

**Proposed 2017 Amendments  
Draft Dated 03/30/2015**

**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]	



35 In every area of their common life, American Baptists, acknowledging the importance of creative  
36diversity, seek such a balance of freedom and order as will keep all parts of American Baptist Churches  
37in the U.S.A. open to the guidance of the Holy Spirit and at the same time enable them to work  
38responsibly to carry out the common task of mission and ministry in our time.

39  
40 American Baptist Churches in the U.S.A. acknowledges that it shares a common faith in Christ  
41with churches which may be quite different from it in history, polity and practice. Consequently, it seeks  
42to share with them a common ministry and to express it faithfully.

43  
44 American Baptist Churches in the U.S.A. acknowledges that God's will is also manifested in  
45movements outside the formal structures of Christ's church, and that, therefore, it must respond faithfully  
46to such disclosures.

47  
48 American Baptist Churches in the U.S.A. further acknowledges and confirms its commitment to  
49the objects stated in its Act of Incorporation as follows: 'to give expression to the opinions of its  
50constituency upon moral, religious and denominational matters and to promote denominational unity and  
51efficiency in efforts for the evangelization of the world'.

52  
53 In the light of this affirmation, American Baptist Churches in the U.S.A. intends the following  
54statement of purpose to implement and not to alter the objects stated in its Act of Incorporation:

- 55  
56 --- to bear witness to the Gospel of Jesus Christ in the world and to lead persons to Christ;  
57  
58 --- to seek the mind of Christ on moral, spiritual, political, economic, social, denominational  
59 and ecumenical matters, and to express to the rest of society on behalf of American  
60 Baptists, their convictions as to the mind of Christ in these matters;  
61  
62 --- to guide, unify, and assist American Baptists in their witness in the world, in preparing  
63 members for the work of ministry, and in serving both those within and outside the  
64 fellowship of Christ; and

65  
66 --- to promote closer relations among American Baptist churches and groups, within the whole  
67 Body of Christ and to promote understanding with other religious bodies."  
68 [By vote of the annual Convention at Seattle, Washington, May 16, 1969]

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**BYLAWS**  
**of**  
**AMERICAN BAPTIST CHURCHES IN THE U.S.A.**  
a New York Not-for-Profit Corporation\*  
as amended effective June 30, 2003

**ARTICLE I**  
**CONSTITUENCIES**

The constituencies of the American Baptist denomination (herein the "Denomination") for the purposes of these Bylaws shall be the Constituency of Cooperating Churches and the Constituency of Regional Organizations. The Constituency of Cooperating Churches shall consist of all Baptist churches which have become Cooperating Churches. The Constituency of Regional Organizations shall consist of all American Baptist Regions in the United States which are parties to the Covenant of Relationships and the related Statements of Agreement. [*See Article VIII.*]

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\* Founded in 1907 in Washington, D.C. and incorporated in 1910 in the State of New York as the "Northern Baptist Convention". In 1950, the corporate name was changed to the "American Baptist Convention" by vote of the annual Convention. In 1972, the American Baptist Convention was reorganized by a vote of the annual Convention under its current name, "American Baptist Churches in the U.S.A." In 1977, further reorganization was approved by vote of the Biennial Meeting of delegates and ratified by at least two-thirds of the Affiliating Organizations by October 31, 1978, as required.

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

100  
101 Members shall have (i) the exclusive right to elect up to five General Directors to the Board of  
102 General Ministries, (ii) subject to the provisions of Article X, Section 5 of these Bylaws, the  
103 right, to approve any and all amendments or other changes to the Act of Incorporation of  
104 ABCUSA, and (iii) subject to the specific rights accorded to the Delegates elected by the  
105 Constituency of Cooperating Churches and by the Constituency of Regional Organizations as  
106 referred to in the next succeeding paragraph hereof, any other rights accorded to Members under  
107 the New York Not-for-Profit Corporation Law (or any successor thereto).

108  
109 The Delegates elected by the Constituency of Cooperating Churches and by the  
110 Constituency of Regional Organizations shall have, when assembled at their Biennial Meeting,  
111 (i) the exclusive right to elect At-Large Directors to the Board of General Ministries, (ii) the  
112 exclusive right to elect the President, Vice President and Budget Review Officer of ABCUSA,  
113 and (iii) the right to approve any and all amendments or other changes to these Bylaws, subject to  
114 the consent provisions specified in Article XIX , Section 1 of these Bylaws.

115  
116 All Members and Delegates, voting as separate classes, shall each be entitled to one (1)  
117 vote at any meeting at which they are present and shall in all other respects have the powers,  
118 rights, and duties specified for each of them, respectively, under these Bylaws.

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121 **ARTICLE III - [INTENTIONALLY OMITTED]**  
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**ARTICLE IV**  
**DELEGATES TO BIENNIAL MEETING**

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

138  
139       **Section 2. Election.**

140  
141       (a) Cooperating Churches. Each Cooperating Church may elect from its membership:

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143           (i)     two (2) Delegates;

144  
145           (ii)    one (1) additional Delegate for every one hundred (100) members of such  
146 Church in excess of the first fifty-one (51) members;

147  
148           (iii)   one (1) additional Delegate if (~~in the case of Churches within Regions that~~  
149 ~~have elected pursuant to~~ the United Stewardship Plan or any successor  
150 thereto) such Church's per capita giving to the American Baptist "Total  
151 United Mission" (or any successor thereto) plus the four denomination wide  
152 offerings of America for Christ, Retired Ministers and Missionaries Offering,  
153 World Mission Offering and One Great Hour of Sharing, ~~or (in the case of~~  
154 ~~Churches within Regions that have elected the Flexible Stewardship Plan or~~  
155 ~~any successor thereto) such Church's per capita giving to the total of the~~  
156 ~~General Ministries Option, the United Mission Option and the AB Women's~~  
157 ~~Ministries Love Gift (or any successor thereto) plus the four denomination~~  
158 ~~wide offerings of America for Christ, Retired Ministers and Missionaries~~  
159 ~~Offering, World Mission Offering and One Great Hour of Sharing, in each~~  
160 ~~case~~ in the calendar year preceding the Biennial Meeting equaled \$100, plus  
161 one (1) additional Delegate for each whole number multiple of \$50 of such  
162 per capita giving in excess of \$100 in such year; and

163  
164           (iv)    one (1) additional Delegate for each whole number multiple of \$10,000 of (~~in~~  
165 ~~the case of Churches within Regions that have elected pursuant to~~ the United  
166 Stewardship Plan or any successor thereto) such Church's total giving to the  
167 American Baptist "Total United Mission" (or any successor thereto) plus the  
168 four denomination wide offerings of America for Christ, Retired Ministers  
169 and Missionaries Offering, World Mission Offering and One Great Hour of

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

- 181 (b) Regional Organizations. Each Regional Organization may elect five Delegates from  
182 the membership of the Cooperating Churches within its area.  
183

### 184 **Section 3. Biennial Meetings.**

185

- 186 (a) Time and Place of Meetings. Delegates shall meet biennially in odd-numbered  
187 years at such time and place within or without the State of New York as shall be  
188 fixed by action of the Board of General Ministries. Such time and place shall be set  
189 forth in the notice of the meeting, which shall be published, not less than thirty (30)  
190 days prior to the meeting, in the official publication of ABCUSA, designated as such  
191 in the Standing Rules, distributed to Cooperating Churches and Regional  
192 Organizations.  
193
- 194 (b) Action by Delegates. At each Biennial Meeting, one-third (1/3) of the Delegates  
195 registered with the General Secretary prior to convening the Delegates for the first  
196 order of business of the Biennial Meeting, present in person, shall constitute a  
197 quorum, provided that at least one Delegate is registered from each of at least two  
198 hundred (200) Cooperating Churches which are located within the areas of at least  
199 ten (10) Regional Organizations. Attendance by proxy will not be permitted. If at  
200 any Biennial Meeting there shall be no quorum present, the Delegates present shall  
201 have power to adjourn the Meeting from time to time until a quorum is present and  
202 no notice of any such adjourned Meeting need be given. At all Biennial Meetings  
203 each Delegate shall be entitled to one (1) vote. Except as otherwise provided by  
204 applicable law or in Article XIX, a majority of the votes cast by the Delegates  
205 present, as provided in Article XVIII, Section 9, shall determine the vote of the  
206 Delegates.  
207
- 208 (c) Chair of Biennial Meeting. The President, or in the President's absence, the Vice  
209 President, or in the absence of both, a person chosen by the Meeting, shall preside at  
210 all Biennial Meetings.  
211
- 212 (d) List of Delegates. The General Secretary shall cause to be prepared by the close of  
213 the final session of every Biennial Meeting a list of names and addresses of the  
214 Delegates registered from each Cooperating Church and Regional Organization.

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

- 217
- 218 (e) Functions of Biennial Meeting. The functions of the Biennial Meeting shall include  
219 election of the President, the Vice President, and the Budget Review Officer; election  
220 of At-Large Directors to the Board of General Ministries pursuant to Article II  
221 above; celebration; inspiration; development of fellowship; the sharing of  
222 information relating to the ABCUSA's budget and the actions of the Board of  
223 General Ministries; the receiving of reports from the Denomination's National  
224 Boards and other mission partners as set forth in the Standing Rules; training in  
225 mission and leadership skills; serving as the venue for the Mission Summit; the  
226 receiving of reports on Mission Table priorities and the celebrating of successes; and  
227 such other functions as the Board of General Ministries may determine.

228

229 **Section 4. Mission Summit.**

230

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

242

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

252

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

260 include a consideration of implications for the ministry of the local church.  
261

262 (d) The Mission Table shall receive the reports and recommendations of the Mission  
263 Summit. A formal report of the Mission Summit proceedings, and in particular,  
264 communication of any broad denominational priorities articulated at the Mission  
265 Summit, shall be communicated to the Mission Table in advance of its next meeting  
266 and shall be published in the official American Baptist Denominational publication  
267 in use at that time.  
268

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272 **ARTICLE V**  
273 **COOPERATING CHURCHES**  
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275  
276 **Section 1. Qualifications.** Every Baptist church in the United States (as defined in  
277 Article XVIII, Section 7) which cooperates in the work of the Denomination in accordance with  
278 the Criteria for Cooperating Churches, as defined in the Standing Rules, may become a  
279 Cooperating Church of ABCUSA ("Cooperating Church") for the purposes of these Bylaws.  
280 Upon their determination by the Board of General Ministries and the Regional Boards acting  
281 jointly, the Criteria for Cooperating Churches shall be incorporated into the Standing Rules by  
282 the Board of General Ministries.  
283

284  
285 **Section 2. Decision by Regional Board.** A Baptist church that wishes to become a  
286 Cooperating Church shall file an application for such status with the Regional Board of that  
287 Regional Organization to which it wishes to apply pursuant to the Standing Rules. The general  
288 practice is to apply to the Regional Organization within the geographical area in which the  
289 applying church is located, but the church is permitted to apply to any Regional Organization.  
290 The Regional Board shall receive and dismiss any such church as a Cooperating Church in  
291 accordance with this Article V, the Standing Rules, and the Criteria for Cooperating Churches.  
292 Any church so received by a Regional Board shall be a Cooperating Church of both ABCUSA  
293 and the Regional Organization. Each Regional Board shall report to the Board of General  
294 Ministries its acceptance or dismissal of any church as a Cooperating Church. The Standing  
295 Rules shall state a procedure for the appeal to the Board of General Ministries of a Regional  
296 Board's decision with respect to the acceptance or dismissal of any church as a Cooperating  
297 Church.  
298

299 **Section 3. Participation in Mission Summit.** Each Cooperating Church will be invited  
300 to participate in the Mission Summit and will be encouraged to report on the ways it has  
301 responded to ABCUSA mission initiatives and to recommend continuing and new mission  
302 initiatives.  
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306 **ARTICLE VI**  
307 **REGIONAL ORGANIZATIONS;**  
308 **REGIONAL BOARDS**  
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311 **Section 1. Regional Organization.** Every American Baptist Region in the United  
312 States having entered into the Covenant of Relationships and the related Statements of  
313 Agreement, in accordance with the criteria and procedures therein and in the Standing Rules,  
314 shall thereupon become a Regional Organization, for the purposes of these Bylaws for so long as  
315 it remains a party to the Covenant of Relationships, including the related Statements of  
316 Agreement.

317  
318 **Section 2. Regional Board.** The board of directors or similar body that manages any  
319 Regional Organization shall be known as a Regional Board, for the purposes of these Bylaws.  
320

321 **Section 3. Participation in Meetings.** The chief executive officers of the Regional  
322 Organizations shall have the right to speak when in attendance at meetings of the Board of  
323 General Ministries or of the National Program Boards.  
324

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

334  
335 **MISSION TABLE**

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337  
338 **Section 1. Participation and Composition.** ABCUSA shall participate in the Mission Table.  
339 The Mission Table is a focused group of American Baptist clergy, laity and staff persons charged  
340 with receiving the input from the Mission Summit (see Article IV, Section 3(f) above) as they  
341 work as a substantive missional think tank on behalf of the Denomination. The Mission Table  
342 will be composed of people representing the broad spectrum of American Baptist mission  
343 partners. The Mission Table shall include: one local church participant for each Region; the  
344 President of the ABCUSA, who shall chair the Mission Table; the Vice President of ABCUSA;  
345 the General Secretary and three others from the Office of the General Secretary; the Presidents,  
346 the Executive Directors plus two additional staff members each from ABFMS and ABHMS; the  
347 President, the Executive Director plus one additional staff member from MMBB; the Executive  
348 Ministers from each Region; one representative from each of the recognized caucuses of the  
349 American Baptist caucus network; one each from American Baptist Assembly, American Baptist  
350 Foundation, American Baptist Homes and Caring Ministries, and American Baptist Men; the  
351 President and Executive Director of American Baptist Historical Society, American Baptist  
352 Women’s Ministries and the Ministers Council of American Baptist Churches in the U.S.A.; the  
353 President of the American Baptist Extension Corporation; three representatives from American  
354 Baptist seminaries; and three from American Baptist colleges.

355  
356 **Section 2. Nominations.** The Region local church representatives shall come from nominations  
357 by each of the Regions. Each Region will suggest five people to the ABCUSA (National)  
358 Nominating Committee which shall, in turn, select one person from the five provided by the  
359 Region in order to provide a group which is representative of the Denomination. As the church,  
360 American Baptists are called to mirror God’s intent to the world. Accordingly, Regions will be  
361 encouraged to submit diverse nominees based on the following: urban, suburban, rural, large,  
362 small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay;  
363 physical ability; and economic class. The Nominating Committee is mandated to ensure that the  
364 diversity of the Mission Table accurately reflects or mirrors the diversity of the American Baptist  
365 Denomination. The Nominating Committee will review the names sent by the Region to ensure  
366 diversity and will report back to each Region and the National Leadership Council if names  
367 submitted do not meet the level of diversity needed to enable mutual accountability.

368  
369 **Section 3. Mission.** At the Mission Table the key mission partners of the Denomination,  
370 together with the representative pastors and laity, will endeavor to further refine and pursue areas  
371 of common mission emphases articulated by their respective constituencies and the Mission  
372 Summit, making recommendations for, and committing to, areas of action. The Mission Table’s  
373 sole focus will be the furtherance of God’s mission through American Baptists, not the  
374 institutional life of the Denomination, so that staff of the mission partners and congregations can  
375 effectively network around shared responsibilities and priorities.

377 **Section 4. Administration and Resourcing.** The Board of General Ministries, through the  
378 Office of the General Secretary, shall be responsible for administering and resourcing the  
379 Mission Table. However, because the Denomination's mission partners are a part of the Mission  
380 Table, the mission partners will be responsible for carrying back to their boards and agencies for  
381 implementation the implications of the Mission Table's work for them. In order for the initiation  
382 and exchange of information to be achieved, the Board of General Ministries will be assigned the  
383 role of gathering, publishing, and disseminating the relevant reports in preparation for and  
384 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.

413  
414 **ARTICLE IX**  
415 **MEETINGS OF MEMBERS**  
416

417  
418 **Section 1. Annual Meetings.** The annual meeting of Members shall be held at such  
419 time and place within or without the State of New York as shall be fixed by action of the Board  
420 of General Ministries.  
421

422 **Section 2. Special Meetings.** Special meetings of Members may be called by the  
423 Board of General Ministries, or by the President, and shall be called by the General Secretary  
424 upon the written request of ten percent (10%) or more of the Members.  
425

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

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

441 **Section 5. Chair of Meetings.** The President, or in the President's absence the Vice  
442 President, or in the absence of both a person chosen by the meeting, shall preside at all meetings  
443 of the Members.  
444

445 **Section 6. Annual Reports.**  
446

447 (a) Report of the Board of General Ministries.  
448

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

- 456 (1) the assets and liabilities, including the trust funds, of ABCUSA as of the  
457 end of a twelve month fiscal period terminating not more than six (6) months

458 prior to the meeting at which the report is presented;

459  
460 (2) the principal changes in assets and liabilities, including trust funds, of  
461 ABCUSA during the year immediately preceding the date of the report;

462  
463 (3) the revenue or receipts of ABCUSA, both unrestricted and restricted to  
464 particular purposes, for the year immediately preceding the date of the report;

465  
466 (4) the expenses or disbursements of ABCUSA, for both general and  
467 restricted purposes, during the year immediately preceding the date of the  
468 report; and

469  
470 (5) the number of Members as of the date of the report, together with a  
471 statement of increase or decrease in such number during the year immediately  
472 preceding the date of the report, and a statement of the place where the names  
473 and places of residence of the current Members may be found.

474  
475 (b) Reports of National Boards.

476  
477 At each such annual meeting of Members and at each Biennial Meeting, the Board of  
478 General Ministries shall also submit a report of each National Board  
479 provided to it by such National Board, verified by the President and the financial  
480 officer of the corporation managed by such National Board, or by a majority of the  
481 members of such National Board, or certified by an independent public accountant or  
482 a firm of such accountants, showing in appropriate detail the following:

483  
484 (1) the assets and liabilities, including the trust funds, of the corporation  
485 managed by such National Board as of the end of a twelve-month fiscal period  
486 terminating not more than six (6) months prior to the meeting of such  
487 corporation at which the report is presented;

488  
489 (2) the principal changes in assets and liabilities, including trust funds, of the  
490 corporation managed by such National Board during the year immediately  
491 preceding the date of the report;

492  
493 (3) the revenue or receipts of the corporation managed by such National  
494 Board, both unrestricted and restricted to particular purposes, for the year  
495 immediately preceding the date of the report; and

496  
497 (4) the expenses or disbursements of the corporation managed by such  
498 National Board, for both general and restricted purposes, during the year  
499 immediately preceding the date of the report.

500  
501  
502 In addition, at each annual meeting of the Board of General Ministries, each National

503 Board shall be provided with the opportunity to present an annual report of the proceedings and  
504 work of the corporation managed by such National Board.

505

506 (c) Reports on Mission Table Priorities.

507

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

511

512

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

515 **ARTICLE X**  
516 **BOARD OF GENERAL MINISTRIES**  
517  
518

519 **Section 1. Members of the Board of General Ministries.** The board of directors of  
520 ABCUSA shall be known as the Board of General Ministries and shall number and consist of a  
521 number of Directors not to exceed a number equal to (i) the number of Regions that are party to  
522 the Covenant of Relationships, plus (ii) 12, each of which Directors shall be a member of a  
523 Cooperating Church, elected, appointed or serving as follows:  
524

525 (a) That number of At-Large Directors that is equal to the number of Regions that are  
526 party to the Covenant of Relationships, each from a different Region, elected by the Delegates to  
527 the Biennial Meeting  
528

529 (b) Up to five (5) General Directors elected by the Members giving due regard to  
530 geographical, racial, ethnic and gender diversity on the Board of General Ministries, the National  
531 Boards and within the Constituencies of ABCUSA  
532

533 (c) One (1) Special Director appointed as follows: The Presidents of the National  
534 Boards shall appoint by majority vote one Special Director by giving written notice of such  
535 appointment to the President or Secretary of ABCUSA at least thirty (30) days prior to the annual  
536 meeting of the Board of General Ministries at which the appointment will become effective. The  
537 Presidents of the National Boards shall fill any vacancy arising in the position of the Special  
538 Director by majority vote by giving written notice thereof to the President or Secretary of  
539 ABCUSA.  
540

541 (d) Six (6) Ex-Officio Directors who shall be the then-serving President, Vice President,  
542 Budget Review Officer, Immediate Past President, General Secretary and Inter-Caucus President  
543 of ABCUSA.  
544

545 With the exception of the Ex Officio Directors and the initial classes of At-Large Directors  
546 provided for in the next succeeding paragraph, the terms of Directors shall be four years and all  
547 Directors shall serve a maximum of two consecutive 4-year terms, provided that a Director who  
548 has been out of office for at least one year, shall be eligible to be elected to serve on the Board of  
549 General Ministries again subject to the same consecutive term limits; and provided further that a  
550 Director appointed to fill a vacancy of less than two (2) years shall be eligible for reelection to  
551 two additional 4-year terms if nominated. The initial classes of At-Large Directors shall be  
552 eligible for one additional full 4-year term before rotating off the Board of General Ministries.  
553

554 The terms of the At-Large Directors shall be classified under the NYNFPCLaw, so that all  
555 classes shall be as nearly equal in number as possible. Accordingly, at the Biennial Meeting at  
556 which these Bylaws are adopted, the terms of office of the At-Large Directors initially elected  
557 shall commence on January 1, 2012 and shall expire as follows: that of the first class to be  
558 elected shall expire on December 31, 2013, that of the second class to be elected shall expire on  
559 December 31, 2014, that of the third class to be elected shall expire on December 31, 2015, and

560 that of the fourth class to be elected shall expire on December 31, 2012, provided that At-Large  
561 Directors for the fourth class shall also be elected at the Biennial Meeting at which these Bylaws  
562 are adopted for a term to commence on January 1, 1013 and to expire on December 31, 2016.

563  
564 After the 2011 Biennial Meeting, the Delegates at each subsequent Biennial Meeting shall elect or  
565 reelect At-Large Directors for the positions of At-Large Directors whose initial or additional  
566 terms will expire prior to the next succeeding Biennial Meeting.

567  
568 With regard to the At-Large Directors to be elected at large by the Delegates at the Biennial  
569 Meetings, a slate shall be nominated by the ABCUSA (National) Nominating Committee as  
570 follows: Each Region will suggest ~~five~~ three people to the ABCUSA (National) Nominating  
571 Committee which shall, in turn, select one person from the ~~five~~ three provided by the Region to  
572 nominate as an At-Large Director. In the case of nominees for a second consecutive term, the  
573 President, General Secretary and the applicable Regional Executive may confer, and if they are  
574 agreed, the Region may submit only the incumbent Director as its sole nominee. As the church,  
575 American Baptists are called to mirror God's intent to the world. Accordingly, Regions will be  
576 encouraged to submit diverse nominees based on the following: urban, suburban, rural, large,  
577 small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay;  
578 physical ability; and economic class. Nominations for an At-Large Director from any particular  
579 Region may also be made by a nomination subscribed to by a number of Cooperating Churches  
580 from that Region that is at least equal to the lesser of (i) 50 Cooperating Churches, or (ii) 50% of  
581 the number of Cooperating Churches in that Region, which nomination is in accord with the  
582 qualifications and characteristics of the nominee(s) of the Nominating Committee, and which  
583 nomination(s) are received by the Office of the General Secretary no later than 60 days after the  
584 slate of the ABCUSA Nominating Committee for the At-Large Directors to be elected at the next  
585 Biennial Meeting is published in the official American Baptist Denominational publication in use  
586 at that time. In the case of a contested election for At-Large Director from any Region, that  
587 candidate receiving the most votes from the Biennial Delegates among the candidates from that  
588 Region shall be elected, with no more than one At-Large Director from any Region being eligible  
589 to be elected. In developing its slate of nominees, the ABCUSA Nominating Committee shall  
590 take into consideration the following: urban, suburban, rural, large, small, and mega church;  
591 ethnicity; race; gender; age; geography; language; culture; clergy/lay; physical ability; and  
592 economic class, and in so doing, shall also take into consideration the representation of those  
593 characteristics that may be reflected in the composition of the boards of directors or managers of  
594 the National Boards, with the intention that as much representational diversity as practical will be  
595 reflected among the total representation on the boards of directors of the National Boards and the  
596 Board of General Ministries.

597  
598 Any director may resign at any time by giving written notice to the President or General  
599 Secretary of ABCUSA. Such resignation shall take effect at any time specified therein and,  
600 unless otherwise specified therein, the acceptance of such resignation shall not be necessary to  
601 make it effective. An At-Large Director whose legal residence or Cooperating Church  
602 membership ceases to be within the Region from which the At-Large Director was elected, shall  
603 be deemed to have resigned effective as of the date of the first to occur of (i) change of legal  
604 residence outside of the Region, or (ii) the date when membership in a Cooperating Church of

605 that Region ceases. Any director may be removed from the Board of General Ministries only as  
606 provided in the NYNPC Law.

607  
608 Any vacancy in the Board of General Ministries for an At-Large Director or a General Director  
609 arising at any time from any cause, may be filled by a majority vote of the Board of General  
610 Ministries on nomination of the ABCUSA Nominating Committee; provided, however, that if  
611 the vacancy is for an At-Large Director, the nomination must be for a person from the Region  
612 from which the vacating director was elected. Each director so elected shall hold office for the  
613 remainder of the unexpired term for which so elected, and if the unexpired term is less than two  
614 years, shall be eligible for reelection to two additional consecutive 4-year terms if nominated.  
615

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

629  
630

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

632

- 633 (a) Time and Place of Meetings. The Board of General Ministries shall hold an annual  
634 meeting and may hold such regular or special meetings at such times and places the  
635 Board may determine, as set forth in the Standing Rules.
- 636
- 637 (b) Action by Board of General Ministries. At each meeting of the Board of General  
638 Ministries a majority of those persons then constituting the Board, present in person,  
639 shall constitute a quorum. If at any meeting there shall be no quorum present, the  
640 members present shall have power to adjourn the meeting from time to time until a  
641 quorum is present and no notice of any such adjourned meeting need be given. At all  
642 meetings of the Board of General Ministries each member shall be entitled to one (1)  
643 vote. Except as otherwise provided by applicable law or in these Bylaws and the  
644 Standing Rules, a majority of the votes cast by the members present, as provided in  
645 Article XVIII, Section 9, shall determine the vote of the Board of General Ministries.
- 646
- 647 (c) Action without a Meeting. Any action required or permitted to be taken by the Board  
648 of General Ministries may be taken without a meeting if all members of the Board  
649 consent in writing to the adoption of a resolution authorizing the action. The

650 resolution and the written consents thereto by the members of the Board shall be filed  
651 with the minutes of the proceedings of the Board.

- 652
- 653 (d) Chair of Meetings of the Board of General Ministries. The President, or in the  
654 President's absence the Vice President, or in the absence of both, a person chosen by  
655 the Board of General Ministries, shall preside at all meetings of the Board of General  
656 Ministries.
- 657
- 658 (e) Participation in Meetings. The chief executive officers of the National Boards,  
659 Regional Organizations, American Baptist Historical Society, and Associated  
660 Ministry Organizations shall have the right to speak when in attendance at meetings  
661 of the Board of General Ministries.
- 662
- 663 (f) Conference Telephone Meetings. Any one or more members of the Board of General  
664 Ministries or any committee thereof, may participate in a meeting of the Board of  
665 General Ministries or any committee by means of a conference telephone or similar  
666 communications equipment allowing all persons participating in the meeting to hear  
667 each other at the same time. Participation by such means shall constitute presence in  
668 person at a meeting.
- 669
- 670 (g) Other. In the event that the New York Not-for-Profit Corporation (“NYNPC”) Law  
671 (or any successor law) ever allows other forms of participation in board or committee  
672 meetings by other forms of communication, or in the event that the NYNPC Law (or  
673 any successor law) ever permits board or committee action outside of a meeting by  
674 majority consent or by other means of electronic or other communication, such means  
675 of participation, communication or action shall be deemed to be authorized hereunder.

676

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

678

- 679 (a) The Board of General Ministries shall manage the affairs of ABCUSA and, as part  
680 thereof, shall:
- 681
- 682 (i) (A) seek the welfare of the whole Denomination (Cooperating Churches,  
683 Regional Boards, National Boards, American Baptist Historical Society, Associated  
684 Ministry Organizations and other covenanting organizations) through vision,  
685 leadership, and coordination, and give general oversight and direction to the life and  
686 mission of the Denomination, including (1) the promotion and celebration of  
687 American Baptist identity, (2) the presentation of an overall picture of American  
688 Baptist life, (3) the interpretation of Baptist distinctives and American Baptist core  
689 values, as well as American Baptist mission, and (4) the dissemination and support of  
690 broad Denominational priorities as articulated by the Biennial Meeting through the  
691 Mission Summit; and (B) be responsible for legal matters for ABCUSA and serve as  
692 the legislative body of ABCUSA;
- 693
- 694 (ii) set policy for ABCUSA in the areas of program functions, planning,

695 coordination and evaluation and, with the National and Regional Boards and Mission  
696 Table, adopt common goals and objectives for the Denomination;

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

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

707  
708 (v) determine Denominational functions for itself and for committees,  
709 commissions, and councils of ABCUSA and the Board of General Ministries and for  
710 the General Secretary and other officers of ABCUSA, be responsible for assigning  
711 specific Denominational functions such as the endorsement of chaplains and the  
712 work of the World Relief Officer to the National Program Boards, stating its  
713 expectations with respect to each such function in accordance with the Covenant of  
714 Relationships and Mission Table recommendations; and enter into other covenants  
715 on behalf of ABCUSA in accordance with Article VIII of these Bylaws;

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

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

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

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

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

735  
736 (xi) adopt, amend, or repeal Standing Rules of ABCUSA in accordance with Article  
737 XIX, Section 2 of these Bylaws;

738  
739 (xii) elect the General Secretary; and evaluate the performance of the Office of the

740 General Secretary biennially;

741  
742 (xiii) oversee the development and maintenance of the Leadership Pool as more  
743 particularly described in Section 4(b) below;

744  
745 (xiv) coordinate denominational services necessary for the maintenance of the  
746 professional ministry in the Denomination;

747  
748 (xv) perform such treasury and other internal administrative functions as required for  
749 the effective functioning of the Denomination;

750  
751 (xvi) provide resources to the regional offices and their executives in the areas of  
752 executive search committee guidance, executive orientation and evaluation, and staff  
753 and Board development;

754  
755 (xvii) serve as the corporate members of the American Baptist Historical Society; and

756  
757 (xviii) perform such other services as the Board shall decide;

758  
759 all provided, however, that any such action shall not be inconsistent with the Act of  
760 Incorporation of ABCUSA, the Covenant of Relationships, these Bylaws, the Standing Rules, or  
761 applicable law. Each of the functions enumerated above may be further specified and defined in  
762 the Standing Rules.

763  
764 (b) The selection of people to serve and fulfill the leadership functions in the  
765 Denomination is a critical task. The Board of General Ministries shall be responsible  
766 for creating and be accountable for a Leadership Recruitment effort. This effort,  
767 through partnerships with National Boards, Regions and local churches, is intended  
768 to identify present and emerging leaders and build a pool of prospective leaders. The  
769 overall purpose of the Leadership Recruitment effort is to (1) build a repository of  
770 proven leaders for this denomination, and (2) have the opportunity to develop leaders  
771 for future service in the Denomination. This pool of names should reflect the quality  
772 and gifts of leadership needed in denominational service. The pool would identify the  
773 skills that persons have to offer. This data base will be a source for suggestions to fill  
774 vacancies on boards, task forces, etc. for the denomination. However, they would not  
775 be limited to the pool as the only source for names to consider in their organization.  
776 Further, the Leadership Recruitment effort will carry the responsibility of providing  
777 on-going training, orientation and development of leadership skills for those whose  
778 names are added to the pool.

779  
780 **Section 5. Ratification of Decisions by Regional Boards and Delegates in Biennial**  
781 **Meetings.** The Board of General Ministries shall have no authority to take any of the following  
782 actions unless the proposed action is ratified by two-thirds (2/3) of the Regional Boards voting on  
783 such action, and by two-thirds (2/3) of the votes cast by the Delegates in Biennial Meeting: (i) to  
784 adopt a plan of merger of the Denomination or ABCUSA with or into any other religious body or

785 corporation; (ii) to adopt any amendment to the Statement of Purpose of ABCUSA, or to the  
786 corporate objects or purposes of the ABCUSA as stated in its Certificate of Incorporation; provided  
787 that Section 4 of ABCUSA Certificate of Incorporation may be amended only with the prior approval  
788 of a majority of the National Boards, which approval shall be conclusively evidenced by written  
789 notice to that effect given by their Executive Directors or any other officers designated for that  
790 purpose by the boards of directors of the National Boards or their respective executive committees;  
791 and (iii) to change the "free church" polity of the Denomination.

792

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

796

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

801

802  
803  
804  
805 **ARTICLE XI**  
806 **COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES**  
807

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

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

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

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

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

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

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

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

847           **Section 4. Board of General Ministries Commissions.** The Board of General  
848 Ministries may create Board of General Ministries commissions to report to it on matters  
849 assigned by the Board. Each Board commission may consist of members of the Board of General  
850 Ministries, members of the staff of the ABCUSA or of a National or Regional Board, or other  
851 persons. Procedures for the appointment and organization of Board commissions and their  
852 powers and functions may be stated in the Standing Rules.  
853

854  
855 **ARTICLE XII**  
856 **PUBLIC WITNESS STATEMENTS;**  
857 **EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS**  
858

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

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

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

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

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

893 Any Covenant Partner may initiate a process by which existing Policy Statements and  
894 Resolutions can be amended, reaffirmed, or rescinded providing that seventy-five percent (75%)  
895 of the Covenant Partners voting on the matter are in agreement. Sixty percent (60%) of  
896 Covenant Partners must participate for the vote to be valid. Seventy-five percent (75%) of  
897 Cooperating Churches voting on the matter (weighted in proportion to the number of eligible  
898 Delegates for a Biennial meeting) must agree to amend, reaffirm or rescind existing Policy

899 Statements and Resolutions. Fifty percent (50%) of all Cooperating Churches (without  
900 weighting) must participate for a vote to be valid. The Board of General Ministries, through the  
901 General Secretary's office, will be responsible for conducting the vote and publishing the results.  
902

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905 **ARTICLE XIII**  
906 **NATIONAL BOARDS**  
907

908  
909 **Section 1. General.** National program functions of the Denomination historically  
910 entrusted to the American Baptist Foreign Mission Society ("ABFMS"), The American Baptist  
911 Home Mission Societies comprised of The American Baptist Home Mission Society  
912 ("ABHMS") and The Woman's American Baptist Home Mission Society ("WABHMS"), and  
913 retirement and other benefit functions historically entrusted to The Ministers and Missionaries  
914 Benefit Board of American Baptist Churches ("MMBB") shall be implemented and carried out  
915 by such corporations under the general direction and supervision of their boards of directors.  
916

917 The boards of directors listed above are referred to in these Bylaws as "National Boards"  
918 and the boards of directors of ABFMS, on the one hand, and ABHMS and WABHMS, on the  
919 other hand, are referred to in these Bylaws as "National Program Boards."  
920

921 As of the effective date of these Bylaws, each of the following corporations - ABFMS,  
922 ABHMS, WABHMS and MMBB - has included a provision in its respective bylaws requiring  
923 such corporation to remain a party to the Covenant of Relationships. ABCUSA shall maintain a  
924 contract with each of the above-mentioned corporations requiring the written consent of  
925 ABCUSA before such bylaw provision can be amended or removed, and further providing that  
926 such corporation shall not voluntarily withdraw from the Covenant of Relationships without  
927 receiving the prior written assent of ABCUSA.  
928

929 **Section 2. Executive Director/National Secretary.** The chief executive officer of such  
930 corporation managed by a National Board, currently designated as the Executive Director thereof,  
931 while so serving, shall also serve, upon election by the Board of General Ministries pursuant to  
932 Article XV, Section 1 of these Bylaws, as a National Secretary of ABCUSA; provided that the  
933 General Secretary serves as a member of the advisory search committee of such corporation  
934 which recommends the appointment of such Executive Director and such corporation remains a  
935 party to the Covenant of Relationships.  
936

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940  
941 **ARTICLE XIV**  
942 **COMMITTEES AND GROUPS OF ABCUSA**  
943  
944

945 **Section 1. Committees, Commissions, and Councils.** Committees, commissions, and  
946 councils of ABCUSA may be established in such manner and with such members, powers, and  
947 functions as shall be stated in these Bylaws or in the Standing Rules.  
948

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

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

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

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

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

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

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

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992 **ARTICLE XV**  
993 **OFFICERS**  
994

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

1002 Upon nomination by the ABCUSA Nominating Committee, or by petition from  
1003 Cooperating Churches as described below, the President and the Vice President shall be elected  
1004 by the Delegates in Biennial Meeting for a single two-year term only, commencing on January 1  
1005 next following the date of their election, and until their successors are elected. Neither the  
1006 President nor the Vice President may be an employee of ABCUSA. In proposing nominees for  
1007 the office of President, the ABCUSA Nominating Committee shall give consideration to rotating  
1008 such nominees among the following four (4) categories: (i) clergymen; (ii) laymen; (iii)  
1009 clergywomen; and (iv) laywomen, with equal and fair consideration given to all persons  
1010 regardless of ethnic and language group.  
1011

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

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

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

1033 The Executive Director of the corporation managed by each National Board, elected or  
1034 appointed by such National Board in accordance with Article XIII, Section 2 of these Bylaws,

1035 shall be elected by the Board of General Ministries as a National Secretary of ABCUSA to serve  
1036 for a term which is concurrent with such person's term as such Executive Director; provided that  
1037 the General Secretary serves as a member of the advisory search committee of such corporation  
1038 which recommends the appointment of such Executive Director and the corporation remains a  
1039 party to the Covenant of Relationships.

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

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1048  
1049 **Section 2. President.** The President shall be an ex-officio member of all committees and  
1050 commissions of ABCUSA and of the Board of General Ministries and shall also, subject to the  
1051 approval and control of the Board of General Ministries:

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

1080           **Section 3. Vice President.** If the President is absent or unable to serve, the Vice President  
1081 shall serve as the Acting President and, when so serving, shall perform the duties of the President. The  
1082 Vice President shall be an ex-officio member of all committees and commissions of ABCUSA and of  
1083 the Board of General Ministries, shall chair any Reference Committee, and shall have such other duties  
1084 as may be assigned by the President or the Board of General Ministries.  
1085  
1086

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

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

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

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

1122           **Section 7. Removal of Officers.** Every officer of ABCUSA (other than the President,  
1123 the Vice President and the Budget Review Officer) may be removed from office, with or without  
1124 stated cause, by the affirmative vote of a majority of the entire Board of General Ministries. The

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1125 Board of General Ministries, by the affirmative vote of at least two-thirds (2/3) of the entire  
1126 Board of General Ministries, may suspend, for stated cause and for such period as it deems  
1127 suitable, the authority of the President, the Vice President, or the Budget Review Officer to act as  
1128 an officer of ABCUSA. The Executive Committee may suspend, with or without stated cause  
1129 and for such period as it deems reasonable up and until the next meeting of the Board of General  
1130 Ministries, the authority of any other officer to act as an officer of ABCUSA. The Standing  
1131 Rules shall provide for a process for the removal or suspension of any ABCUSA officer.  
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**ARTICLE XVI**  
**STAFF COUNCILS**

1138 The National Executive Council, the Regional Executive Ministers Council, and the  
1139 National Leadership Council shall be the staff councils of the Denomination. Each council shall  
1140 fix its own rules of procedure, in accordance with the Covenant of Relationships and the  
1141 Standing Rules.

1142  
1143 **(a) National Executive Council**

1144  
1145 The National Executive Council of ABCUSA shall consist of the General Secretary, the National  
1146 Secretaries, and the Executive Director of American Baptist Women's Ministries, all members  
1147 having equal vote. The National Executive Council will deal with broad and far-reaching issues  
1148 and policies and shall provide support for the General Secretary, facilitate and coordinate the  
1149 planning and implementing work of the staffs of the Board of General Ministries and National  
1150 Boards, and shall perform such other duties as the Board of General Ministries may assign to it.  
1151 The National Executive Council shall report to the Board of General Ministries through the  
1152 General Secretary and may consult with the National Leadership Council on any matter.

1153  
1154 **(b) Regional Executive Ministers Council**

1155  
1156 The Regional Executive Ministers Council (REMC) of the Denomination shall consist of the  
1157 General Secretary and the Executive Minister of each Regional Organization. The purpose of the  
1158 REMC shall be to provide mutual learning, support and networking. The REMC shall report to  
1159 the Board of General Ministries through the General Secretary and may consult with the National  
1160 Leadership Council on any matter.

1161  
1162 **(c) National Leadership Council**

1163  
1164 (1) The National Leadership Council (NLC) shall initially include:

- 1165  
1166 (A) The President of the ABCUSA  
1167 (B) The General Secretary and up to three other staff members from the General  
1168 Secretary's office  
1169 (C) Representatives of the National Boards (the respective Executive Director and up to  
1170 three others)  
1171 (D) Regional Executive Ministers  
1172 (E) Executive Directors of the following organizations:

1173  
1174 American Baptist Women's Ministries  
1175 The Minister's Council of American Baptist Churches in the U.S.A.  
1176 American Baptist Assembly  
1177 American Baptist Extension Corporation  
1178 Interim Ministries - ABC

1179 American Baptist Historical Society  
1180 American Baptist Foundation  
1181

1182 (2) The minimum threshold criteria for initial and continuing membership in the NLC will be for  
1183 a represented organization to:

- 1184  
1185 (A) Have an autonomous board and be financially viable  
1186 (B) Have a paid Executive  
1187 (C) Be a national ABCUSA organization that indicates its willingness:

1188  
1189 To support the statement of purpose in the bylaws of ABCUSA  
1190 To cooperate wholeheartedly in such relationships and projects at all  
1191 levels of denominational life which seem advisable.

1192 To be identified as an organization related to and participating in  
1193 the life of ABCUSA by use of the name and/or logo.

1194 To be primarily devoted to providing programs and/or services to  
1195 ABCUSA.

1196 To be accountable to ABCUSA Policy Statements, Resolutions and Public  
1197 Witness Statements, together with any internal covenants within the NLC  
1198 where applicable.  
1199

1200 (3) The final determination about initial or continuing membership for organizations, having met  
1201 these threshold criteria, or for removal from membership if threshold criteria are no longer met,  
1202 will rest with the NLC.  
1203

1204 (4) The NLC shall meet at least once a year. Its purposes shall include:

- 1205  
1206 (A) Building and fostering authentic relationships within the NLC  
1207 (B) Participating in continuing education related to respective executive roles  
1208 (C) Facilitating implementation of Denominational priorities  
1209 (D) Demonstrating progress on those priorities in their respective boards  
1210 (E) Conducting trend analysis  
1211 (F) Suggesting means of improving the functioning of the Denomination  
1212 (G) Participating in theological reflection  
1213

1214 (5) In addition, the Board of General Ministries will be assigned the role of sharing the findings  
1215 and priorities of the Mission Summit and the Mission Table with the NLC. The members of the  
1216 NLC will report the initiatives that are in support of the mission priorities that surface in the  
1217 Mission Summit and Mission Table. The Board of General Ministries will publish the report of  
1218 the initiatives adopted by members of the NLC to the Mission Summit and Mission Table.  
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1225 **ARTICLE XVII**  
1226 **ASSOCIATED MINISTRY ORGANIZATIONS**  
1227

1228 An Associated Ministry Organization (AMO) must be a national or sectional American  
1229 Baptist or other religious organization that indicates its willingness: to support the statement of  
1230 purpose in the Bylaws of ABCUSA, to cooperate whole-heartedly in such relationships and  
1231 projects at all levels of denominational life which seem advisable, and to be identified as an  
1232 organization related to and participating in the life of ABCUSA by use of name and/or logo. The  
1233 Standing Rules shall set forth such other provisions as the Board of General Ministries may deem  
1234 appropriate for AMO status.

1235  
1236 ~~AMO's as of the effective date of these Bylaws are: American Baptist Assembly;~~  
1237 ~~American Baptist Computer Center; American Baptist Men; American Baptist Women's~~  
1238 ~~Ministries; Interim Ministries—ABC; the Ministers Council of American Baptist Churches in the~~  
1239 ~~U.S.A.; and the three American Baptist Centers for Ministry. The Standing Rules shall enumerate~~  
1240 ~~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

1288 operative only during a period of attack as defined in such Act and which, while so operative,  
1289 shall supersede any inconsistent provision of these Bylaws or the Standing Rules.

1290  
1291

1292 **Section 6. Adjudication.** Procedures for Adjudication are stated in the Covenant of  
1293 Relationships, the Statements of Agreement, and the Standing Rules.

1294  
1295

1296 **Section 7. Definitions.** Definitions of terms used in these Bylaws are the same as those  
1297 carried in the Standing Rules.

1298  
1299

1300 **Section 8. Captions.** The captions preceding the Articles and Sections in these Bylaws and the  
1301 Table of Contents of these Bylaws are inserted as a matter of convenience and reference only and in no  
1302 way define, limit, or describe the meaning or intent of these Bylaws or any provisions hereof.

1303  
1304

1305 **Section 9. Action by Vote.** Wherever these Bylaws provide that an action shall be taken by the  
1306 vote of any body, including the Delegates in Biennial Meeting, the Members, the Board of General  
1307 Ministries, or any committee, commission, or council, no such action shall be effective unless the terms  
1308 of the appropriate proviso with respect to quorum specified below shall have been fulfilled: (i) where the  
1309 phrase "a majority of the votes cast" is used, the phrase shall mean a majority of the total votes cast for  
1310 or against any action by the members of the appropriate body present at the time of the vote, provided  
1311 that the number of votes cast in favor of the action shall equal at least a majority of the appropriate  
1312 quorum requirement; and (ii) where the phrase "at least two-thirds (2/3) of the votes cast" is used, the  
1313 phrase shall mean at least two-thirds (2/3) of the total votes cast for or against any action by the members  
1314 of the appropriate body present at the time of the vote, provided that the number of votes cast in favor of  
1315 the action shall equal at least two-thirds (2/3) of the appropriate quorum requirement.

1316  
1317

1318 **Section 10. Addendum.** The Addendum to these Bylaws entitled: "Autonomy and  
1319 Interdependence Within the American Baptist Denomination: A Declaration" is an integral part  
of these Bylaws.

1320  
1321 **ARTICLE XIX**  
1322 **AMENDMENTS**  
1323  
1324

1325 **Section 1. Bylaws.** These Bylaws may be added to, amended, or repealed only with the consent  
1326 of the Delegates at any Biennial Meeting of Delegates and provided that: (i) notice of any such proposed  
1327 addition, amendment or repeal has been given to the Delegates upon the recommendation of the Board  
1328 of General Ministries either (A) at least ninety (90) days prior to the Biennial Meeting at which such  
1329 proposed addition, amendment, or repeal is to be submitted, or (B) at the Biennial Meeting immediately  
1330 preceding the Biennial Meeting at which such proposed addition, amendment, or repeal is to be  
1331 submitted; and (ii) such addition, amendment, or repeal is approved by a majority of the votes cast by  
1332 the Delegates present, and further provided that any addition to or amendment or repeal of Article I,  
1333 Article II, Article IV, Article V, Article X, Article XII, Article XIII, Article XV, Article XVI or this  
1334 Article XIX of these Bylaws must be approved by at least two-thirds (2/3) of the votes cast by the  
1335 Delegates present; and further provided that no addition, amendment or repeal of (A) the Prologue to  
1336 these Bylaws, (B) any provision of these Bylaws relating to the rights of a majority of the National  
1337 Boards to consent to specified changes in Article 4 of the ABCUSA Certificate of Incorporation, or to  
1338 appoint the Special Director, or (C) Section 1 of this Article XIX, shall be approved without the written  
1339 consent of a majority of the National Boards specified in the applicable Section of these Bylaws.  
1340

1341 Any addition to or amendment or repeal of these Bylaws may be recommended: (i) at any  
1342 Biennial Meeting by a majority of the votes cast by the Delegates present; or (ii) by petition to the  
1343 Board of General Ministries signed by at least two hundred (200) Cooperating Churches which are  
1344 located within the areas of at least five (5) Regional Organizations; or (iii) by majority vote of the entire  
1345 Board of General Ministries taken at any meeting of the Board of General Ministries. Voting by the  
1346 Delegates pursuant to this Section 1 shall be in accordance with Article XVIII, Section 9 of these  
1347 Bylaws.  
1348

1349 **Section 2. Standing Rules.** Standing Rules of the ABCUSA may be adopted, amended, or  
1350 repealed by a majority of the votes cast by the directors of the Board of General Ministries, as provided in  
1351 Article XVIII, Section 9 of these Bylaws, at any special meeting called for that purpose or any regular  
1352 meeting, provided that notice of any such proposed Standing Rule or any proposed amendment or repeal  
1353 of any Standing Rule has been given to the directors of the Board of General Ministries, either: (i) at least  
1354 thirty (30) days prior to the meeting at which such proposed Standing Rule, amendment, or repeal is to be  
1355 submitted; or (ii) at the meeting of the Board of General Ministries immediately preceding the meeting at  
1356 which such proposed Rule, amendment, or repeal is to be submitted. Each Standing Rule shall be  
1357 consistent with these Bylaws. Any Standing Rule or amendment or repeal thereof may be recommended  
1358 in the same manner as any addition to, amendment, or repeal of these Bylaws as provided in Section 1 of  
1359 this Article XIX and, in addition, by a two-thirds (2/3) vote of the entire Executive Committee or of the  
1360 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)

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1405 **AUTONOMY<sup>1</sup> AND INTERDEPENDENCE<sup>2</sup> WITHIN THE AMERICAN BAPTIST DENOMINATION: A**  
1406 **DECLARATION**

1407  
1408 [Dec. 1983; GB1279]  
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1411 **Introduction and Historical Background**

1412 The Church of Jesus Christ must remain free to define its own mission and structure. In this declaration we,  
1413 as American Baptists, under what we believe to be the prompting of God’s Spirit, offer our own understanding and  
1414 self-definition of the nature and intentionality of autonomy<sup>1</sup> and interdependence<sup>2</sup> within the American Baptist  
1415 denomination.

1416 Baptist history in the United States, from the founding of the First Baptist Church in Providence, Rhode  
1417 Island, in 1639 until the present, reveals that Baptists have emphasized the autonomy of both local congregations and  
1418 Baptist organizations. At the same time history records the cooperation and interdependence between and among  
1419 congregations and a wide variety of Baptist organizations.

1420 While autonomy has characterized Baptist life from its beginning in America, the creation of the  
1421 Philadelphia Baptist Association in 1707 signaled a common desire for cooperation and mutual counsel regarding a  
1422 range of issues which affected more than a single church.

1423 The 19<sup>th</sup> century witnessed the founding of additional opportunities for cooperative Baptist undertakings.  
1424 In keeping with this recognition of the interdependence of Baptists in witness and mission, Massachusetts Baptists  
1425 formed the first Baptist state organization or society for mission in 1802. Thereafter, other state organizations were  
1426 organized in later years, and three national societies were created respectively, for foreign missionary outreach  
1427 (1814), for publication of Christian books and Sunday School materials (1824), and for home missions (1832). The  
1428 painful Baptist separation prior to the Civil War resulted in two Baptist groupings, both of which have continued the  
1429 dual emphasis upon autonomy and interdependence to the current time.

1430 The first half of the 20<sup>th</sup> century provided the occasion for increased cooperation and interdependence, but  
1431 autonomy continued as a predominant mark of American Baptist life. When the Northern Baptist Convention was  
1432 formed in 1907, very limited responsibility was assigned to the convention. The churches agreed to a single meeting  
1433 time and place for general oversight of the various national societies founded and recognized by Northern Baptists.  
1434 This limited step toward coordination and interdependence was advanced by the reorganizations in 1950 (when the  
1435 name of the Northern Baptist Convention was changed to the American Baptist Convention) and 1961, without  
1436 challenge to the autonomy of the organizations created by Baptist congregations, or to the autonomy of the  
1437 congregations themselves.

1438 Following the recommendations of the Study Commission on Denominational Structure, or SCODS, the  
1439 restructuring of the national Baptist organizations in 1972 intentionally limited the autonomy of the national  
1440 societies, while respecting their separate corporate identities, to facilitate greater cooperation and coordination in  
1441 national expressions of Baptist life and witness. No modification of the appropriate autonomy of local  
1442 congregations, associations/areas, or region/state/city organizations was implied or intended in that 1972  
1443 restructuring. At that time the Convention’s name was changed to American Baptist Churches in the U.S.A.

1444 In 1977 the scope of interdependence was broadened when the organization of American Baptist Churches  
1445 in the U.S.A. was modified to provide representation in the general denominational structures for the 37  
1446 region/state/city organizations. However, this outcome, recommended by the Study Commission on Relationships  
1447 (SCOR) in its report “Together in Mission,” in no manner altered the legal autonomy of the 37 region/state/city  
1448 organizations. Even though the opportunities for coordination and interdependence were increased, neither by  
1449 intention nor by new bylaw provisions were the appropriate autonomies of covenanting or affiliating organizations  
1450 changed. Rather, these modifications recognized and clarified the nature of the relationships of the 42 cooperating  
1451 American Baptist organizations (1 General, 4 National and 37 Regional or affiliating Organizations). The creation  
1452 of a basic Covenant of Relationships and a series of Statements of Agreements underlines that fact. No single, all-  
1453 inclusive denominational entity emerged as the “American Baptist Church.”

1454 The period from 1639 (the founding of the First Baptist Church in America) to 1977 (the voting of the  
1455 SCOR recommendations for restructuring) demonstrates the basic Baptist attempt to balance two desirable values:  
1456 autonomy and interdependence. Neither has overcome the other in either theory or practice in the history of the  
1457 American Baptist denomination. Both values continue to inform and guide Baptist life to this day. American  
1458 Baptists have not compromised either element of this polarity. American Baptists continue to affirm these two

1459 complementary and sometimes competing values, insisting that each pole of the polarity is a necessary corrective to  
1460 the other.

1461

1462 **Balancing Freedom and Order**

1463 The Statement of Purpose of American Baptist Churches in the U.S.A. contains the following declarations:  
1464 “In every area of their common life American Baptists, acknowledging the importance of *creative diversity*, seek  
1465 such a *balance of freedom and order* as will keep all parts of American Baptist Churches in the U.S.A. open to the  
1466 guidance of the Holy Spirit and at the same time enable them to work responsibly under God for maintaining its life  
1467 of worship, witness, and ministry.”

1468 That desired balance of freedom and order was modified toward greater interdependence in the  
1469 reorganizations of 1972 (SCODS) and 1977 (SCOR) without, however, creating any centralized authority for all  
1470 decision-making within the denomination. The areas of life and mission which were to be coordinated were  
1471 described by a voluntary Covenant of Relationships and its related Statements of Agreement.

1472 Neither the design nor the language of those documents was cast in legal terminology. Indeed, even to  
1473 attempt to apply the legal concept of contract would be to demonstrate a misunderstanding of those documents  
1474 because any one of the covenanting bodies may unilaterally withdraw from the Covenant of Relationships or  
1475 Statements of Agreement without any sanctions stated or implied. Most significantly, the role and appropriate  
1476 authority of each of the denomination’s 42 organizations and their boards of directors were recognized; for example,  
1477 by affirming in the Bylaws of the ABCUSA that “Each Regional Organization shall determine its own corporate  
1478 structure and decision-making procedures” (p.12), and confirming the continuing corporate status of the  
1479 denomination’s four national societies or boards (p.19).

1480 A variety of American Baptist-related institutions have defined their separate relationships to various  
1481 American Baptist organizations by means of particular covenants. These related institutions include schools,  
1482 national training center, colleges, universities, campus ministries, seminaries, retirement homes, hospitals, nursing  
1483 homes and children’s homes. Each of these institutions is governed by an autonomous board. This declaration,  
1484 however, deals with the Covenant of Relationships and its related Statements of Agreement, not those particular  
1485 covenants.

1486 The movement from less to greater interdependence has been evident in the denomination’s history in the  
1487 latter part of the 20<sup>th</sup> century. It would be a misunderstanding, however, to interpret that movement as a rejection of  
1488 the Baptist value of autonomy. Rather, American Baptists have taken several steps toward modification of a *balance*  
1489 of freedom and order. Given American Baptist history and diversity, the definition of the proper “balance” could  
1490 shift again in the future in response to needs and new understandings of the gospel. But while the balancing point  
1491 may move back and forth - and even be perceived differently by various covenanting parties at any given time in  
1492 history - the prevailing movement of Baptist history and intention includes both autonomy and interdependence,  
1493 without the one overcoming the other.

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1495 **Covenant of Relationships, Mission Funds**  
1496 **Staff Council, and Boards**

1497 The biblical concept of a covenant is that it is a way of relating whole persons or communities to God and  
1498 to each other. It is not a legal contract to define or limit obligations or claims which contracting parties may have  
1499 toward each other. A covenant creates a flexible relationship marked by trust and faithfulness to God and to each  
1500 other both in action and expression. A covenant expresses a bond of brotherhood and sisterhood in Christ made  
1501 possible by the Holy Spirit.

1502 This biblical understanding of covenant informs our theological understanding of the Covenant of  
1503 Relationships we American Baptists have freely created.

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

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

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

1512 Any of the 42 eligible American Baptist organizations, seeking to order its life in accordance with the

1513 Scriptures under the guidance of the Holy Spirit, is free to enter and affirm the Covenant of Relationships or free not  
1514 to enter into the Covenant of Relationships. Any American Baptist organization which has entered the Covenant of  
1515 Relationships is free to seek to amend it or to withdraw from it at any time.

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

1522 The Covenant of Relationships is a statement of shared understandings of the appropriate relationships for  
1523 American Baptist organizations as they cooperate under the Lordship of Christ in support of common mission goals  
1524 and objectives.  
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#### 1526 **B. Statement of Agreement on the American Baptist Mission Fund**

1527 The Statement of Agreement on the American Baptist Mission Fund sets forth the principles for cooperation  
1528 in raising and allocating the mission monies which constitute the American Baptist Mission Fund. That Statement of  
1529 Agreement creates no legally binding rights or obligations among the parties to it or for any non-parties.

1530 The American Baptist Mission Fund is constituted by the voluntary gifts of American Baptist congregations  
1531 to support the mission and ministry of various denominational organizations. In the statement of agreement on this  
1532 Mission Fund provisions are made whereby contributions may be shared with all mission participants or may be  
1533 restricted to a few or even one mission participant. The parties to the Agreement have a sacred duty and are  
1534 accountable to the whole denomination to see that all monies in the Fund are used for the purposes for which they are  
1535 given.  
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#### 1537 **C. The General Staff Council**

1538 The General Staff Council is a non-legislative assembly of professional staff members (primarily chief  
1539 executive officers) of covenanting and of affiliating organizations which are parties to the Covenant of Relationships  
1540 and/or the Statement of Agreement of the American Baptist Mission Fund. The General Staff Council provides a  
1541 forum for the discussion by its members of matters of concern to American Baptists, fosters collegiality and  
1542 accountability among its members, and nurtures a spirit of unity and cooperation. Actions and statements of the  
1543 General Staff Council are advisory in nature, and when duly adopted, they express the mind of the General Staff  
1544 Council.  
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#### 1546 **D. American Baptist Organizations**

1547 Each American Baptist organization is autonomous, and the board of directors of each has legally defined  
1548 powers and responsibilities with respect to the management of its affairs and property, none of which is altered by  
1549 the Covenant of Relationships.

1550 When the covenanting bodies cooperate under the Covenant of Relationships, their responsibilities are  
1551 defined by that Covenant. The governing boards of these bodies have no power or authority under the Covenant of  
1552 Relationships over the beliefs, actions or property of any individual American Baptist or any other American Baptist  
1553 organization or its governing board. No governing board has authority to give directions or orders to any individual  
1554 American Baptist, to any local congregation, or to any other American Baptist organization.

1555 American Baptist boards in inter-board relationships have no power to legislate in the legal sense. When,  
1556 under the Covenant of Relationships, these boards enact Policy Statements and Resolutions, they have only the  
1557 power and the responsibility to express the sense of their members, duly elected and duly delegated pursuant to the  
1558 Covenant of Relationships, on matters of concern and importance to American Baptists. When Policy Statements  
1559 and Resolutions are adopted by a board, they express the mind of that board, and the covenanting parties agree to  
1560 give them due respect and weight and be guided by them in a spirit of unity and cooperation under the Lordship of  
1561 Christ.

1562 Staff members of American Baptist mission bodies are accountable under law to the governing boards of  
1563 the organizations which employ them. The Covenanting parties (but not the affiliating organizations) affirm that  
1564 their respective staffs are also expected to act under the Covenant of Relationships in a spirit of cooperation.  
1565 However, no board has authority to hold accountable or to give directions or orders to any staff member employed  
1566 by another organization.

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**American Baptist Covenants and Baptist Freedom**

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

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

**Conclusion and Commitment**

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

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

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

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

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