

**Proposed 2017 Amendments**  
**Draft Dated 11/01/2016**  
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**Blue Font – Presented November 2016**

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

As Amended Effective January 1, 2012

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

1 **PROLOGUE**

2  
3 **DECLARATION**

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

11 **OUR FAITH IN THE BIBLE**

12  
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

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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**  
**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.

**ARTICLE II  
MEMBERSHIP**

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

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

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

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

**ARTICLE III - [INTENTIONALLY OMITTED]**

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

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

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

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

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

145

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

149

ARTICLE IV  
DELEGATES TO BIENNIAL MEETING

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

**Section 2. Election.**

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

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

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

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

213 **Section 3. Biennial Meetings.**

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

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

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

257  
258 **Section 4. Mission Summit.**

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

271  
272 (b) In the Mission Summit, Biennial participants learn of critical trends impacting  
273 the mission and ministry of the church within and without the United States;  
274 participate in mission reflection and workshops based on the best practices of  
275 congregations, regions and boards; and experience opportunities to network with  
276 people and congregations sharing similar mission contexts and emphases. Essential  
277 to the success of both the Mission Summit and the Mission Table is the sharing of  
278 information among all units of the denomination. Thus, in preparation for any  
279 Mission Summits, churches, regions, program board, and related institutions are  
280 encouraged and expected to share their concerns, hopes and mission priorities.

281  
282 (c) The Mission Summit has at its very heart, the mission of the local church and  
283 strengthening healthy missional congregations who can join with other local  
284 churches, as well as Regions and National bodies, to impact the global American  
285 Baptist mission. The Mission Summit will seek to surface a large number of ideas  
286 and programs, in order to bring to light a wide breadth of mission efforts being  
287 worked upon by the American Baptist family, and give focus to American Baptist-  
288 wide mission for years to come. The deliberations of the Mission Summit shall  
289 include a consideration of implications for the ministry of the local church.

291 (d) The Mission Table shall receive the reports and recommendations of the Mission  
292 Summit. A formal report of the Mission Summit proceedings, and in particular,  
293 communication of any broad denominational priorities articulated at the Mission  
294 Summit, shall be communicated to the Mission Table in advance of its next meeting  
295 and shall be published in the official American Baptist Denominational publication  
296 in use at that time.  
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301 **ARTICLE V**  
302 **COOPERATING CHURCHES**  
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305 **Section 1. Qualifications.** Every Baptist church in the United States (as defined in  
306 Article XVIII, Section 7) which cooperates in the work of the Denomination in accordance with  
307 the Criteria for Cooperating Churches, as defined in the Standing Rules, may become a  
308 Cooperating Church of ABCUSA ("Cooperating Church") for the purposes of these Bylaws.  
309 Upon their determination by the Board of General Ministries and the Regional Boards acting  
310 jointly, the Criteria for Cooperating Churches shall be incorporated into the Standing Rules by  
311 the Board of General Ministries.  
312  
313

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

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

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

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

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

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

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## ARTICLE VII

### MISSION TABLE

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

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

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

406  
407 **Section 4. Administration and Resourcing.** The Board of General Ministries, through the

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

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

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

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

443  
444 **ARTICLE IX**  
445 **MEETINGS OF MEMBERS**  
446

447  
448 **Section 1. Annual Meetings.** The annual meeting of Members shall be held at such  
449 time and place within or without the State of New York as shall be fixed by action of the Board  
450 of General Ministries.  
451

452 **Section 2. Special Meetings.** Special meetings of Members may be called by the  
453 Board of General Ministries, or by the President, and shall be called by the General Secretary  
454 upon the written request of ten percent (10%) or more of the Members.  
455

456 **Section 3. Notice.** Notice of each meeting of Members, stating the time and place  
457 thereof, shall be given by the General Secretary to each Member pursuant to provisions of the  
458 New York Not-for-Profit Corporation Law. Notice of a special meeting shall also state the  
459 purpose for which the meeting is called.  
460

461 **Section 4. Action by Members.** At all meetings of Members, a majority of the  
462 Members, present in person, shall constitute a quorum. Attendance by proxy will not be  
463 permitted. If at any meeting there shall be no quorum present, the Members present shall have  
464 power to adjourn the meeting from time to time until a quorum is present and no notice of any  
465 such adjourned meeting need be given. At all meetings of Members each Member shall be  
466 entitled to one (1) vote. Except as otherwise provided by applicable law or elsewhere in these  
467 Bylaws when voting by class of Members is required, a majority of the votes cast by the  
468 Members present, as provided in Article XVIII, Section 9, shall determine the vote of the  
469 Members.  
470

471 **Section 5. Chair of Meetings.** The President, or in the President's absence the Vice  
472 President, or in the absence of both a person chosen by the meeting, shall preside at all meetings  
473 of the Members.  
474

475 **Section 6. Annual Reports.**  
476

477 (a) Report of the Board of General Ministries.  
478

479 At each annual meeting of Members and at each Biennial Meeting, the Board of  
480 General Ministries shall, pursuant to the New York Not-for-Profit Corporation Law,  
481 present a report of the Board of General Ministries, verified by a majority of the  
482 members of the Board of General Ministries or certified by an independent public  
483 accountant or a firm of such accountants selected by the Board of General Ministries,  
484 showing in appropriate detail the following:  
485

- 486 (1) the assets and liabilities, including the trust funds, of ABCUSA as of the  
487 end of a twelve month fiscal period terminating not more than six (6) months  
488 prior to the meeting at which the report is presented;  
489

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

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

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

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

504  
505 (b) Reports of National Boards.

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

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

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

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

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

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

535  
536 (c) Reports on Mission Table Priorities.

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

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

545 **ARTICLE X**  
546 **BOARD OF GENERAL MINISTRIES**  
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548

549 **Section 1. Members of the Board of General Ministries.** The board of directors of  
550 ABCUSA shall be known as the Board of General Ministries and shall number and consist of a  
551 number of Directors not to exceed a number equal to (i) the number of Regions that are party to  
552 the Covenant of Relationships, plus (ii) 12, each of which Directors shall be a member of a  
553 Cooperating Church, elected, appointed or serving as follows:  
554

555 (a) That number of At-Large Directors that is equal to the number of Regions that are  
556 party to the Covenant of Relationships, each from a different Region, elected by the Delegates to  
557 the Biennial Meeting  
558

559 (b) Up to five (5) General Directors elected by the Members giving due regard to  
560 geographical, racial, ethnic and gender diversity on the Board of General Ministries, the National  
561 Boards and within the Constituencies of ABCUSA  
562

563 (c) One (1) Special Director appointed as follows: The Presidents of the National  
564 Boards shall appoint by majority vote one Special Director by giving written notice of such  
565 appointment to the President or Secretary of ABCUSA at least thirty (30) days prior to the annual  
566 meeting of the Board of General Ministries at which the appointment will become effective. The  
567 Presidents of the National Boards shall fill any vacancy arising in the position of the Special  
568 Director by majority vote by giving written notice thereof to the President or Secretary of  
569 ABCUSA.  
570

571 (d) Six (6) Ex-Officio Directors who shall be the then-serving President, Vice President,  
572 Budget Review Officer, Immediate Past President, General Secretary and Inter-Caucus President  
573 of ABCUSA.  
574

575 With the exception of the Ex Officio Directors and the initial classes of At-Large Directors  
576 provided for in the next succeeding paragraph, the terms of Directors shall be four years and all  
577 Directors shall serve a maximum of two consecutive 4-year terms, provided that a Director who  
578 has been out of office for at least one year, shall be eligible to be elected to serve on the Board of  
579 General Ministries again subject to the same consecutive term limits; and provided further that a  
580 Director appointed to fill a vacancy of less than two (2) years shall be eligible for reelection to  
581 two additional 4-year terms if nominated. The initial classes of At-Large Directors shall be  
582 eligible for one additional full 4-year term before rotating off the Board of General Ministries.  
583

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

592 are adopted for a term to commence on January 1, 1013 and to expire on December 31, 2016.

593  
 594 After the 2011 Biennial Meeting, the Delegates at each subsequent Biennial Meeting shall elect or  
 595 reelect At-Large Directors for the positions of At-Large Directors whose initial or additional  
 596 terms will expire prior to the next succeeding Biennial Meeting.

597  
 598 With regard to the At-Large Directors to be elected at large by the Delegates at the Biennial  
 599 Meetings, a slate shall be nominated by the ABCUSA (National) Nominating Committee as  
 600 follows: Each Region will suggest ~~five~~ three people to the ABCUSA (National) Nominating  
 601 Committee which shall, in turn, select one person from the ~~five~~ three provided by the Region to  
 602 nominate as an At-Large Director. In the case of nominees for a second consecutive term, the  
 603 President, General Secretary and the applicable Regional Executive may confer, and if they are  
 604 agreed, the Region may submit only the incumbent Director as its sole nominee. As the church,  
 605 American Baptists are called to mirror God’s intent to the world. Accordingly, Regions will be  
 606 encouraged to submit diverse nominees based on the following: urban, suburban, rural, large,  
 607 small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay;  
 608 physical ability; and economic class. Nominations for an At-Large Director from any particular  
 609 Region may also be made by a nomination subscribed to by a number of Cooperating Churches  
 610 from that Region that is at least equal to the lesser of (i) 50 Cooperating Churches, or (ii) 50% of  
 611 the number of Cooperating Churches in that Region, which nomination is in accord with the  
 612 qualifications and characteristics of the nominee(s) of the Nominating Committee, and which  
 613 nomination(s) are received by the Office of the General Secretary no later than 60 days after the  
 614 slate of the ABCUSA Nominating Committee for the At-Large Directors to be elected at the next  
 615 Biennial Meeting is published in the official American Baptist Denominational publication in use  
 616 at that time. In the case of a contested election for At-Large Director from any Region, that  
 617 candidate receiving the most votes from the Biennial Delegates among the candidates from that  
 618 Region shall be elected, with no more than one At-Large Director from any Region being eligible  
 619 to be elected. In developing its slate of nominees, the ABCUSA Nominating Committee shall  
 620 take into consideration the following: urban, suburban, rural, large, small, and mega church;  
 621 ethnicity; race; gender; age; geography; language; culture; clergy/lay; physical ability; and  
 622 economic class, and in so doing, shall also take into consideration the representation of those  
 623 characteristics that may be reflected in the composition of the boards of directors or managers of  
 624 the National Boards, with the intention that as much representational diversity as practical will be  
 625 reflected among the total representation on the boards of directors of the National Boards and the  
 626 Board of General Ministries.

627  
 628 Any director may resign at any time by giving written notice to the President or General  
 629 Secretary of ABCUSA. Such resignation shall take effect at any time specified therein and,  
 630 unless otherwise specified therein, the acceptance of such resignation shall not be necessary to  
 631 make it effective. An At-Large Director whose legal residence or Cooperating Church  
 632 membership ceases to be within the Region from which the At-Large Director was elected, shall  
 633 be deemed to have resigned effective as of the date of the first to occur of (i) change of legal  
 634 residence outside of the Region, or (ii) the date when membership in a Cooperating Church of  
 635 that Region ceases. Any director may be removed from the Board of General Ministries only as  
 636 provided in the NYNPC Law.

637  
 638 Any vacancy in the Board of General Ministries for an At-Large Director or a General Director

639 arising at any time from any cause, may be filled by a majority vote of the Board of General  
 640 Ministries on nomination of the ABCUSA Nominating Committee; provided, however, that if  
 641 the vacancy is for an At-Large Director, the nomination must be for a person from the Region  
 642 from which the vacating director was elected. Each director so elected shall hold office for the  
 643 remainder of the unexpired term for which so elected, and if the unexpired term is less than two  
 644 years, shall be eligible for reelection to two additional consecutive 4-year terms if nominated.  
 645

646 **Section 2. Corporate Action.** Every meeting of the persons who are from time to time  
 647 both the Members and the Directors of the corporation at which there is a quorum shall be  
 648 deemed to be and shall be a meeting both of the corporation and of the Board of General  
 649 Ministries and any action taken at such meeting shall be deemed to be and shall be the action of  
 650 the Members or the Directors or both insofar as such action by either or both of such bodies is  
 651 authorized by law. Action taken at such meetings, in the capacity of Members or Directors, shall  
 652 be recorded in one set of minutes, which need not distinguish between the different capacities in  
 653 which action is taken. Any notice or waiver of notice of a meeting of Members or Directors shall  
 654 be deemed to be and shall be a notice of waiver respectively of a meeting in both capacities.  
 655 Whenever the phrase "meeting of the Board of General Ministries" or the equivalent is used in  
 656 these Bylaws or the Standing Rules, it shall be construed to mean a meeting in the double  
 657 capacity of Members and Directors, unless the meaning is limited by the context to a meeting in  
 658 one or the other single capacity.  
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 660

661 **Section 3. Meetings of the Board of General Ministries.**  
 662

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

686 Ministries.

- 687
- 688 (e) Participation in Meetings. The chief executive officers of the National Boards,  
 689 Regional Organizations, American Baptist Historical Society, and Associated  
 690 Ministry Organizations shall have the right to speak when in attendance at meetings  
 691 of the Board of General Ministries.
- 692
- 693 (f) Conference Telephone Meetings. Any one or more members of the Board of General  
 694 Ministries or any committee thereof, may participate in a meeting of the Board of  
 695 General Ministries or any committee by means of a conference telephone or similar  
 696 communications equipment allowing all persons participating in the meeting to hear  
 697 each other at the same time. Participation by such means shall constitute presence in  
 698 person at a meeting.
- 699
- 700 (g) Other. In the event that the New York Not-for-Profit Corporation (“NYNPC”) Law  
 701 (or any successor law) ever allows other forms of participation in board or committee  
 702 meetings by other forms of communication, or in the event that the NYNPC Law (or  
 703 any successor law) ever permits board or committee action outside of a meeting by  
 704 majority consent or by other means of electronic or other communication, such means  
 705 of participation, communication or action shall be deemed to be authorized hereunder.  
 706

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

- 708
- 709 (a) The Board of General Ministries shall manage the affairs of ABCUSA and, as part  
 710 thereof, shall:
- 711
- 712 (i) (A) seek the welfare of the whole Denomination (Cooperating Churches,  
 713 Regional Boards, National Boards, American Baptist Historical Society, Associated  
 714 Ministry Organizations and other covenanting organizations) through vision,  
 715 leadership, and coordination, and give general oversight and direction to the life and  
 716 mission of the Denomination, including (1) the promotion and celebration of  
 717 American Baptist identity, (2) the presentation of an overall picture of American  
 718 Baptist life, (3) the interpretation of Baptist distinctives and American Baptist core  
 719 values, as well as American Baptist mission, and (4) the dissemination and support of  
 720 broad Denominational priorities as articulated by the Biennial Meeting through the  
 721 Mission Summit; and (B) be responsible for legal matters for ABCUSA and serve as  
 722 the legislative body of ABCUSA;
- 723
- 724 (ii) set policy for ABCUSA in the areas of program functions, planning,  
 725 coordination and evaluation and, with the National and Regional Boards and Mission  
 726 Table, adopt common goals and objectives for the Denomination;
- 727
- 728 (iii) determine the membership of ABCUSA or the Denomination in national and  
 729 international religious bodies and elect or appoint the representatives or delegates of  
 730 ABCUSA or the Denomination to such bodies in accordance with these Bylaws and  
 731 the Standing Rules;
- 732

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

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- (xvi) provide resources to the regional offices and their executives in the areas of executive search committee guidance, executive orientation and evaluation, and staff and Board development;
- (xvii) serve as the corporate members of the American Baptist Historical Society; and
- (xviii) perform such other services as the Board shall decide;

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

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

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

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

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

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

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

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

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

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

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

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

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

**Section 4. Board of General Ministries Commissions.** The Board of General Ministries may create Board of General Ministries commissions to report to it on matters

879 assigned by the Board. Each Board commission may consist of members of the Board of General  
880 Ministries, members of the staff of the ABCUSA or of a National or Regional Board, or other  
881 persons. Procedures for the appointment and organization of Board commissions and their  
882 powers and functions may be stated in the Standing Rules.  
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**ARTICLE XII**  
**PUBLIC WITNESS STATEMENTS;**  
**EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS**

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

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

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

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

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

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

931 General Secretary's office, will be responsible for conducting the vote and publishing the results.  
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935 **ARTICLE XIII**  
936 **NATIONAL BOARDS**  
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939 **Section 1. General.** National program functions of the Denomination historically  
940 entrusted to the American Baptist Foreign Mission Society ("ABFMS"), The American Baptist  
941 Home Mission Societies comprised of The American Baptist Home Mission Society  
942 ("ABHMS") and The Woman's American Baptist Home Mission Society ("WABHMS"), and  
943 retirement and other benefit functions historically entrusted to The Ministers and Missionaries  
944 Benefit Board of American Baptist Churches ("MMBB") shall be implemented and carried out  
945 by such corporations under the general direction and supervision of their boards of directors.  
946

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

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

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

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

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

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

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

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

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

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

**Section 8. Committee on Christian Unity and Interfaith Relations.** There shall be a

**BGM Item 8e- Biennial Mission Summit Business Session**

1017 Committee on Christian Unity and Interfaith Relations which shall be constituted and shall have  
1018 such numbers, powers and functions as shall be stated in the Standing Rules. Members of this  
1019 Committee from the Board of General Ministries shall be nominated by the President and elected  
1020 by the Board of General Ministries.

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**ARTICLE XV  
OFFICERS**

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

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

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

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

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

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

1068 the General Secretary serves as a member of the advisory search committee of such corporation  
1069 which recommends the appointment of such Executive Director and the corporation remains a  
1070 party to the Covenant of Relationships.  
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1072 In the case of a vacancy in the office of President, the Vice President shall thereupon become  
1073 President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice  
1074 President, the Board of General Ministries shall, upon nomination by the ABCUSA Nominating  
1075 Committee, elect from among its At-Large Directors a Vice President to serve for the remainder of  
1076 the term so vacated. A vacancy in any other office of ABCUSA shall be filled by the Board of  
1077 General Ministries for the remainder of the term so vacated.  
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1080 **Section 2. President.** The President shall be an ex-officio member of all committees and  
1081 commissions of ABCUSA and of the Board of General Ministries and shall also, subject to the  
1082 approval and control of the Board of General Ministries:  
1083

1084 (i) preside at the annual meeting of Members, at the Biennial Meeting of Delegates, at  
1085 the Mission Table, and at the meetings of the Board of General Ministries and the  
1086 Executive Committee at which the President is present;  
1087

1088 (ii) in consultation with the General Secretary  
1089

1090 (A) appoint the members and the chair, not otherwise provided for in these Bylaws  
1091 or the Standing Rules, of such committees of the ABCUSA as may be required for  
1092 the work of the Denomination; and  
1093

1094 (B) nominate the members and appoint the chair of the Biennial Program Committee and  
1095 the Credentials and Caucus Committee, and nominate the members of any Reference  
1096 Committee;  
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1098 (iii) represent ABCUSA at meetings of Regional Organizations;  
1099

1100 (iv) speak and write on issues of the day;  
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1102 (v) convene the Mission Table and make recommendations to the Board of General  
1103 Ministries and the Mission Table on matters of importance to the mission of the  
1104 Denomination;  
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1106 (vi) serve as the ceremonial head of ABCUSA; and  
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1108 (vii) perform such other duties as may be assigned by the Board of General Ministries.  
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1111 **Section 3. Vice President.** If the President is absent or unable to serve, the Vice President  
1112 shall serve as the Acting President and, when so serving, shall perform the duties of the President. The  
1113 Vice President shall be an ex-officio member of all committees and commissions of ABCUSA and of  
1114 the Board of General Ministries, shall chair any Reference Committee, and shall have such other duties

1115 as may be assigned by the President or the Board of General Ministries.  
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1118 **Section 4. Budget Review Officer.** The Budget Review Officer shall chair the Finance  
1119 Committee and shall have such other duties as may be assigned by the Board of General  
1120 Ministries.  
1121

1122 **Section 5. General Secretary.** Subject to the general direction and supervision of the Board  
1123 of General Ministries, the General Secretary shall fulfill pastoral, ecclesiastical, and prophetic roles,  
1124 serve as head of communion, and to those ends shall:  
1125

- 1126 (i) be the chief executive officer of ABCUSA responsible for the day-to-day  
1127 administration of its affairs;  
1128
- 1129 (ii) be responsible for implementing all Board of General Ministries policy decisions and  
1130 for articulating American Baptist Policy Statements, Resolutions and Public Witness  
1131 Statements;  
1132
- 1133 (iii) provide staff services for Biennial Meetings (including the envisioning process), the  
1134 Mission Table (including coordination of research) and meetings of Members, for the  
1135 Board of General Ministries, and for all committees, commissions, and councils of  
1136 ABCUSA and of the Board of General Ministries, except as otherwise provided in  
1137 these Bylaws or the Standing Rules;  
1138
- 1139 (iv) convene and chair meetings of the National Leadership Council and the Covenanting  
1140 Partners under the Covenant of Relationships;  
1141
- 1142 (v) perform the usual duties of a corporate secretary, including the keeping of minutes of  
1143 meetings of Members, Delegates, the Board of General Ministries, and the Executive  
1144 Committee; and  
1145
- 1146 (vi) have such other duties as may be assigned by the Board of General Ministries.  
1147

1148 **Section 6. National Secretaries.** The National Secretaries shall assist the General  
1149 Secretary by: (i) articulating American Baptist Policy Statements, Resolutions, and Public  
1150 Witness Statements; (ii) implementing policy decisions of their respective National Boards; and  
1151 (iii) carrying out responsibilities in areas related to the work of their respective corporations.  
1152

1153 **Section 7. Removal of Officers.** Every officer of ABCUSA (other than the President,  
1154 the Vice President and the Budget Review Officer) may be removed from office, with or without  
1155 stated cause, by the affirmative vote of a majority of the entire Board of General Ministries. The  
1156 Board of General Ministries, by the affirmative vote of at least two-thirds (2/3) of the entire  
1157 Board of General Ministries, may suspend, for stated cause and for such period as it deems  
1158 suitable, the authority of the President, the Vice President, or the Budget Review Officer to act as  
1159 an officer of ABCUSA. The Executive Committee may suspend, with or without stated cause  
1160 and for such period as it deems reasonable up and until the next meeting of the Board of General  
1161 Ministries, the authority of any other officer to act as an officer of ABCUSA. The Standing

1162 Rules shall provide for a process for the removal or suspension of any ABCUSA officer.  
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**ARTICLE XVI**  
**STAFF COUNCILS**

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

**(a) National Executive Council**

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

**(b) Regional Executive Ministers Council**

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

**(c) National Leadership Council**

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

- (A) The President of the ABCUSA
- (B) The General Secretary and up to three other staff members from the General Secretary’s office
- (C) Representatives of the National Boards (the respective Executive Director and up to three others)
- (D) Regional Executive Ministers
- (E) Executive Directors of the following organizations:

- American Baptist Women’s Ministries
- The Minister’s Council of American Baptist Churches in the U.S.A.
- American Baptist Assembly
- American Baptist Extension Corporation
- Interim Ministries - ABC
- American Baptist Historical Society
- American Baptist Foundation

1212  
1213 (2) The minimum threshold criteria for initial and continuing membership in the NLC will be for  
1214 a represented organization to:

- 1215  
1216 (A) Have an autonomous board and be financially viable  
1217 (B) Have a paid Executive  
1218 (C) Be a national ABCUSA organization that indicates its willingness:

1219  
1220 To support the statement of purpose in the bylaws of ABCUSA  
1221 To cooperate wholeheartedly in such relationships and projects at all  
1222 levels of denominational life which seem advisable.  
1223 To be identified as an organization related to and participating in  
1224 the life of ABCUSA by use of the name and/or logo.  
1225 To be primarily devoted to providing programs and/or services to  
1226 ABCUSA.  
1227 To be accountable to ABCUSA Policy Statements, Resolutions and Public  
1228 Witness Statements, together with any internal covenants within the NLC  
1229 where applicable.

1230  
1231 (3) The final determination about initial or continuing membership for organizations, having met  
1232 these threshold criteria, or for removal from membership if threshold criteria are no longer met,  
1233 will rest with the NLC.

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

- 1236  
1237 (A) Building and fostering authentic relationships within the NLC  
1238 (B) Participating in continuing education related to respective executive roles  
1239 (C) Facilitating implementation of Denominational priorities  
1240 (D) Demonstrating progress on those priorities in their respective boards  
1241 (E) Conducting trend analysis  
1242 (F) Suggesting means of improving the functioning of the Denomination  
1243 (G) Participating in theological reflection

1244  
1245 (5) In addition, the Board of General Ministries will be assigned the role of sharing the findings  
1246 and priorities of the Mission Summit and the Mission Table with the NLC. The members of the  
1247 NLC will report the initiatives that are in support of the mission priorities that surface in the  
1248 Mission Summit and Mission Table. The Board of General Ministries will publish the report of  
1249 the initiatives adopted by members of the NLC to the Mission Summit and Mission Table.

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1256 **ARTICLE XVII**  
1257 **ASSOCIATED MINISTRY ORGANIZATIONS**  
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1259 An Associated Ministry Organization (AMO) must be a national or sectional American  
1260 Baptist or other religious organization that indicates its willingness: to support the statement of  
1261 purpose in the Bylaws of ABCUSA, to cooperate whole-heartedly in such relationships and  
1262 projects at all levels of denominational life which seem advisable, and to be identified as an  
1263 organization related to and participating in the life of ABCUSA by use of name and/or logo. The  
1264 Standing Rules shall set forth such other provisions as the Board of General Ministries may deem  
1265 appropriate for AMO status.  
1266

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

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

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

**Section 5. Emergency Bylaws.** Notwithstanding the provisions of Article XIX hereof, the Board of General Ministries may adopt, and from time to time amend, Emergency Bylaws pursuant to the New York State Defense Emergency Act which shall become and remain operative only during a period of attack as defined in such Act and which, while so operative, shall supersede any inconsistent provision of these Bylaws or the Standing Rules.

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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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1352 **ARTICLE XIX**  
1353 **AMENDMENTS**  
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1355

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

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

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

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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

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

[Dec. 1983; GB1279]

**Introduction and Historical Background**

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

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

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

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

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

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

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

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

1494 **Balancing Freedom and Order**

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

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

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

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

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

1526  
 1527 **Covenant of Relationships, Mission Funds**  
 1528 **Staff Council, and Boards**

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

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

1536  
 1537 We here state the nature and extent of our covenants and the relationships reflected in them.  
 1538

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

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

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

1548 The Covenant of Relationships is not a legally binding instrument; it creates no legal rights or legal  
 1549 obligations between and among the organizations which enter in or for non-parties to it. The parties to the Covenant

1550 of Relationships disclaim any intent to form a legal joint venture or association. No party to the Covenant of  
1551 Relationships has any power or authority over, or any legal responsibility for, the beliefs, persons or property of any  
1552 American Baptist or any other organization or its governing board or property; nor does the Covenant of  
1553 Relationships create or establish any organization which has such power, authority, or responsibility.

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

1557

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

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

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

1568

1569 **C. The General Staff Council**

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

1577

1578 **D. American Baptist Organizations**

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

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

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

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

1599

1600 **American Baptist Covenants and Baptist Freedom**

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

1604 The creation of understandings among American Baptists regarding the degree of autonomy and  
1605 interdependence between and among American Baptist organizations is, essentially, a theological undertaking. Only

1606 American Baptists have the right or the power to interpret or to alter those understandings contained within  
1607 American Baptist Covenants, Statements of Agreement, and corporate documents. The First Amendment to the  
1608 United States Constitution prohibits government from deciding for any religious body that body's beliefs, mission, or  
1609 organization. Therefore, we as American Baptists declare that government agencies and others external to American  
1610 Baptist life and mission have no authority or competence to interpret or change the self-understanding of American  
1611 Baptists or the documents and statements in which we have set forth that understanding.  
1612

1613 **Conclusion and Commitment**

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

1619 Accordingly, in this year of our Lord 1983 the undersigned organizations do hereby affirm and declare this  
1620 brief declaration to be consistent with each organization's understanding of the nature of American Baptist autonomy  
1621 and interdependence, and each directs that the date of its affirming action be affixed hereto.  
1622

1623 \_\_\_\_\_  
1624 <sup>1</sup> *Autonomy*- in the Baptist (free church) tradition, is the unencumbered capacity of each local congregation and of  
1625 each organization created by local congregations and/or their members to exercise full rights of self-government in  
1626 all matters of faith and practice.  
1627

1628 *2 Interdependence* in the Baptist (free church) tradition in exercising self-government in matters of faith and practice, is  
1629 reckoning confidently upon one another; relying on one another: as individual believers, as local congregations, as  
1630 organizations created by local congregations and/or their members; and laboring together for the well being and general good  
1631 of Christ's Body, the Church, as members one of another.  
1632

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