
782 **Meetings.** The Board of General Ministries shall have no authority to take any of the following  
783 actions unless the proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on  
784 such action, and by two-thirds (2/3) of the votes cast by the Delegates in Biennial Meeting: (i) to  
785 adopt a plan of merger of the Denomination or the ABCUSA with or into any other religious body or  
786 corporation; (ii) to adopt any amendment to the Statement of Purpose of the ABCUSA, or to the  
787 corporate objects or purposes of the ABCUSA as stated in its Certificate of Incorporation; provided  
788 that Section 4 of the ABCUSA Certificate of Incorporation may be amended only with the prior  
789 approval of a majority of the National Boards, which approval shall be conclusively evidenced by  
790 written notice to that effect given by their Executive Directors or any other officers designated for  
791 that purpose by the boards of directors of the National Boards or their respective executive  
792 committees; and (iii) to change the "free church" polity of the Denomination.  
793

794 The Board of General Ministries at its discretion may submit any other proposed Board of  
795 General Ministries action to ratification by the Regional Boards and/or the Delegates in Biennial  
796 Meeting.  
797

798 **Section 6. Ratification of Decisions by Regional Boards.** The Board of General  
799 Ministries shall have no authority to authorize a Denomination-wide capital funds campaign  
800 unless such proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on such  
801 action.  
802

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806 **ARTICLE XI**  
807 **COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES**  
808

809 **Section 1. Standing and Special Committees.** By action of a majority of the entire  
810 Board, the Board of General Ministries shall designate from among its number the following  
811 standing committees, each consisting of three (3) or more members of the Board:  
812

- 813 (i) the Executive Committee; and
  - 814 (ii) the Credentials and Caucus Committee
- 815

816 The Board of General Ministries may also designate other standing or special committees  
817 of the Board of General Ministries, each consisting of three (3) or more members of the Board.  
818

819 Each standing committee, whether or not listed above, or special committee of the Board  
820 of General Ministries shall have such members, powers, and functions as may from time to time  
821 be set forth in these Bylaws or the Standing Rules or in any action of the Board of General  
822 Ministries, provided that no such committee shall have authority as to such matters as are  
823 specified by the laws of the State of New York to pertain exclusively to the jurisdiction of the  
824 entire Board of General Ministries. The Board of General Ministries may designate one or more  
825 of its members as alternate members of any standing committee, who shall be chosen in a manner  
826 consistent with the manner in which the respective principal members of such committee are  
827 chosen, and who may replace any absent member or members at any meeting of such committee.  
828

829 **Section 2. Executive Committee.** Except as otherwise provided in Section 1 of this  
830 Article XI, between meetings of the Board of General Ministries the Executive Committee shall  
831 have such authority of the Board of General Ministries as such Board may from time to time  
832 specify in the Standing Rules or by action taken by such Board.  
833

834 The Committee shall evaluate the work of the General Secretary biennially and report  
835 thereon to the Board of General Ministries.  
836

837 **Section 3. Membership of the Executive Committee.** The Executive Committee shall  
838 consist of not more than eight (8) members, as follows:  
839

- 840 (a) President's Nomination. In consultation with the General Secretary, the President  
841 shall nominate not more than three (3) members from the Board of General  
842 Ministries, to further represent the diversity of the Denomination;
  - 843 (b) Ex Officio. The President, the Vice President, the Budget Review Officer, the  
844 immediate Past President and the General Secretary of the ABCUSA shall be ex-  
845 officio members of the Committee, and the President shall chair the Committee.  
846
- 847

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

851 Ministries, members of the staff of the ABCUSA or of a National or Regional Board, or other  
852 persons. Procedures for the appointment and organization of Board commissions and their  
853 powers and functions may be stated in the Standing Rules.  
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855  
856 **ARTICLE XII**  
857 **PUBLIC WITNESS STATEMENTS;**  
858 **EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS**  
859

860 **Section 1. Public Witness Statements.** Public Witness Statements represent the  
861 spiritual discernment of the congregations of ABCUSA as they seek to educate, activate, and  
862 advocate the teachings of Jesus Christ. Public Witness Statements may be proposed by any of  
863 the covenanting partners of ABCUSA and adopted by Cooperating Churches in a process of  
864 congregational referendum. The Board of General Ministries, through the Office of the General  
865 Secretary, will be responsible for conducting the vote and publishing the results.  
866

867 A referendum concerning a Public Witness Statement is initiated whenever the General Secretary  
868 receives either (A) notice that at least seventy-five percent (75%) of Covenanting Partners voting  
869 on the matter support such an initiative, provided that at least one-third (1/3) of the Covenanting  
870 Partners have participated in such vote, or (B) a petition supporting the initiative is subscribed to  
871 by at least ten percent (10%) of the Cooperating Churches (without weighting), including at least  
872 one Cooperating Church from each Region.  
873

874 Adoption of a properly initiated Public Witness Statement requires the affirmative vote of at least  
875 seventy-five percent (75%) of Cooperating Churches voting on the matter (weighted in  
876 proportion to the number of Delegates each may send to a Biennial meeting), provided that at  
877 least fifty percent (50%) of all Cooperating Churches (without weighting), including at least one  
878 Cooperating Church from each Region, must participate for the vote to be valid.  
879

880 Public Witness Statements will not be binding on regions or Cooperating Churches unless  
881 adopted in separate action by that Region or Cooperating Church. The process and procedure for  
882 amending, reaffirming, or rescinding American Baptist Public Witness Statements will be the  
883 same as for adoption.  
884

885 **Section 2. Existing American Baptist Policy Statements and Resolutions.** Until  
886 2011, the ABC/USA General Board had the authority to adopt American Baptist Policy  
887 Statements and Resolutions. Such Policy Statements and Resolutions adopted before 2011  
888 remain in effect unless rescinded. No new Policy Statements or Resolutions may be adopted  
889 under current Bylaws. An American Baptist Policy Statement or Resolution declared the basic  
890 position of the ABC/USA on particular issues of general concern. These Policy Statements and  
891 Resolutions have not been, nor will they be, binding on Regions or Cooperating Churches unless  
892 adopted in separate action by that Region or Cooperating Church.  
893

894 Any Covenant Partner may initiate a process by which existing Policy Statements and  
895 Resolutions can be amended, reaffirmed, or rescinded providing that seventy-five percent (75%)  
896 of the Covenant Partners voting on the matter are in agreement. Sixty percent (60%) of  
897 Covenant Partners must participate for the vote to be valid. Seventy-five percent (75%) of  
898 Cooperating Churches voting on the matter (weighted in proportion to the number of eligible  
899 Delegates for a Biennial meeting) must agree to amend, reaffirm or rescind existing Policy  
900 Statements and Resolutions. Fifty percent (50%) of all Cooperating Churches (without  
901 weighting) must participate for a vote to be valid. The Board of General Ministries, through the  
902 office of the General Secretary, will be responsible for conducting the vote and publishing the  
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903 results.

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**ARTICLE XIII  
NATIONAL BOARDS**

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

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

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

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

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942 **ARTICLE XIV**  
943 **COMMITTEES AND GROUPS OF THE ABCUSA**  
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946 **Section 1. Committees, Commissions, and Councils.** Committees, commissions, and  
947 councils of the ABCUSA may be established in such manner and with such members, powers, and  
948 functions as shall be stated in these Bylaws or in the Standing Rules.  
949

950 **Section 2. Nominating Committee.** There shall be an ABCUSA (National) Nominating  
951 Committee consisting of the ABCUSA President (who shall chair the Committee) and Immediate  
952 Past President, three persons appointed by the Regional Executive Ministers Council (“REMC”),  
953 the intercaucus president and six representatives from the Board of General Ministries (three  
954 clergy and three laity), which shall have such duties and responsibilities as are described in these  
955 Bylaws or the Standing Rules or assigned by the Board of General Ministries.  
956

957 **Section 3. Biennial Program Committee.** There shall be a Biennial Program Committee of  
958 the ABCUSA appointed by the President and confirmed by the Board of General Ministries, which  
959 shall have such numbers, powers, and functions as shall be stated in the Standing Rules, including  
960 representatives from local congregations, the National Program Boards and Regions, as well as  
961 ABCUSA officers and staff.  
962

963 **Section 4. Caucus.** Any group of American Baptists may apply for recognition as a Caucus  
964 to the Credentials and Caucus Committee in accordance with the Standing Rules.  
965

966 **Section 5. Joint Review Committee on Nominations.** There shall be a Joint Review  
967 Committee on Nominations consisting of the Vice President of ABCUSA (who shall chair the  
968 Committee), the Presidents of each of the National Boards, the President of the REMC, the Inter-  
969 Caucus President, the President of the Ministers Council of the American Baptist Churches in the  
970 USA, the President of American Baptist Men and the President of American Baptist Women’s  
971 Ministries. This Committee shall review the composition of the Board of General Ministries and the  
972 National Boards and note any concerns regarding diversity and reflective representation. The  
973 Committee shall report any such concerns to the ABCUSA Nominating Committee, to the respective  
974 nominating committees of the National Boards, and to the National Leadership Council.  
975

976 **Section 6. Finance Committee.** There shall be a Finance Committee appointed by the  
977 President and confirmed by the Board of General Ministries which shall have such numbers,  
978 powers and functions as shall be stated in the Standing Rules. The Finance Committee shall be  
979 chaired by the Budget Review Officer.  
980

981 **Section 7. World Relief Committee.** There shall be a World Relief Committee which  
982 shall be constituted and shall have such numbers, powers and functions as shall be stated in the  
983 Standing Rules. Members of this Committee from the Board of General Ministries shall be  
984 nominated by the President and elected by the Board of General Ministries.  
985

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

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

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993 **ARTICLE XV**  
994 **OFFICERS**  
995

996 **Section 1. General.** The officers of the ABCUSA shall be a President, a Vice President, a  
997 Budget Review Officer, a General Secretary, and one or more National Secretaries. The Standing  
998 Rules may provide for other officers of the ABCUSA and may define their duties and powers. In  
999 addition, the Board of General Ministries may elect or appoint such officers of the Board of General  
1000 Ministries as it may deem appropriate. The Board of General Ministries shall, subject to these Bylaws  
1001 and the Standing Rules, define the duties and powers of the officers of the ABCUSA.  
1002

1003 Upon nomination by the ABCUSA Nominating Committee, or by petition from  
1004 Cooperating Churches as described below, the President and the Vice President shall be elected  
1005 by the Delegates in Biennial Meeting for a single two-year term only, commencing on January 1  
1006 next following the date of their election, and until their successors are elected. In proposing  
1007 nominees for the office of President, the ABCUSA Nominating Committee shall give  
1008 consideration to rotating such nominees among the following four (4) categories: (i) clergymen;  
1009 (ii) laymen; (iii) clergywomen; and (iv) laywomen, with equal and fair consideration given to all  
1010 persons regardless of ethnic and language group.  
1011

1012 Upon nomination by the ABCUSA Nominating Committee in consultation with the  
1013 General Secretary, or by petition from Cooperating Churches as described below, the Budget  
1014 Review Officer shall be elected by the Delegates in Biennial Meeting for a two-year term,  
1015 commencing on January 1 next following the date of such person's election, and may thereafter  
1016 be reelected to such office by the Delegates for any number of additional terms.  
1017

1018 With regard to the ABCUSA President, Vice President and Budget Review Officer,  
1019 nominations for any or all of the three designated ABCUSA officers may also be made by a  
1020 nomination subscribed to by a total of at least 50 Cooperating Churches from at least five  
1021 Regions, which nomination is in accord with the qualifications and characteristics of the  
1022 nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of  
1023 the General Secretary no later than 60 days after the slate of the ABCUSA Nominating  
1024 Committee for the officers to be elected at the next Biennial Meeting is published in the official  
1025 American Baptist Denominational publication in use at that time.  
1026

1027 Upon nomination by the ABCUSA Nominating Committee (which, for purposes of this  
1028 nomination, shall include one additional individual chosen by the National Boards), the General  
1029 Secretary shall be elected by the Board of General Ministries for a term of four (4) years (or such  
1030 shorter term as the Board of General Ministries may specify) and may thereafter be reelected to  
1031 such office by the Board of General Ministries for any number of additional terms.  
1032

1033 The Executive Director of the corporation managed by each National Board, elected or  
1034 appointed by such National Board in accordance with Article XIII, Section 4 2 of these Bylaws,  
1035 shall be elected by the Board of General Ministries as a National Secretary of the ABCUSA to  
1036 serve for a term which is concurrent with such person's term as such Executive Director;  
1037 provided that the General Secretary serves as a member of the advisory search committee of such  
1038 corporation which recommends the appointment of such Executive Director and the corporation

1039 remains a party to the Covenant of Relationships.

1040  
1041 In the case of a vacancy in the office of President, the Vice President shall thereupon become  
1042 President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice  
1043 President, the Board of General Ministries shall, upon nomination by the ABCUSA Nominating  
1044 Committee, elect from among its At-Large Directors a Vice President to serve for the remainder of  
1045 the term so vacated. A vacancy in any other office of the ABCUSA shall be filled by the Board of  
1046 General Ministries for the remainder of the term so vacated.

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1048

1049 **Section 2. President.** The President shall be an ex-officio member of all committees and  
1050 commissions of the ABCUSA and of the Board of General Ministries and shall also, subject to the  
1051 approval and control of the Board of General Ministries:

- 1052
- 1053 (i) preside at the annual meeting of Members, at the Biennial Meeting of Delegates, at  
1054 the Mission Table, and at the meetings of the Board of General Ministries and the  
1055 Executive Committee at which the President is present;
  - 1056
  - 1057 (ii) in consultation with the General Secretary
  - 1058
  - 1059 (A) appoint the members and the chair, not otherwise provided for in these Bylaws  
1060 or the Standing Rules, of such committees of the ABCUSA as may be required for  
1061 the work of the Denomination; and
  - 1062
  - 1063 (B) nominate the members and appoint the chair of the Biennial Program Committee and  
1064 the Credentials and Caucus Committee, and nominate the members of any Reference  
1065 Committee;
  - 1066
  - 1067 (iii) represent the ABCUSA at meetings of Regional Organizations;
  - 1068
  - 1069 (iv) speak and write on issues of the day;
  - 1070
  - 1071 (v) convene the Mission Table and make recommendations to the Board of General  
1072 Ministries and the Mission Table on matters of importance to the mission of the  
1073 Denomination;
  - 1074
  - 1075 (vi) serve as the ceremonial head of the ABCUSA; and
  - 1076
  - 1077 (vii) perform such other duties as may be assigned by the Board of General Ministries.
- 1078  
1079

1080 **Section 3. Vice President.** If the President is absent or unable to serve, the Vice President  
1081 shall serve as the Acting President and, when so serving, shall perform the duties of the President. The  
1082 Vice President shall be an ex-officio member of all committees and commissions of the ABCUSA and  
1083 of the Board of General Ministries, shall chair any Reference Committee, and shall have such other  
1084 duties as may be assigned by the President or the Board of General Ministries.

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1087           **Section 4. Budget Review Officer.** The Budget Review Officer shall chair the Finance  
1088 Committee and shall have such other duties as may be assigned by the Board of General  
1089 Ministries.  
1090

1091           **Section 5. General Secretary.** Subject to the general direction and supervision of the Board  
1092 of General Ministries, the General Secretary shall fulfill pastoral, ecclesiastical, and prophetic roles,  
1093 serve as head of communion, and to those ends shall:  
1094

- 1095           (i) be the chief executive officer of the ABCUSA responsible for the day-to-day  
1096           administration of its affairs;
- 1097
- 1098           (ii) be responsible for implementing all Board of General Ministries policy decisions and  
1099           for articulating American Baptist Policy Statements, Resolutions and Public Witness  
1100           Statements;
- 1101
- 1102           (iii) provide staff services for Biennial Meetings (including the envisioning process), the  
1103           Mission Table (including coordination of research) and meetings of Members, for the  
1104           Board of General Ministries, and for all committees, commissions, and councils of the  
1105           ABCUSA and of the Board of General Ministries, except as otherwise provided in  
1106           these Bylaws or the Standing Rules;
- 1107
- 1108           (iv) convene and chair meetings of the National Leadership Council and the Covenanting  
1109           Partners under the Covenant of Relationships;
- 1110
- 1111           (v) perform the usual duties of a corporate secretary, including the keeping of minutes of  
1112           meetings of Members, Delegates, the Board of General Ministries, and the Executive  
1113           Committee; and
- 1114
- 1115           (vi) have such other duties as may be assigned by the Board of General Ministries.  
1116

1117           **Section 6. National Secretaries.** The National Secretaries shall assist the General  
1118 Secretary by: (i) articulating American Baptist Policy Statements, Resolutions, and Public  
1119 Witness Statements; (ii) implementing policy decisions of their respective National Boards; and  
1120 (iii) carrying out responsibilities in areas related to the work of their respective corporations.  
1121

1122           **Section 7. Removal of Officers.** Every officer of the ABCUSA (other than the  
1123 President, the Vice President and the Budget Review Officer) may be removed from office, with  
1124 or without stated cause, by the affirmative vote of a majority of the entire Board of General  
1125 Ministries. The Board of General Ministries, by the affirmative vote of at least two-thirds (2/3)  
1126 of the entire Board of General Ministries, may suspend, for stated cause and for such period as it  
1127 deems suitable, the authority of the President, the Vice President, or the Budget Review Officer  
1128 to act as an officer of the ABCUSA. The Executive Committee may suspend, with or without  
1129 stated cause and for such period as it deems reasonable up and until the next meeting of the  
1130 Board of General Ministries, the authority of any other officer to act as an officer of the  
1131 ABCUSA. The Standing Rules shall provide for a process for the removal or suspension of any  
1132 ABCUSA officer.  
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1136 **ARTICLE XVI**  
1137 **STAFF COUNCILS**  
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1139 The National Executive Council, the Regional Executive Ministers Council, and the  
1140 National Leadership Council shall be the staff councils of the Denomination. Each council shall  
1141 fix its own rules of procedure, in accordance with the Covenant of Relationships and the  
1142 Standing Rules.

1143  
1144 **(a) National Executive Council**  
1145

1146 The National Executive Council of the ABCUSA shall consist of the General Secretary, the  
1147 National Secretaries, and the Executive Director of American Baptist Women’s Ministries, all  
1148 members having equal vote. The National Executive Council will deal with broad and far-  
1149 reaching issues and policies and shall provide support for the General Secretary, facilitate and  
1150 coordinate the planning and implementing work of the staffs of the Board of General Ministries  
1151 and National Boards, and shall perform such other duties as the Board of General Ministries may  
1152 assign to it. The National Executive Council shall report to the Board of General Ministries  
1153 through the General Secretary and may consult with the National Leadership Council on any  
1154 matter.

1155  
1156 **(b) Regional Executive Ministers Council**  
1157

1158 The Regional Executive Ministers Council (REMC) of the Denomination shall consist of the  
1159 General Secretary and the Executive Minister of each Regional Organization. The purpose of the  
1160 REMC shall be to provide mutual learning, support and networking. The REMC shall report to  
1161 the Board of General Ministries through the General Secretary and may consult with the National  
1162 Leadership Council on any matter.

1163  
1164 **(c) National Leadership Council**  
1165

1166 (1) The National Leadership Council (NLC) shall initially include:

- 1167  
1168 (A) The President of the ABCUSA  
1169 (B) The General Secretary and up to three other staff members from the Office of the  
1170 General Secretary  
1171 (C) Representatives of the National Boards (the respective Executive Director and up to  
1172 three others)  
1173 (D) Regional Executive Ministers  
1174 (E) Executive Directors of the following organizations:

1175  
1176 American Baptist Women’s Ministries  
1177 The Minister’s Council of American Baptist Churches in the U.S.A.  
1178 American Baptist Assembly  
1179 American Baptist Extension Corporation  
1180 Interim Ministries - ABC  
1181 American Baptist Historical Society  
1182 American Baptist Foundation

1183  
1184 (2) The minimum threshold criteria for initial and continuing membership in the NLC will be for  
1185 a represented organization to:

- 1186  
1187 (A) Have an autonomous board and be financially viable  
1188 (B) Have a paid Executive  
1189 (C) Be a national ABCUSA organization that indicates its willingness:

1190  
1191 To support the statement of purpose in the bylaws of the ABCUSA  
1192 To cooperate wholeheartedly in such relationships and projects at all  
1193 levels of denominational life which seem advisable.  
1194 To be identified as an organization related to and participating in  
1195 the life of the ABCUSA by use of the name and/or logo.  
1196 To be primarily devoted to providing programs and/or services to  
1197 the ABCUSA.  
1198 To be accountable to the ABCUSA Policy Statements, Resolutions and Public  
1199 Witness Statements, together with any internal covenants within the NLC  
1200 where applicable.

1201  
1202 (3) The final determination about initial or continuing membership for organizations, having met  
1203 these threshold criteria, or for removal from membership if threshold criteria are no longer met,  
1204 will rest with the NLC.

1205  
1206 (4) The NLC shall meet at least once a year. Its purposes shall include:

- 1207  
1208 (A) Building and fostering authentic relationships within the NLC  
1209 (B) Participating in continuing education related to respective executive roles  
1210 (C) Facilitating implementation of Denominational priorities  
1211 (D) Demonstrating progress on those priorities in their respective boards  
1212 (E) Conducting trend analysis  
1213 (F) Suggesting means of improving the functioning of the Denomination  
1214 (G) Participating in theological reflection

1215  
1216 (5) In addition, the Board of General Ministries will be assigned the role of sharing the findings  
1217 and priorities of the Mission Summit and the Mission Table with the NLC. The members of the  
1218 NLC will report the initiatives that are in support of the mission priorities that surface in the  
1219 Mission Summit and Mission Table. The Board of General Ministries will publish the report of  
1220 the initiatives adopted by members of the NLC to the Mission Summit and Mission Table.

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1227 **ARTICLE XVII**  
1228 **ASSOCIATED MINISTRY ORGANIZATIONS**  
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1230 An Associated Ministry Organization (AMO) must be a national or sectional American  
1231 Baptist or other religious organization that indicates its willingness: to support the statement of  
1232 purpose in the Bylaws of the ABCUSA, to cooperate whole-heartedly in such relationships and  
1233 projects at all levels of denominational life which seem advisable, and to be identified as an  
1234 organization related to and participating in the life of the ABCUSA by use of name and/or logo.  
1235 The Standing Rules shall set forth such other provisions as the Board of General Ministries may  
1236 deem appropriate for AMO status.

1237  
1238 AMO's as of the effective date of these Bylaws are: American Baptist Assembly;  
1239 American Baptist Computer Center; American Baptist Men; American Baptist Women's  
1240 Ministries; Interim Ministries – ABC; the Ministers Council of the American Baptist Churches in  
1241 the U.S.A; and the three American Baptist Centers for Ministry.  
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**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 the ABCUSA shall be the calendar year.

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

**Section 4. Prohibition against Sharing in Corporate Earnings.** No Member, director, officer or employee of the ABCUSA, or other person shall receive at any time any of the net earnings or pecuniary profit from the operations of the ABCUSA, provided that this shall not prevent the payment to any such persons of reasonable compensation for services rendered to or for the 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 the ABCUSA. No funds of the ABCUSA shall be loaned to any Member, director or officer of the ABCUSA, or professional advisor to the 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 the ABCUSA is an officer or director or holds a substantial financial interest. Upon the dissolution, liquidation or winding up of the affairs of the ABCUSA, whether voluntary or involuntary, the assets of the 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.

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**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.

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**ARTICLE XIX  
AMENDMENTS**

1327       **Section 1. Bylaws.** These Bylaws may be added to, amended, or repealed only with the consent  
1328 of the Delegates at any Biennial Meeting of Delegates and provided that: (i) notice of any such proposed  
1329 addition, amendment or repeal has been given to the Delegates upon the recommendation of the Board  
1330 of General Ministries either (A) at least ninety (90) days prior to the Biennial Meeting at which such  
1331 proposed addition, amendment, or repeal is to be submitted, or (B) at the Biennial Meeting immediately  
1332 preceding the Biennial Meeting at which such proposed addition, amendment, or repeal is to be  
1333 submitted; and (ii) such addition, amendment, or repeal is approved by a majority of the votes cast by  
1334 the Delegates present, and further provided that any addition to or amendment or repeal of Article I,  
1335 Article II, Article IV, Article V, Article X, Article XII, Article XIII, Article XV, Article XVI or this  
1336 Article XIX of these Bylaws must be approved by at least two-thirds (2/3) of the votes cast by the  
1337 Delegates present; and further provided that no addition, amendment or repeal of (A) the Prologue to  
1338 these Bylaws, (B) any provision of these Bylaws relating to the rights of a majority of the National  
1339 Boards to consent to specified changes in Article 4 of the ABCUSA Certificate of Incorporation, or to  
1340 appoint the Special Director, or (C) Section 1 of this Article XIX, shall be approved without the written  
1341 consent of a majority of the National Boards specified in the applicable Section of these Bylaws.  
1342

1343       Any addition to or amendment or repeal of these Bylaws may be recommended: (i) at any  
1344 Biennial Meeting by a majority of the votes cast by the Delegates present; or (ii) by petition to the  
1345 Board of General Ministries signed by at least two hundred (200) Cooperating Churches which are  
1346 located within the areas of at least five (5) Regional Organizations; or (iii) by majority vote of the entire  
1347 Board of General Ministries taken at any meeting of the Board of General Ministries. Voting by the  
1348 Delegates pursuant to this Section 1 shall be in accordance with Article XVIII, Section 9 of these  
1349 Bylaws.  
1350

1351       **Section 2. Standing Rules.** Standing Rules of the ABCUSA may be adopted, amended, or  
1352 repealed by a majority of the votes cast by the directors of the Board of General Ministries, as provided in  
1353 Article XVIII, Section 9 of these Bylaws, at any special meeting called for that purpose or any regular  
1354 meeting, provided that notice of any such proposed Standing Rule or any proposed amendment or repeal  
1355 of any Standing Rule has been given to the directors of the Board of General Ministries, either: (i) at least  
1356 thirty (30) days prior to the meeting at which such proposed Standing Rule, amendment, or repeal is to be  
1357 submitted; or (ii) at the meeting of the Board of General Ministries immediately preceding the meeting at  
1358 which such proposed Rule, amendment, or repeal is to be submitted. Each Standing Rule shall be  
1359 consistent with these Bylaws. Any Standing Rule or amendment or repeal thereof may be recommended  
1360 in the same manner as any addition to, amendment, or repeal of these Bylaws as provided in Section 1 of  
1361 this Article XIX and, in addition, by a two-thirds (2/3) vote of the entire Executive Committee or of the  
1362 entire National Leadership Council.

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**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

1407 **AUTONOMY<sup>1</sup> AND INTERDEPENDENCE<sup>2</sup> WITHIN THE AMERICAN BAPTIST DENOMINATION: A**  
1408 **DECLARATION**

1409  
1410 [Dec. 1983; GB1279]  
1411  
1412

1413 **Introduction and Historical Background**

1414 The Church of Jesus Christ must remain free to define its own mission and structure. In this declaration we,  
1415 as American Baptists, under what we believe to be the prompting of God's Spirit, offer our own understanding and  
1416 self-definition of the nature and intentionality of autonomy<sup>1</sup> and interdependence<sup>2</sup> within the American Baptist  
1417 denomination.

1418 Baptist history in the United States, from the founding of the First Baptist Church in Providence, Rhode  
1419 Island, in 1639 until the present, reveals that Baptists have emphasized the autonomy of both local congregations and  
1420 Baptist organizations. At the same time history records the cooperation and interdependence between and among  
1421 congregations and a wide variety of Baptist organizations.

1422 While autonomy has characterized Baptist life from its beginning in America, the creation of the  
1423 Philadelphia Baptist Association in 1707 signaled a common desire for cooperation and mutual counsel regarding a  
1424 range of issues which affected more than a single church.

1425 The 19<sup>th</sup> century witnessed the founding of additional opportunities for cooperative Baptist undertakings.  
1426 In keeping with this recognition of the interdependence of Baptists in witness and mission, Massachusetts Baptists  
1427 formed the first Baptist state organization or society for mission in 1802. Thereafter, other state organizations were  
1428 organized in later years, and three national societies were created respectively, for foreign missionary outreach  
1429 (1814), for publication of Christian books and Sunday School materials (1824), and for home missions (1832). The  
1430 painful Baptist separation prior to the Civil War resulted in two Baptist groupings, both of which have continued the  
1431 dual emphasis upon autonomy and interdependence to the current time.

1432 The first half of the 20<sup>th</sup> century provided the occasion for increased cooperation and interdependence, but  
1433 autonomy continued as a predominant mark of American Baptist life. When the Northern Baptist Convention was  
1434 formed in 1907, very limited responsibility was assigned to the convention. The churches agreed to a single meeting  
1435 time and place for general oversight of the various national societies founded and recognized by Northern Baptists.  
1436 This limited step toward coordination and interdependence was advanced by the reorganizations in 1950 (when the  
1437 name of the Northern Baptist Convention was changed to the American Baptist Convention) and 1961, without  
1438 challenge to the autonomy of the organizations created by Baptist congregations, or to the autonomy of the  
1439 congregations themselves.

1440 Following the recommendations of the Study Commission on Denominational Structure, or SCODS, the  
1441 restructuring of the national Baptist organizations in 1972 intentionally limited the autonomy of the national  
1442 societies, while respecting their separate corporate identities, to facilitate greater cooperation and coordination in  
1443 national expressions of Baptist life and witness. No modification of the appropriate autonomy of local  
1444 congregations, associations/areas, or region/state/city organizations was implied or intended in that 1972  
1445 restructuring. At that time the Convention's name was changed to American Baptist Churches in the U.S.A.

1446 In 1977 the scope of interdependence was broadened when the organization of American Baptist Churches  
1447 in the U.S.A. was modified to provide representation in the general denominational structures for the 37  
1448 region/state/city organizations. However, this outcome, recommended by the Study Commission on Relationships  
1449 (SCOR) in its report "Together in Mission," in no manner altered the legal autonomy of the 37 region/state/city  
1450 organizations. Even though the opportunities for coordination and interdependence were increased, neither by  
1451 intention nor by new bylaw provisions were the appropriate autonomies of covenanting or affiliating organizations  
1452 changed. Rather, these modifications recognized and clarified the nature of the relationships of the 42 cooperating  
1453 American Baptist organizations (1 General, 4 National and 37 Regional or affiliating Organizations). The creation  
1454 of a basic Covenant of Relationships and a series of Statements of Agreements underlines that fact. No single, all-  
1455 inclusive denominational entity emerged as the "American Baptist Church."

1456 The period from 1639 (the founding of the First Baptist Church in America) to 1977 (the voting of the  
1457 SCOR recommendations for restructuring) demonstrates the basic Baptist attempt to balance two desirable values:  
1458 autonomy and interdependence. Neither has overcome the other in either theory or practice in the history of the  
1459 American Baptist denomination. Both values continue to inform and guide Baptist life to this day. American  
1460 Baptists have not compromised either element of this polarity. American Baptists continue to affirm these two  
1461 complementary and sometimes competing values, insisting that each pole of the polarity is a necessary corrective to  
1462 the other.

1463  
1464 **Balancing Freedom and Order**

1465 The Statement of Purpose of American Baptist Churches in the U.S.A. contains the following declarations:  
1466 “In every area of their common life American Baptists, acknowledging the importance of *creative diversity*, seek  
1467 such a *balance of freedom and order* as will keep all parts of American Baptist Churches in the U.S.A. open to the  
1468 guidance of the Holy Sprit and at the same time enable them to work responsibly under God for maintaining its life  
1469 of worship, witness, and ministry.”

1470 That desired balance of freedom and order was modified toward greater interdependence in the  
1471 reorganizations of 1972 (SCODS) and 1977 (SCOR) without, however, creating any centralized authority for all  
1472 decision-making within the denomination. The areas of life and mission which were to be coordinated were  
1473 described by a voluntary Covenant of Relationships and its related Statements of Agreement.

1474 Neither the design nor the language of those documents was cast in legal terminology. Indeed, even to  
1475 attempt to apply the legal concept of contract would be to demonstrate a misunderstanding of those documents  
1476 because any one of the covenanting bodies may unilaterally withdraw from the Covenant of Relationships or  
1477 Statements of Agreement without any sanctions stated or implied. Most significantly, the role and appropriate  
1478 authority of each of the denomination’s 42 organizations and their boards of directors were recognized; for example,  
1479 by affirming in the Bylaws of the ABCUSA that “Each Regional Organization shall determine its own corporate  
1480 structure and decision-making procedures” (p.12), and confirming the continuing corporate status of the  
1481 denomination’s four national societies or boards (p.19).

1482 A variety of American Baptist-related institutions have defined their separate relationships to various  
1483 American Baptist organizations by means of particular covenants. These related institutions include schools,  
1484 national training center, colleges, universities, campus ministries, seminaries, retirement homes, hospitals, nursing  
1485 homes and children’s homes. Each of these institutions is governed by an autonomous board. This declaration,  
1486 however, deals with the Covenant of Relationships and its related Statements of Agreement, not those particular  
1487 covenants.

1488 The movement from less to greater interdependence has been evident in the denomination’s history in the  
1489 latter part of the 20<sup>th</sup> century. It would be a misunderstanding, however, to interpret that movement as a rejection of  
1490 the Baptist value of autonomy. Rather, American Baptists have taken several steps toward modification of a *balance*  
1491 of freedom and order. Given American Baptist history and diversity, the definition of the proper “balance” could  
1492 shift again in the future in response to needs and new understandings of the gospel. But while the balancing point  
1493 may move back and forth - and even be perceived differently by various covenanting parties at any given time in  
1494 history - the prevailing movement of Baptist history and intention includes both autonomy and interdependence,  
1495 without the one overcoming the other.

## 1496 **Covenant of Relationships, Mission Funds** 1497 **Staff Council, and Boards**

1498 The biblical concept of a covenant is that it is a way of relating whole persons or communities to God and  
1499 to each other. It is not a legal contract to define or limit obligations or claims which contracting parties may have  
1500 toward each other. A covenant creates a flexible relationship marked by trust and faithfulness to God and to each  
1501 other both in action and expression. A covenant expresses a bond of brotherhood and sisterhood in Christ made  
1502 possible by the Holy Sprit.

1503 This biblical understanding of covenant informs our theological understanding of the Covenant of  
1504 Relationships we American Baptists have freely created.

1505 We here state the nature and extent of our covenants and the relationships reflected in them.  
1506

### 1507 **A. Definition of the Covenant of Relationships**

1508 The Covenant of Relationships is a solemn endeavor under God, among the organizations which are parties  
1509 to it, to cooperate in mission in a spirit of Christian unity and love. The Covenant of Relationships is a temporal and  
1510 provisional statement of the balance of freedom and order which many American Baptist organizations freely choose  
1511 for working together to carry out the task of Christian mission and ministry.

1512 Any of the 42 eligible American Baptist organizations, seeking to order its life in accordance with the  
1513 Scriptures under the guidance of the Holy Spirit, is free to enter and affirm the Covenant of Relationships or free not  
1514 to enter into the Covenant of Relationships. Any American Baptist organization which has entered the Covenant of  
1515 Relationships is free to seek to amend it or to withdraw from it at any time.

1516 The Covenant of Relationships is not a legally binding instrument; it creates no legal rights or legal  
1517 obligations between and among the organizations which enter in or for non-parties to it. The parties to the Covenant  
1518 of Relationships disclaim any intent to form a legal joint venture or association. No party to the Covenant of  
1519 Relationships has any power or authority over, or any legal responsibility for, the beliefs, persons or property of any  
1520 American Baptist or any other organization or its governing board or property; nor does the Covenant of  
1521

1523 Relationships create or establish any organization which has such power, authority, or responsibility.

1524 The Covenant of Relationships is a statement of shared understandings of the appropriate relationships for  
1525 American Baptist organizations as they cooperate under the Lordship of Christ in support of common mission goals  
1526 and objectives.

1527

#### 1528 **B. Statement of Agreement on the American Baptist Mission Fund**

1529 The Statement of Agreement on the American Baptist Mission Fund sets forth the principles for cooperation  
1530 in raising and allocating the mission monies which constitute the American Baptist Mission Fund. That Statement of  
1531 Agreement creates no legally binding rights or obligations among the parties to it or for any non-parties.

1532 The American Baptist Mission Fund is constituted by the voluntary gifts of American Baptist congregations  
1533 to support the mission and ministry of various denominational organizations. In the statement of agreement on this  
1534 Mission Fund provisions are made whereby contributions may be shared with all mission participants or may be  
1535 restricted to a few or even one mission participant. The parties to the Agreement have a sacred duty and are  
1536 accountable to the whole denomination to see that all monies in the Fund are used for the purposes for which they are  
1537 given.

1538

#### 1539 **C. The General Staff Council**

1540 The General Staff Council is a non-legislative assembly of professional staff members (primarily chief  
1541 executive officers) of covenanting and of affiliating organizations which are parties to the Covenant of Relationships  
1542 and/or the Statement of Agreement of the American Baptist Mission Fund. The General Staff Council provides a  
1543 forum for the discussion by its members of matters of concern to American Baptists, fosters collegiality and  
1544 accountability among its members, and nurtures a spirit of unity and cooperation. Actions and statements of the  
1545 General Staff Council are advisory in nature, and when duly adopted, they express the mind of the General Staff  
1546 Council.

1547

#### 1548 **D. American Baptist Organizations**

1549 Each American Baptist organization is autonomous, and the board of directors of each has legally defined  
1550 powers and responsibilities with respect to the management of its affairs and property, none of which is altered by  
1551 the Covenant of Relationships.

1552 When the covenanting bodies cooperate under the Covenant of Relationships, their responsibilities are  
1553 defined by that Covenant. The governing boards of these bodies have no power or authority under the Covenant of  
1554 Relationships over the beliefs, actions or property of any individual American Baptist or any other American Baptist  
1555 organization or its governing board. No governing board has authority to give directions or orders to any individual  
1556 American Baptist, to any local congregation, or to any other American Baptist organization.

1557 American Baptist boards in inter-board relationships have no power to legislate in the legal sense. When,  
1558 under the Covenant of Relationships, these boards enact Policy Statements and Resolutions, they have only the  
1559 power and the responsibility to express the sense of their members, duly elected and duly delegated pursuant to the  
1560 Covenant of Relationships, on matters of concern and importance to American Baptists. When Policy Statements  
1561 and Resolutions are adopted by a board, they express the mind of that board, and the covenanting parties agree to  
1562 give them due respect and weight and be guided by them in a spirit of unity and cooperation under the Lordship of  
1563 Christ.

1564 Staff members of American Baptist mission bodies are accountable under law to the governing boards of  
1565 the organizations which employ them. The Covenanting parties (but not the affiliating organizations) affirm that  
1566 their respective staffs are also expected to act under the Covenant of Relationships in a spirit of cooperation.  
1567 However, no board has authority to hold accountable or to give directions or orders to any staff member employed  
1568 by another organization.

1569

#### 1570 **American Baptist Covenants and Baptist Freedom**

1571 The history of the United States clearly demonstrates the leadership of Baptists in the establishment and  
1572 preservation of the separation of church and state. Baptist life and thought recognize the right of each religious  
1573 group within our nation to determine its own faith, polity, life, and lines of authority.

1574 The creation of understandings among American Baptists regarding the degree of autonomy and  
1575 interdependence between and among American Baptist organizations is, essentially, a theological undertaking. Only  
1576 American Baptists have the right or the power to interpret or to alter those understandings contained within  
1577 American Baptist Covenants, Statements of Agreement, and corporate documents. The First Amendment to the  
1578 United States Constitution prohibits government from deciding for any religious body that body's beliefs, mission, or  
1579 organization. Therefore, we as American Baptists declare that government agencies and others external to American  
1580 Baptist life and mission have no authority or competence to interpret or change the self-understanding of American

1581 Baptists or the documents and statements in which we have set forth that understanding.

1582

1583 **Conclusion and Commitment**

1584 Recent American Baptist reorganizations, continuing discussion of our denominational relationships, and  
1585 the on-going debate regarding separation of church and state have combined to call for this statement. Our Baptist  
1586 successors will have the liberty to modify, in light of the Scriptures and under the guidance of the Holy Spirit, each  
1587 and every American Baptist document - including this declaration - as may be deemed helpful to American Baptist  
1588 life and mission.

1589 Accordingly, in this year of our Lord 1983 the undersigned organizations do hereby affirm and declare this  
1590 brief declaration to be consistent with each organization's understanding of the nature of American Baptist autonomy  
1591 and interdependence, and each directs that the date of its affirming action be affixed hereto.

1592

1593

1594 <sup>1</sup> *Autonomy*- in the Baptist (free church) tradition, is the unencumbered capacity of each local congregation and of  
1595 each organization created by local congregations and/or their members to exercise full rights of self-government in  
1596 all matters of faith and practice.

1597

1598 *2 Interdependence* in the Baptist (free church) tradition in exercising self-government in matters of faith and practice, is  
1599 reckoning confidently upon one another; relying on one another: as individual believers, as local congregations, as  
1600 organizations created by local congregations and/or their members; and laboring together for the well being and general good  
1601 of Christ's Body, the Church, as members one of another.

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