

**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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# ABCUSA Bylaws

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

1 **PROLOGUE**

2  
3 **DECLARATION**

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

11  
12 **OUR FAITH IN THE BIBLE**

13  
14 "We believe that the Bible, composed of the Old and New Testaments, is the divinely inspired  
15Word of God, the final written authority and trustworthy for faith and practice. It is to be interpreted  
16responsibly under the guidance of the Holy Spirit within the community of faith. The primary purpose  
17of the Bible is to point to Jesus Christ, the living Lord of the Church."

18  
19 **OUR COMMITMENT**

20  
21 "We rededicate ourselves to Jesus Christ as Lord and Savior and call our entire denomination to  
22the common task of sharing the whole Gospel with the whole world."

23  
24 **STATEMENT OF PURPOSE**  
25 **OF AMERICAN BAPTIST CHURCHES IN THE U.S.A.**

26  
27 "American Baptist Churches in the U.S.A., as a manifestation of the church universal, bears  
28witness to God's intention to bring redemption and wholeness to all creation. American Baptists believe  
29that God's intention can be sought and followed in local congregations and other gatherings of Christians  
30and in associational, regional, national and world bodies as they receive from one another mutual  
31counsel and correction. Since Jesus Christ is the head of the church, each body of Christians, seeking to  
32order its life in accordance with the Scriptures under the guidance of the Holy Spirit, has a proper  
33responsibility under God for maintaining its life of worship, witness, and ministry.

34  
35 In every area of their common life, American Baptists, acknowledging the importance of creative  
36diversity, seek such a balance of freedom and order as will keep all parts of American Baptist Churches

37in the U.S.A. open to the guidance of the Holy Spirit and at the same time enable them to work  
38responsibly to carry out the common task of mission and ministry in our time.

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

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

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

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

- 55
- 56 --- to bear witness to the Gospel of Jesus Christ in the world and to lead persons to Christ;
  - 57
  - 58 --- to seek the mind of Christ on moral, spiritual, political, economic, social, denominational  
59 and ecumenical matters, and to express to the rest of society on behalf of American  
60 Baptists, their convictions as to the mind of Christ in these matters;
  - 61
  - 62 --- to guide, unify, and assist American Baptists in their witness in the world, in preparing  
63 members for the work of ministry, and in serving both those within and outside the  
64 fellowship of Christ; and
  - 65
  - 66 --- to promote closer relations among American Baptist churches and groups, within the whole  
67 Body of Christ and to promote understanding with other religious bodies."
  - 68 [By vote of the annual Convention at Seattle, Washington, May 16, 1969]

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

**ARTICLE I**  
**CONSTITUENCIES**

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

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

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

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

100  
101 Members shall have (i) the exclusive right to elect up to five General Directors to the Board of  
102 General Ministries, (ii) subject to the provisions of Article X, Section 5 of these Bylaws, the  
103 right, to approve any and all amendments or other changes to the Act of Incorporation of  
104 ABCUSA, and (iii) subject to the specific rights accorded to the Delegates elected by the  
105 Constituency of Cooperating Churches and by the Constituency of Regional Organizations as  
106 referred to in the next succeeding paragraph hereof, any other rights accorded to Members under  
107 the New York Not-for-Profit Corporation Law (or any successor thereto).  
108

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

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

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

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

139       **Section 2. Election.**

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

- 142  
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 the United Stewardship Plan or any successor thereto) such  
150 Church's per capita giving to the American Baptist "Total United Mission"  
151 (or any successor thereto) plus the four denomination wide offerings of  
152 America for Christ, Retired Ministers and Missionaries Offering, World  
153 Mission Offering and One Great Hour of Sharing, or (in the case of Churches  
154 within Regions that have elected the Flexible Stewardship Plan or any  
155 successor thereto) such Church's per capita giving to the total of the General  
156 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 the United Stewardship  
166 Plan or any successor thereto) such Church's total giving to the American  
167 Baptist "Total United Mission" (or any successor thereto) plus the four  
168 denomination wide offerings of America for Christ, Retired Ministers and  
169 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.  
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**ARTICLE V**  
**COOPERATING CHURCHES**

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

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

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

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**ARTICLE VI  
REGIONAL ORGANIZATIONS;  
REGIONAL BOARDS**

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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332  
333 **ARTICLE VII**

334  
335 **MISSION TABLE**

336  
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.

376  
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**  
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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 (2) the principal changes in assets and liabilities, including trust funds, of  
460

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.

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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.

**ARTICLE X**  
**BOARD OF GENERAL MINISTRIES**

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

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

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

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

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

With the exception of the Ex Officio Directors and the initial classes of At-Large Directors provided for in the next succeeding paragraph, the terms of Directors shall be four years and all Directors shall serve a maximum of two consecutive 4-year terms, provided that a Director who has been out of office for at least one year, shall be eligible to be elected to serve on the Board of General Ministries again subject to the same consecutive term limits. The initial classes of At-Large Directors shall be eligible for one additional full 4-year term before rotating off the Board of General Ministries.

The terms of the At-Large Directors shall be classified under the NYNFPCLaw, so that all classes shall be as nearly equal in number as possible. Accordingly, at the Biennial Meeting at which these Bylaws are adopted, the terms of office of the At-Large Directors initially elected shall commence on January 1, 2012 and shall expire as follows: that of the first class to be elected shall expire on December 31, 2013, that of the second class to be elected shall expire on December 31, 2014, that of the third class to be elected shall expire on December 31, 2015, and that of the fourth class to be elected shall expire on December 31, 2016, provided that At-Large Directors for the fourth class shall also be elected at the Biennial Meeting at which these Bylaws are adopted for a term to commence on January 1, 2013 and to expire on December 31, 2016.

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

566  
567 With regard to the At-Large Directors to be elected at large by the Delegates at the Biennial  
568 Meetings, a slate shall be nominated by the ABCUSA (National) Nominating Committee as  
569 follows: Each Region will suggest five people to the ABCUSA (National) Nominating  
570 Committee which shall, in turn, select one person from the five provided by the Region to  
571 nominate as an At-Large Director. As the church, American Baptists are called to mirror God's  
572 intent to the world. Accordingly, Regions will be encouraged to submit diverse nominees based  
573 on the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender;  
574 age; geographical; language; culture; clergy/lay; physical ability; and economic class.  
575 Nominations for an At-Large Director from any particular Region may also be made by a  
576 nomination subscribed to by a number of Cooperating Churches from that Region that is at least  
577 equal to the lesser of (i) 50 Cooperating Churches, or (ii) 50% of the number of Cooperating  
578 Churches in that Region, which nomination is in accord with the qualifications and  
579 characteristics of the nominee(s) of the Nominating Committee, and which nomination(s) are  
580 received by the Office of the General Secretary no later than 60 days after the slate of the  
581 ABCUSA Nominating Committee for the At-Large Directors to be elected at the next Biennial  
582 Meeting is published in the official American Baptist Denominational publication in use at that  
583 time. In the case of a contested election for At-Large Director from any Region, that candidate  
584 receiving the most votes from the Biennial Delegates among the candidates from that Region  
585 shall be elected, with no more than one At-Large Director from any Region being eligible to be  
586 elected. In developing its slate of nominees, the ABCUSA Nominating Committee shall take  
587 into consideration the following: urban, suburban, rural, large, small, and mega church; ethnicity;  
588 race; gender; age; geography; language; culture; clergy/lay; physical ability; and economic class,  
589 and in so doing, shall also take into consideration the representation of those characteristics that  
590 may be reflected in the composition of the boards of directors or managers of the National  
591 Boards, with the intention that as much representational diversity as practical will be reflected  
592 among the total representation on the boards of directors of the National Boards and the Board of  
593 General Ministries.

594  
595 Any director may resign at any time by giving written notice to the President or General  
596 Secretary of ABCUSA. Such resignation shall take effect at any time specified therein and,  
597 unless otherwise specified therein, the acceptance of such resignation shall not be necessary to  
598 make it effective. An At-Large Director whose legal residence or Cooperating Church  
599 membership ceases to be within the Region from which the At-Large Director was elected, shall  
600 be deemed to have resigned effective as of the date of the first to occur of (i) change of legal  
601 residence outside of the Region, or (ii) the date when membership in a Cooperating Church of  
602 that Region ceases. Any director may be removed from the Board of General Ministries only as  
603 provided in the NYNPC Law.

604  
605 Any vacancy in the Board of General Ministries for an At-Large Director or a General Director  
606 arising at any time from any cause, may be filled by a majority vote of the Board of General  
607 Ministries on nomination of the ABCUSA Nominating Committee; provided, however, that if  
608 the vacancy is for an At-Large Director, the nomination must be for a person from the Region  
609 from which the vacating director was elected. Each director so elected shall hold office for the  
610 remainder of the unexpired term for which so elected.

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

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

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

- 659 (f) Conference Telephone Meetings. Any one or more members of the Board of General  
660 Ministries or any committee thereof, may participate in a meeting of the Board of  
661 General Ministries or any committee by means of a conference telephone or similar  
662 communications equipment allowing all persons participating in the meeting to hear  
663 each other at the same time. Participation by such means shall constitute presence in  
664 person at a meeting.  
665
- 666 (g) Other. In the event that the New York Not-for-Profit Corporation (“NYNPC”) Law  
667 (or any successor law) ever allows other forms of participation in board or committee  
668 meetings by other forms of communication, or in the event that the NYNPC Law (or  
669 any successor law) ever permits board or committee action outside of a meeting by  
670 majority consent or by other means of electronic or other communication, such means  
671 of participation, communication or action shall be deemed to be authorized hereunder.  
672

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

674

- 675 (a) The Board of General Ministries shall manage the affairs of ABCUSA and, as part  
676 thereof, shall:  
677
- 678 (i) (A) seek the welfare of the whole Denomination (Cooperating Churches,  
679 Regional Boards, National Boards, American Baptist Historical Society, Associated  
680 Ministry Organizations and other covenanting organizations) through vision,  
681 leadership, and coordination, and give general oversight and direction to the life and  
682 mission of the Denomination, including (1) the promotion and celebration of  
683 American Baptist identity, (2) the presentation of an overall picture of American  
684 Baptist life, (3) the interpretation of Baptist distinctives and American Baptist core  
685 values, as well as American Baptist mission, and (4) the dissemination and support of  
686 broad Denominational priorities as articulated by the Biennial Meeting through the  
687 Mission Summit; and (B) be responsible for legal matters for ABCUSA and serve as  
688 the legislative body of ABCUSA;  
689
- 690 (ii) set policy for ABCUSA in the areas of program functions, planning,  
691 coordination and evaluation and, with the National and Regional Boards and Mission  
692 Table, adopt common goals and objectives for the Denomination;  
693
- 694 (iii) determine the membership of ABCUSA or the Denomination in national and  
695 international religious bodies and elect or appoint the representatives or delegates of  
696 ABCUSA or the Denomination to such bodies in accordance with these Bylaws and  
697 the Standing Rules;  
698
- 699 (iv) elect or appoint certain officers of ABCUSA and members or officers of  
700 certain committees and commissions of ABCUSA and of the Board of  
701 General Ministries and other bodies, all in the manner and as provided in these  
702 Bylaws and the Standing Rules;  
703
- 704 (v) determine Denominational functions for itself and for committees,  
705 commissions, and councils of ABCUSA and the Board of General Ministries and for  
706 the General Secretary and other officers of ABCUSA, be responsible for assigning

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

712  
713 (vi) review and assess the performance of denominational functions carried out by  
714 other American Baptist entities, including the setting of policies and criteria for  
715 evaluating the performance of Denominational functions in light of stated  
716 expectations of the Board of General Ministries;

717  
718 (vii) receive and review annually reports of the proceedings and work of the  
719 corporations managed by the National Boards;

720  
721 (viii) support Denominational stewardship and fundraising, including the adoption  
722 of such policies as it may deem proper to promote and interpret campaigns to raise  
723 funds necessary for the American Baptist Mission Budget;

724  
725 (ix) adopt such procedures and processes as it may deem proper relating to the  
726 adoption, amendment and termination of any covenants, other than the Covenant of  
727 Relationships and Statements of Agreement, to which ABCUSA may be or become a  
728 party;

729  
730 (x) budget and appropriate funds of ABCUSA necessary for the operation thereof;

731  
732 (xi) adopt, amend, or repeal Standing Rules of ABCUSA in accordance with Article  
733 XIX, Section 2 of these Bylaws;

734  
735 (xii) elect the General Secretary; and evaluate the performance of the Office of the  
736 General Secretary biennially;

737  
738 (xiii) oversee the development and maintenance of the Leadership Pool as more  
739 particularly described in Section 4(b) below;

740  
741 (xiv) coordinate denominational services necessary for the maintenance of the  
742 professional ministry in the Denomination;

743  
744 (xv) perform such treasury and other internal administrative functions as required for  
745 the effective functioning of the Denomination;

746  
747 (xvi) provide resources to the regional offices and their executives in the areas of  
748 executive search committee guidance, executive orientation and evaluation, and staff  
749 and Board development;

750  
751 (xvii) serve as the corporate members of the American Baptist Historical Society; and

752  
753 (xviii) perform such other services as the Board shall decide;

754

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

- 759
- 760 (b) The selection of people to serve and fulfill the leadership functions in the  
761 Denomination is a critical task. The Board of General Ministries shall be responsible  
762 for creating and be accountable for a Leadership Recruitment effort. This effort,  
763 through partnerships with National Boards, Regions and local churches, is intended  
764 to identify present and emerging leaders and build a pool of prospective leaders. The  
765 overall purpose of the Leadership Recruitment effort is to (1) build a repository of  
766 proven leaders for this denomination, and (2) have the opportunity to develop leaders  
767 for future service in the Denomination. This pool of names should reflect the quality  
768 and gifts of leadership needed in denominational service. The pool would identify the  
769 skills that persons have to offer. This data base will be a source for suggestions to fill  
770 vacancies on boards, task forces, etc. for the denomination. However, they would not  
771 be limited to the pool as the only source for names to consider in their organization.  
772 Further, the Leadership Recruitment effort will carry the responsibility of providing  
773 on-going training, orientation and development of leadership skills for those whose  
774 names are added to the pool.

775

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

788

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

792

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

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**ARTICLE XI**  
**COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES**

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

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

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

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

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

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

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

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

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

846 Ministries, members of the staff of the ABCUSA or of a National or Regional Board, or other  
847 persons. Procedures for the appointment and organization of Board commissions and their  
848 powers and functions may be stated in the Standing Rules.  
849

850  
851 **ARTICLE XII**  
852 **PUBLIC WITNESS STATEMENTS;**  
853 **EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS**  
854

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

861  
862 A referendum concerning a Public Witness Statement is initiated whenever the General Secretary  
863 receives either (A) notice that at least seventy-five percent (75%) of Covenanting Partners voting  
864 on the matter support such an initiative, provided that at least one-third (1/3) of the Covenanting  
865 Partners have participated in such vote, or (B) a petition supporting the initiative is subscribed to  
866 by at least ten percent (10%) of the Cooperating Churches (without weighting), including at least  
867 one Cooperating Church from each Region.

868  
869 Adoption of a properly initiated Public Witness Statement requires the affirmative vote of at least  
870 seventy-five percent (75%) of Cooperating Churches voting on the matter (weighted in  
871 proportion to the number of Delegates each may send to a Biennial meeting), provided that at  
872 least fifty percent (50%) of all Cooperating Churches (without weighting), including at least one  
873 Cooperating Church from each Region, must participate for the vote to be valid.

874  
875 Public Witness Statements will not be binding on regions or Cooperating Churches unless  
876 adopted in separate action by that Region or Cooperating Church. The process and procedure for  
877 amending, reaffirming, or rescinding American Baptist Public Witness Statements will be the  
878 same as for adoption.

879  
880 **Section 2. Existing American Baptist Policy Statements and Resolutions.** Until  
881 2011, the ABCUSA General Board had the authority to adopt American Baptist Policy  
882 Statements and Resolutions. Such Policy Statements and Resolutions adopted before 2011  
883 remain in effect unless rescinded. No new Policy Statements or Resolutions may be adopted  
884 under current Bylaws. An American Baptist Policy Statement or Resolution declared the basic  
885 position of ABCUSA on particular issues of general concern. These Policy Statements and  
886 Resolutions have not been, nor will they be, binding on Regions or Cooperating Churches unless  
887 adopted in separate action by that Region or Cooperating Church.

888  
889 Any Covenant Partner may initiate a process by which existing Policy Statements and  
890 Resolutions can be amended, reaffirmed, or rescinded providing that seventy-five percent (75%)  
891 of the Covenant Partners voting on the matter are in agreement. Sixty percent (60%) of  
892 Covenant Partners must participate for the vote to be valid. Seventy-five percent (75%) of  
893 Cooperating Churches voting on the matter (weighted in proportion to the number of eligible  
894 Delegates for a Biennial meeting) must agree to amend, reaffirm or rescind existing Policy  
895 Statements and Resolutions. Fifty percent (50%) of all Cooperating Churches (without  
896 weighting) must participate for a vote to be valid. The Board of General Ministries, through the  
897 General Secretary's office, will be responsible for conducting the vote and publishing the results.

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**ARTICLE XIII  
NATIONAL BOARDS**

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

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

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

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

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**ARTICLE XIV**  
**COMMITTEES AND GROUPS OF ABCUSA**

941       **Section 1. Committees, Commissions, and Councils.** Committees, commissions, and  
942 councils of ABCUSA may be established in such manner and with such members, powers, and  
943 functions as shall be stated in these Bylaws or in the Standing Rules.  
944

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

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

958       **Section 4. Caucus.** Any group of American Baptists may apply for recognition as a Caucus  
959 to the Credentials and Caucus Committee in accordance with the Standing Rules.  
960

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

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

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

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

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

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

997  
998 Upon nomination by the ABCUSA Nominating Committee, or by petition from  
999 Cooperating Churches as described below, the President and the Vice President shall be elected  
1000 by the Delegates in Biennial Meeting for a single two-year term only, commencing on January 1  
1001 next following the date of their election, and until their successors are elected. In proposing  
1002 nominees for the office of President, the ABCUSA Nominating Committee shall give  
1003 consideration to rotating such nominees among the following four (4) categories: (i) clergymen;  
1004 (ii) laymen; (iii) clergywomen; and (iv) laywomen, with equal and fair consideration given to all  
1005 persons regardless of ethnic and language group.  
1006

1007 Upon nomination by the ABCUSA Nominating Committee in consultation with the  
1008 General Secretary, or by petition from Cooperating Churches as described below, the Budget  
1009 Review Officer shall be elected by the Delegates in Biennial Meeting for a two-year term,  
1010 commencing on January 1 next following the date of such person's election, and may thereafter  
1011 be reelected to such office by the Delegates for any number of additional terms.  
1012

1013 With regard to the ABCUSA President, Vice President and Budget Review Officer,  
1014 nominations for any or all of the three designated ABCUSA officers may also be made by a  
1015 nomination subscribed to by a total of at least 50 Cooperating Churches from at least five  
1016 Regions, which nomination is in accord with the qualifications and characteristics of the  
1017 nominee(s) of the Nominating Committee, and which nomination(s) are received by the Office of  
1018 the General Secretary no later than 60 days after the slate of the ABCUSA Nominating  
1019 Committee for the officers to be elected at the next Biennial Meeting is published in the official  
1020 American Baptist Denominational publication in use at that time.  
1021

1022 Upon nomination by the ABCUSA Nominating Committee (which, for purposes of this  
1023 nomination, shall include one additional individual chosen by the National Boards), the General  
1024 Secretary shall be elected by the Board of General Ministries for a term of four (4) years (or such  
1025 shorter term as the Board of General Ministries may specify) and may thereafter be reelected to  
1026 such office by the Board of General Ministries for any number of additional terms.  
1027

1028 The Executive Director of the corporation managed by each National Board, elected or  
1029 appointed by such National Board in accordance with Article XIII, Section 2 of these Bylaws,  
1030 shall be elected by the Board of General Ministries as a National Secretary of ABCUSA to serve  
1031 for a term which is concurrent with such person's term as such Executive Director; provided that  
1032 the General Secretary serves as a member of the advisory search committee of such corporation  
1033 which recommends the appointment of such Executive Director and the corporation remains a

1034 party to the Covenant of Relationships.

1035  
1036 In the case of a vacancy in the office of President, the Vice President shall thereupon become  
1037 President for the remainder of the term so vacated. When a vacancy occurs in the office of Vice  
1038 President, the Board of General Ministries shall, upon nomination by the ABCUSA Nominating  
1039 Committee, elect from among its At-Large Directors a Vice President to serve for the remainder of  
1040 the term so vacated. A vacancy in any other office of ABCUSA shall be filled by the Board of  
1041 General Ministries for the remainder of the term so vacated.

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1044 **Section 2. President.** The President shall be an ex-officio member of all committees and  
1045 commissions of ABCUSA and of the Board of General Ministries and shall also, subject to the  
1046 approval and control of the Board of General Ministries:

- 1047
- 1048 (i) preside at the annual meeting of Members, at the Biennial Meeting of Delegates, at  
1049 the Mission Table, and at the meetings of the Board of General Ministries and the  
1050 Executive Committee at which the President is present;
  - 1051
  - 1052 (ii) in consultation with the General Secretary
    - 1053 (A) appoint the members and the chair, not otherwise provided for in these Bylaws  
1054 or the Standing Rules, of such committees of the ABCUSA as may be required for  
1055 the work of the Denomination; and
    - 1056
    - 1057 (B) nominate the members and appoint the chair of the Biennial Program Committee and  
1058 the Credentials and Caucus Committee, and nominate the members of any Reference  
1059 Committee;
    - 1060
  - 1061
  - 1062 (iii) represent ABCUSA at meetings of Regional Organizations;
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  - 1064 (iv) speak and write on issues of the day;
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  - 1066 (v) convene the Mission Table and make recommendations to the Board of General  
1067 Ministries and the Mission Table on matters of importance to the mission of the  
1068 Denomination;
  - 1069
  - 1070 (vi) serve as the ceremonial head of ABCUSA; and
  - 1071
  - 1072 (vii) perform such other duties as may be assigned by the Board of General Ministries.
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1075 **Section 3. Vice President.** If the President is absent or unable to serve, the Vice President  
1076 shall serve as the Acting President and, when so serving, shall perform the duties of the President. The  
1077 Vice President shall be an ex-officio member of all committees and commissions of ABCUSA and of  
1078 the Board of General Ministries, shall chair any Reference Committee, and shall have such other duties  
1079 as may be assigned by the President or the Board of General Ministries.

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1082           **Section 4. Budget Review Officer.** The Budget Review Officer shall chair the Finance  
1083 Committee and shall have such other duties as may be assigned by the Board of General  
1084 Ministries.  
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1086           **Section 5. General Secretary.** Subject to the general direction and supervision of the Board  
1087 of General Ministries, the General Secretary shall fulfill pastoral, ecclesiastical, and prophetic roles,  
1088 serve as head of communion, and to those ends shall:

- 1089
- 1090           (i) be the chief executive officer of ABCUSA responsible for the day-to-day  
1091           administration of its affairs;
  - 1092
  - 1093           (ii) be responsible for implementing all Board of General Ministries policy decisions and  
1094           for articulating American Baptist Policy Statements, Resolutions and Public Witness  
1095           Statements;
  - 1096
  - 1097           (iii) provide staff services for Biennial Meetings (including the envisioning process), the  
1098           Mission Table (including coordination of research) and meetings of Members, for the  
1099           Board of General Ministries, and for all committees, commissions, and councils of  
1100           ABCUSA and of the Board of General Ministries, except as otherwise provided in  
1101           these Bylaws or the Standing Rules;
  - 1102
  - 1103           (iv) convene and chair meetings of the National Leadership Council and the Covenanting  
1104           Partners under the Covenant of Relationships;
  - 1105
  - 1106           (v) perform the usual duties of a corporate secretary, including the keeping of minutes of  
1107           meetings of Members, Delegates, the Board of General Ministries, and the Executive  
1108           Committee; and
  - 1109
  - 1110           (vi) have such other duties as may be assigned by the Board of General Ministries.

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1112           **Section 6. National Secretaries.** The National Secretaries shall assist the General  
1113 Secretary by: (i) articulating American Baptist Policy Statements, Resolutions, and Public  
1114 Witness Statements; (ii) implementing policy decisions of their respective National Boards; and  
1115 (iii) carrying out responsibilities in areas related to the work of their respective corporations.  
1116

1117           **Section 7. Removal of Officers.** Every officer of ABCUSA (other than the President,  
1118 the Vice President and the Budget Review Officer) may be removed from office, with or without  
1119 stated cause, by the affirmative vote of a majority of the entire Board of General Ministries. The  
1120 Board of General Ministries, by the affirmative vote of at least two-thirds (2/3) of the entire  
1121 Board of General Ministries, may suspend, for stated cause and for such period as it deems  
1122 suitable, the authority of the President, the Vice President, or the Budget Review Officer to act as  
1123 an officer of ABCUSA. The Executive Committee may suspend, with or without stated cause  
1124 and for such period as it deems reasonable up and until the next meeting of the Board of General  
1125 Ministries, the authority of any other officer to act as an officer of ABCUSA. The Standing  
1126 Rules shall provide for a process for the removal or suspension of any ABCUSA officer.  
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**ARTICLE XVI  
STAFF COUNCILS**

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

**(a) National Executive Council**

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

**(b) Regional Executive Ministers Council**

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

**(c) National Leadership Council**

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

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

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

1177 (2) The minimum threshold criteria for initial and continuing membership in the NLC will be for  
1178 a represented organization to:

1179

1180 (A) Have an autonomous board and be financially viable

1181 (B) Have a paid Executive

1182 (C) Be a national ABCUSA organization that indicates its willingness:

1183

1184 To support the statement of purpose in the bylaws of ABCUSA

1185 To cooperate wholeheartedly in such relationships and projects at all  
1186 levels of denominational life which seem advisable.

1187 To be identified as an organization related to and participating in  
1188 the life of ABCUSA by use of the name and/or logo.

1189 To be primarily devoted to providing programs and/or services to  
1190 ABCUSA.

1191 To be accountable to ABCUSA Policy Statements, Resolutions and Public  
1192 Witness Statements, together with any internal covenants within the NLC  
1193 where applicable.

1194

1195 (3) The final determination about initial or continuing membership for organizations, having met  
1196 these threshold criteria, or for removal from membership if threshold criteria are no longer met,  
1197 will rest with the NLC.

1198

1199 (4) The NLC shall meet at least once a year. Its purposes shall include:

1200

1201 (A) Building and fostering authentic relationships within the NLC

1202 (B) Participating in continuing education related to respective executive roles

1203 (C) Facilitating implementation of Denominational priorities

1204 (D) Demonstrating progress on those priorities in their respective boards

1205 (E) Conducting trend analysis

1206 (F) Suggesting means of improving the functioning of the Denomination

1207 (G) Participating in theological reflection

1208

1209 (5) In addition, the Board of General Ministries will be assigned the role of sharing the findings  
1210 and priorities of the Mission Summit and the Mission Table with the NLC. The members of the  
1211 NLC will report the initiatives that are in support of the mission priorities that surface in the  
1212 Mission Summit and Mission Table. The Board of General Ministries will publish the report of  
1213 the initiatives adopted by members of the NLC to the Mission Summit and Mission Table.

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1220 **ARTICLE XVII**  
1221 **ASSOCIATED MINISTRY ORGANIZATIONS**  
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1223 An Associated Ministry Organization (AMO) must be a national or sectional American  
1224 Baptist or other religious organization that indicates its willingness: to support the statement of  
1225 purpose in the Bylaws of ABCUSA, to cooperate whole-heartedly in such relationships and  
1226 projects at all levels of denominational life which seem advisable, and to be identified as an  
1227 organization related to and participating in the life of ABCUSA by use of name and/or logo. The  
1228 Standing Rules shall set forth such other provisions as the Board of General Ministries may deem  
1229 appropriate for AMO status.

1230  
1231 AMO's as of the effective date of these Bylaws are: American Baptist Assembly;  
1232 American Baptist Computer Center; American Baptist Men; American Baptist Women's  
1233 Ministries; Interim Ministries – ABC; the Ministers Council of American Baptist Churches in the  
1234 U.S.A; and the three American Baptist Centers for Ministry.  
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1241 **ARTICLE XVIII**  
1242 **MISCELLANEOUS**  
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1245 **Section 1. Notices.** Whenever any notice is required to be given under the provisions of  
1246 the laws of the State of New York, these Bylaws or the Standing Rules, a waiver thereof in  
1247 writing, signed by the person or persons entitled to such notice, whether before or after the time  
1248 stated therein, shall be deemed equivalent thereto.  
1249

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1251 **Section 2. Fiscal Year.** The fiscal year of ABCUSA shall be the calendar year.  
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1254 **Section 3. Compensation.** No Member or officer of ABCUSA shall receive, directly or  
1255 indirectly, any salary, compensation, or emolument from ABCUSA except as set forth in the  
1256 Standing Rules.  
1257  
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1259 **Section 4. Prohibition against Sharing in Corporate Earnings.** No Member, director,  
1260 officer or employee of ABCUSA, or other person shall receive at any time any of the net earnings  
1261 or pecuniary profit from the operations of ABCUSA, provided that this shall not prevent the  
1262 payment to any such persons of reasonable compensation for services rendered to or for  
1263 ABCUSA in accordance with these Bylaws, the Standing Rules and applicable law, and no such  
1264 persons shall be entitled to share in the distribution of any of the corporate assets upon the  
1265 dissolution, liquidation, or winding up of the affairs of ABCUSA. No funds of ABCUSA shall  
1266 be loaned to any Member, director or officer of ABCUSA, or professional advisor to ABCUSA,  
1267 or to any entity (other than a corporation which, if incorporated under the Not-for-Profit  
1268 Corporation Law of the State of New York, would be a "type B" corporation as defined in that  
1269 law) in which a Member, director or officer of ABCUSA is an officer or director or holds a  
1270 substantial financial interest. Upon the dissolution, liquidation or winding up of the affairs of  
1271 ABCUSA, whether voluntary or involuntary, the assets of ABCUSA, after all debts have been  
1272 satisfied, shall be distributed, transferred, and paid over, in such amounts as the Board of General  
1273 Ministries may determine or as may be determined by a court of competent jurisdiction upon  
1274 application of the Board of General Ministries, exclusively to charitable, religious, scientific,  
1275 literary, or educational organizations which then qualify under Section 501(c) of the U.S. Internal  
1276 Revenue Code (as said section may be from time to time amended, superseded, or renumbered).  
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1279 **Section 5. Emergency Bylaws.** Notwithstanding the provisions of Article XIX hereof,  
1280 the Board of General Ministries may adopt, and from time to time amend, Emergency Bylaws  
1281 pursuant to the New York State Defense Emergency Act which shall become and remain  
1282 operative only during a period of attack as defined in such Act and which, while so operative,  
1283 shall supersede any inconsistent provision of these Bylaws or the Standing Rules.  
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**Section 6. Adjudication.** Procedures for Adjudication are stated in the Covenant of Relationships, the Statements of Agreement, and the Standing Rules.

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

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

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

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

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1315 **ARTICLE XIX**  
1316 **AMENDMENTS**  
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1319 **Section 1. Bylaws.** These Bylaws may be added to, amended, or repealed only with the consent  
1320 of the Delegates at any Biennial Meeting of Delegates and provided that: (i) notice of any such proposed  
1321 addition, amendment or repeal has been given to the Delegates upon the recommendation of the Board  
1322 of General Ministries either (A) at least ninety (90) days prior to the Biennial Meeting at which such  
1323 proposed addition, amendment, or repeal is to be submitted, or (B) at the Biennial Meeting immediately  
1324 preceding the Biennial Meeting at which such proposed addition, amendment, or repeal is to be  
1325 submitted; and (ii) such addition, amendment, or repeal is approved by a majority of the votes cast by  
1326 the Delegates present, and further provided that any addition to or amendment or repeal of Article I,  
1327 Article II, Article IV, Article V, Article X, Article XII, Article XIII, Article XV, Article XVI or this  
1328 Article XIX of these Bylaws must be approved by at least two-thirds (2/3) of the votes cast by the  
1329 Delegates present; and further provided that no addition, amendment or repeal of (A) the Prologue to  
1330 these Bylaws, (B) any provision of these Bylaws relating to the rights of a majority of the National  
1331 Boards to consent to specified changes in Article 4 of the ABCUSA Certificate of Incorporation, or to  
1332 appoint the Special Director, or (C) Section 1 of this Article XIX, shall be approved without the written  
1333 consent of a majority of the National Boards specified in the applicable Section of these Bylaws.  
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1335 Any addition to or amendment or repeal of these Bylaws may be recommended: (i) at any  
1336 Biennial Meeting by a majority of the votes cast by the Delegates present; or (ii) by petition to the  
1337 Board of General Ministries signed by at least two hundred (200) Cooperating Churches which are  
1338 located within the areas of at least five (5) Regional Organizations; or (iii) by majority vote of the entire  
1339 Board of General Ministries taken at any meeting of the Board of General Ministries. Voting by the  
1340 Delegates pursuant to this Section 1 shall be in accordance with Article XVIII, Section 9 of these  
1341 Bylaws.  
1342

1343 **Section 2. Standing Rules.** Standing Rules of the ABCUSA may be adopted, amended, or  
1344 repealed by a majority of the votes cast by the directors of the Board of General Ministries, as provided in  
1345 Article XVIII, Section 9 of these Bylaws, at any special meeting called for that purpose or any regular  
1346 meeting, provided that notice of any such proposed Standing Rule or any proposed amendment or repeal  
1347 of any Standing Rule has been given to the directors of the Board of General Ministries, either: (i) at least  
1348 thirty (30) days prior to the meeting at which such proposed Standing Rule, amendment, or repeal is to be  
1349 submitted; or (ii) at the meeting of the Board of General Ministries immediately preceding the meeting at  
1350 which such proposed Rule, amendment, or repeal is to be submitted. Each Standing Rule shall be  
1351 consistent with these Bylaws. Any Standing Rule or amendment or repeal thereof may be recommended  
1352 in the same manner as any addition to, amendment, or repeal of these Bylaws as provided in Section 1 of  
1353 this Article XIX and, in addition, by a two-thirds (2/3) vote of the entire Executive Committee or of the  
1354 entire National Leadership Council.

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**A D D E N D U M**

"Autonomy and Interdependence Within the  
American Baptist Denomination: A Declaration"  
(Adopted by the General Board of the  
American Baptist Churches in the U.S.A.,  
December, 1983)

Reprinted from *The American Baptist*,  
June 1983

1399 **AUTONOMY<sup>1</sup> AND INTERDEPENDENCE<sup>2</sup> WITHIN THE AMERICAN BAPTIST DENOMINATION: A**  
1400 **DECLARATION**

1401 [Dec. 1983; GB1279]  
1402  
1403  
1404

1405 **Introduction and Historical Background**

1406 The Church of Jesus Christ must remain free to define its own mission and structure. In this declaration we,  
1407 as American Baptists, under what we believe to be the prompting of God's Spirit, offer our own understanding and  
1408 self-definition of the nature and intentionality of autonomy<sup>1</sup> and interdependence<sup>2</sup> within the American Baptist  
1409 denomination.

1410 Baptist history in the United States, from the founding of the First Baptist Church in Providence, Rhode  
1411 Island, in 1639 until the present, reveals that Baptists have emphasized the autonomy of both local congregations and  
1412 Baptist organizations. At the same time history records the cooperation and interdependence between and among  
1413 congregations and a wide variety of Baptist organizations.

1414 While autonomy has characterized Baptist life from its beginning in America, the creation of the  
1415 Philadelphia Baptist Association in 1707 signaled a common desire for cooperation and mutual counsel regarding a  
1416 range of issues which affected more than a single church.

1417 The 19<sup>th</sup> century witnessed the founding of additional opportunities for cooperative Baptist undertakings.  
1418 In keeping with this recognition of the interdependence of Baptists in witness and mission, Massachusetts Baptists  
1419 formed the first Baptist state organization or society for mission in 1802. Thereafter, other state organizations were  
1420 organized in later years, and three national societies were created respectively, for foreign missionary outreach  
1421 (1814), for publication of Christian books and Sunday School materials (1824), and for home missions (1832). The  
1422 painful Baptist separation prior to the Civil War resulted in two Baptist groupings, both of which have continued the  
1423 dual emphasis upon autonomy and interdependence to the current time.

1424 The first half of the 20<sup>th</sup> century provided the occasion for increased cooperation and interdependence, but  
1425 autonomy continued as a predominant mark of American Baptist life. When the Northern Baptist Convention was  
1426 formed in 1907, very limited responsibility was assigned to the convention. The churches agreed to a single meeting  
1427 time and place for general oversight of the various national societies founded and recognized by Northern Baptists.  
1428 This limited step toward coordination and interdependence was advanced by the reorganizations in 1950 (when the  
1429 name of the Northern Baptist Convention was changed to the American Baptist Convention) and 1961, without  
1430 challenge to the autonomy of the organizations created by Baptist congregations, or to the autonomy of the  
1431 congregations themselves.

1432 Following the recommendations of the Study Commission on Denominational Structure, or SCODS, the  
1433 restructuring of the national Baptist organizations in 1972 intentionally limited the autonomy of the national  
1434 societies, while respecting their separate corporate identities, to facilitate greater cooperation and coordination in  
1435 national expressions of Baptist life and witness. No modification of the appropriate autonomy of local  
1436 congregations, associations/areas, or region/state/city organizations was implied or intended in that 1972  
1437 restructuring. At that time the Convention's name was changed to American Baptist Churches in the U.S.A.

1438 In 1977 the scope of interdependence was broadened when the organization of American Baptist Churches  
1439 in the U.S.A. was modified to provide representation in the general denominational structures for the 37  
1440 region/state/city organizations. However, this outcome, recommended by the Study Commission on Relationships  
1441 (SCOR) in its report "Together in Mission," in no manner altered the legal autonomy of the 37 region/state/city  
1442 organizations. Even though the opportunities for coordination and interdependence were increased, neither by  
1443 intention nor by new bylaw provisions were the appropriate autonomies of covenanting or affiliating organizations  
1444 changed. Rather, these modifications recognized and clarified the nature of the relationships of the 42 cooperating  
1445 American Baptist organizations (1 General, 4 National and 37 Regional or affiliating Organizations). The creation  
1446 of a basic Covenant of Relationships and a series of Statements of Agreements underlines that fact. No single, all-  
1447 inclusive denominational entity emerged as the "American Baptist Church."

1448 The period from 1639 (the founding of the First Baptist Church in America) to 1977 (the voting of the  
1449 SCOR recommendations for restructuring) demonstrates the basic Baptist attempt to balance two desirable values:  
1450 autonomy and interdependence. Neither has overcome the other in either theory or practice in the history of the  
1451 American Baptist denomination. Both values continue to inform and guide Baptist life to this day. American  
1452 Baptists have not compromised either element of this polarity. American Baptists continue to affirm these two  
1453 complementary and sometimes competing values, insisting that each pole of the polarity is a necessary corrective to  
1454 the other.

1455 **Balancing Freedom and Order**  
1456

1457 The Statement of Purpose of American Baptist Churches in the U.S.A. contains the following declarations:  
1458 “In every area of their common life American Baptists, acknowledging the importance of *creative diversity*, seek  
1459 such a *balance of freedom and order* as will keep all parts of American Baptist Churches in the U.S.A. open to the  
1460 guidance of the Holy Sprit and at the same time enable them to work responsibly under God for maintaining its life  
1461 of worship, witness, and ministry.”

1462 That desired balance of freedom and order was modified toward greater interdependence in the  
1463 reorganizations of 1972 (SCODS) and 1977 (SCOR) without, however, creating any centralized authority for all  
1464 decision-making within the denomination. The areas of life and mission which were to be coordinated were  
1465 described by a voluntary Covenant of Relationships and its related Statements of Agreement.

1466 Neither the design nor the language of those documents was cast in legal terminology. Indeed, even to  
1467 attempt to apply the legal concept of contract would be to demonstrate a misunderstanding of those documents  
1468 because any one of the covenanting bodies may unilaterally withdraw from the Covenant of Relationships or  
1469 Statements of Agreement without any sanctions stated or implied. Most significantly, the role and appropriate  
1470 authority of each of the denomination’s 42 organizations and their boards of directors were recognized; for example,  
1471 by affirming in the Bylaws of the ABCUSA that “Each Regional Organization shall determine its own corporate  
1472 structure and decision-making procedures” (p.12), and confirming the continuing corporate status of the  
1473 denomination’s four national societies or boards (p.19).

1474 A variety of American Baptist-related institutions have defined their separate relationships to various  
1475 American Baptist organizations by means of particular covenants. These related institutions include schools,  
1476 national training center, colleges, universities, campus ministries, seminaries, retirement homes, hospitals, nursing  
1477 homes and children’s homes. Each of these institutions is governed by an autonomous board. This declaration,  
1478 however, deals with the Covenant of Relationships and its related Statements of Agreement, not those particular  
1479 covenants.

1480 The movement from less to greater interdependence has been evident in the denomination’s history in the  
1481 latter part of the 20<sup>th</sup> century. It would be a misunderstanding, however, to interpret that movement as a rejection of  
1482 the Baptist value of autonomy. Rather, American Baptists have taken several steps toward modification of a *balance*  
1483 of freedom and order. Given American Baptist history and diversity, the definition of the proper “balance” could  
1484 shift again in the future in response to needs and new understandings of the gospel. But while the balancing point  
1485 may move back and forth - and even be perceived differently by various covenanting parties at any given time in  
1486 history - the prevailing movement of Baptist history and intention includes both autonomy and interdependence,  
1487 without the one overcoming the other.

## 1488 **Covenant of Relationships, Mission Funds** 1489 **Staff Council, and Boards**

1490 The biblical concept of a covenant is that it is a way of relating whole persons or communities to God and  
1491 to each other. It is not a legal contract to define or limit obligations or claims which contracting parties may have  
1492 toward each other. A covenant creates a flexible relationship marked by trust and faithfulness to God and to each  
1493 other both in action and expression. A covenant expresses a bond of brotherhood and sisterhood in Christ made  
1494 possible by the Holy Sprit.

1495 This biblical understanding of covenant informs our theological understanding of the Covenant of  
1496 Relationships we American Baptists have freely created.

1497 We here state the nature and extent of our covenants and the relationships reflected in them.  
1498

### 1499 **A. Definition of the Covenant of Relationships**

1500 The Covenant of Relationships is a solemn endeavor under God, among the organizations which are parties  
1501 to it, to cooperate in mission in a spirit of Christian unity and love. The Covenant of Relationships is a temporal and  
1502 provisional statement of the balance of freedom and order which many American Baptist organizations freely choose  
1503 for working together to carry out the task of Christian mission and ministry.

1504 Any of the 42 eligible American Baptist organizations, seeking to order its life in accordance with the  
1505 Scriptures under the guidance of the Holy Spirit, is free to enter and affirm the Covenant of Relationships or free not  
1506 to enter into the Covenant of Relationships. Any American Baptist organization which has entered the Covenant of  
1507 Relationships is free to seek to amend it or to withdraw from it at any time.

1508 The Covenant of Relationships is not a legally binding instrument; it creates no legal rights or legal  
1509 obligations between and among the organizations which enter in or for non-parties to it. The parties to the Covenant  
1510 of Relationships disclaim any intent to form a legal joint venture or association. No party to the Covenant of  
1511 Relationships has any power or authority over, or any legal responsibility for, the beliefs, persons or property of any  
1512 American Baptist or any other organization or its governing board or property; nor does the Covenant of  
1513

1515 Relationships create or establish any organization which has such power, authority, or responsibility.

1516 The Covenant of Relationships is a statement of shared understandings of the appropriate relationships for  
1517 American Baptist organizations as they cooperate under the Lordship of Christ in support of common mission goals  
1518 and objectives.

1519

#### 1520 **B. Statement of Agreement on the American Baptist Mission Fund**

1521 The Statement of Agreement on the American Baptist Mission Fund sets forth the principles for cooperation  
1522 in raising and allocating the mission monies which constitute the American Baptist Mission Fund. That Statement of  
1523 Agreement creates no legally binding rights or obligations among the parties to it or for any non-parties.

1524 The American Baptist Mission Fund is constituted by the voluntary gifts of American Baptist congregations  
1525 to support the mission and ministry of various denominational organizations. In the statement of agreement on this  
1526 Mission Fund provisions are made whereby contributions may be shared with all mission participants or may be  
1527 restricted to a few or even one mission participant. The parties to the Agreement have a sacred duty and are  
1528 accountable to the whole denomination to see that all monies in the Fund are used for the purposes for which they are  
1529 given.

1530

#### 1531 **C. The General Staff Council**

1532 The General Staff Council is a non-legislative assembly of professional staff members (primarily chief  
1533 executive officers) of covenanting and of affiliating organizations which are parties to the Covenant of Relationships  
1534 and/or the Statement of Agreement of the American Baptist Mission Fund. The General Staff Council provides a  
1535 forum for the discussion by its members of matters of concern to American Baptists, fosters collegiality and  
1536 accountability among its members, and nurtures a spirit of unity and cooperation. Actions and statements of the  
1537 General Staff Council are advisory in nature, and when duly adopted, they express the mind of the General Staff  
1538 Council.

1539

#### 1540 **D. American Baptist Organizations**

1541 Each American Baptist organization is autonomous, and the board of directors of each has legally defined  
1542 powers and responsibilities with respect to the management of its affairs and property, none of which is altered by  
1543 the Covenant of Relationships.

1544 When the covenanting bodies cooperate under the Covenant of Relationships, their responsibilities are  
1545 defined by that Covenant. The governing boards of these bodies have no power or authority under the Covenant of  
1546 Relationships over the beliefs, actions or property of any individual American Baptist or any other American Baptist  
1547 organization or its governing board. No governing board has authority to give directions or orders to any individual  
1548 American Baptist, to any local congregation, or to any other American Baptist organization.

1549 American Baptist boards in inter-board relationships have no power to legislate in the legal sense. When,  
1550 under the Covenant of Relationships, these boards enact Policy Statements and Resolutions, they have only the  
1551 power and the responsibility to express the sense of their members, duly elected and duly delegated pursuant to the  
1552 Covenant of Relationships, on matters of concern and importance to American Baptists. When Policy Statements  
1553 and Resolutions are adopted by a board, they express the mind of that board, and the covenanting parties agree to  
1554 give them due respect and weight and be guided by them in a spirit of unity and cooperation under the Lordship of  
1555 Christ.

1556 Staff members of American Baptist mission bodies are accountable under law to the governing boards of  
1557 the organizations which employ them. The Covenanting parties (but not the affiliating organizations) affirm that  
1558 their respective staffs are also expected to act under the Covenant of Relationships in a spirit of cooperation.  
1559 However, no board has authority to hold accountable or to give directions or orders to any staff member employed  
1560 by another organization.

1561

#### 1562 **American Baptist Covenants and Baptist Freedom**

1563 The history of the United States clearly demonstrates the leadership of Baptists in the establishment and  
1564 preservation of the separation of church and state. Baptist life and thought recognize the right of each religious  
1565 group within our nation to determine its own faith, polity, life, and lines of authority.

1566 The creation of understandings among American Baptists regarding the degree of autonomy and  
1567 interdependence between and among American Baptist organizations is, essentially, a theological undertaking. Only  
1568 American Baptists have the right or the power to interpret or to alter those understandings contained within  
1569 American Baptist Covenants, Statements of Agreement, and corporate documents. The First Amendment to the  
1570 United States Constitution prohibits government from deciding for any religious body that body's beliefs, mission, or  
1571 organization. Therefore, we as American Baptists declare that government agencies and others external to American  
1572 Baptist life and mission have no authority or competence to interpret or change the self-understanding of American

1573 Baptists or the documents and statements in which we have set forth that understanding.

1574

1575 **Conclusion and Commitment**

1576 Recent American Baptist reorganizations, continuing discussion of our denominational relationships, and  
1577 the on-going debate regarding separation of church and state have combined to call for this statement. Our Baptist  
1578 successors will have the liberty to modify, in light of the Scriptures and under the guidance of the Holy Spirit, each  
1579 and every American Baptist document - including this declaration - as may be deemed helpful to American Baptist  
1580 life and mission.

1581 Accordingly, in this year of our Lord 1983 the undersigned organizations do hereby affirm and declare this  
1582 brief declaration to be consistent with each organization's understanding of the nature of American Baptist autonomy  
1583 and interdependence, and each directs that the date of its affirming action be affixed hereto.

1584

1585

1586 <sup>1</sup> *Autonomy*- in the Baptist (free church) tradition, is the unencumbered capacity of each local congregation and of  
1587 each organization created by local congregations and/or their members to exercise full rights of self-government in  
1588 all matters of faith and practice.

1589

1590 *2 Interdependence* in the Baptist (free church) tradition in exercising self-government in matters of faith and practice, is  
1591 reckoning confidently upon one another; relying on one another: as individual believers, as local congregations, as  
1592 organizations created by local congregations and/or their members; and laboring together for the well being and general good  
1593 of Christ's Body, the Church, as members one of another.

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