

BYLAWS v. 3b

Adopted at the GRR Annual Meeting October 2002

ARTICLE I - NAME

The name of this organization shall be the American Baptist Churches of the Great Rivers Region, an Illinois corporation, hereinafter referred to as the Region.

ARTICLE II - PURPOSE

The purposes and activities of the Region shall be to promote the work of the Kingdom of God within the Baptist tradition as conceived by its member churches. Consistent with this general purpose, the Board may occasionally specify purposes and goals for clarity, focus, or short-term emphasis. In all cases, its work shall be solely of a religious nature.

ARTICLE III - GOVERNANCE

- A. Scripture affirms the local church as the fundamental unit of mission. While the Region exhibits characteristics similar to a church, it is created by, and exists for its member churches. The Region will be a self-governing but cooperating affiliate of the American Baptist Churches in the USA. Governance ultimately resides in the Assembly of qualified delegates from cooperating member churches. The Assembly elects representatives to the Regional Ministry Board (hereafter referred to as the Board) and such officers as deemed necessary for its continuing function.
- B. For representative, administrative and programming purposes the Board may create geographic Areas within the Region. These Areas will not be separate corporations, but will remain units of the Region, and will be subject to policies and procedures established by the Board. These areas may not hire staff, make real estate transactions, or engage construction contracts.
- C. The Board will adopt and establish Standing Rules, which implement these Bylaws.

ARTICLE IV - MEMBERSHIP

Membership is open to Baptist churches within Illinois and Missouri. Consistent with the Bylaws and Standing Rules, the Board will establish and publish criteria and procedures for membership, discipline, and disaffiliation. Membership applications will be considered by the full Board, and, if approved, will be solemnized by a covenant. Disciplinary actions will also be reserved for the full Board.

ARTICLE V - MEETINGS AND DELEGATES

- A. Delegates from cooperating member churches will gather every Fall. This Assembly will conduct elections, receive reports, and consider other business. The time, place and registration fee for this meeting will be fixed by the Board, and announced at least 3 months prior to the meeting. The Board will prepare the business agenda.
- B. Cooperating churches are entitled to three voting Delegates for the first 200 members, and one additional voting Delegate for each additional 100 members. Churches are encouraged to send as many non-voting participants as they wish to Assembly meetings. Participants

may speak, but have no vote. The *quorum* for an Assembly is 100 qualified Delegates.

ARTICLE VI - OFFICERS

- A. The officers of the Region shall be a President, a Vice-President for Planning, a Vice-President for Personnel, a Vice-President for Finance, and a Secretary. Their duties are specified in the Standing Rules.
- B. The Executive Minister will be the designated Secretary of the Region, and will not be subject to election.
- C. The Vice-President for Personnel and the Vice-President for Finance will be nominated by the Board and elected by the Assembly for two-year terms. Either may succeed themselves indefinitely at the will of the Assembly.
- D. The Vice-President for Planning will be nominated by the Board and elected by the Assembly for a one-year term. At the completion of her/his term, the Vice-President of Planning will become the Board's nominee for President.
- E. The President will be elected by the Assembly to a single, one-year term.

ARTICLE VII - REGIONAL MINISTRY BOARD

- A. The implementation of the Region's purpose shall be the responsibility of its staff, under the guidance and oversight of the Board. The Board membership will be no less than 25 and no more than 40 elected members, apportioned to represent the entire Region.
- B. The Board shall consist of elected members, regional officers, and *ex officio* members as specified in the Standing Rules. All members will be certified as participating members of cooperating churches of the Region. If they should move from the Region, or not maintain good standing with a cooperating church, their term of office will cease, and a vacancy will be declared.
- C. The Board will be organized into three divisions with specific governance responsibilities: Ministry of Planning & Review, Ministry of Staff Relations, and Ministry of Financial Stewardship. The elected members of the Board will be equally apportioned among these groups, as specified in the Standing Rules.
- D. The Board may create other administrative, programmatic, or investigative bodies as needed. These bodies remain under the jurisdiction of the Board, and must adhere to regional Bylaws, Standing Rules, and policies.
- E. All Board members are voting Delegates of the Assembly.

ARTICLE VIII - STAFF

The Board is responsible for the hiring and dismissal of the Executive Minister. The Executive Minister is the chief staff officer of the Region, and the designated Secretary of the corporation. The duties of the Executive Minister will be specified in the Standing Rules and in policies and procedures established by the Board. The Board may authorize other staff positions or

changes in staff as recommended by the Executive Minister. The Executive Minister supervises the entire regional staff.

ARTICLE IX - CHARITABLE INTENT AND DISSOLUTION STATEMENT

- A. Notwithstanding any other provision of these articles, the American Baptist Churches of the Great Rivers Region shall not conduct or carry on any activities not permitted to an organization exempt under the Internal Revenue Code of 1954 and its Regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under such Code and Regulations as they now exist or as they may hereafter be amended.
- B. No part of the net earnings of the Region shall inure to be the benefit of any member, trustee, officer of the Region, or any private individual (except reasonable compensation may be paid for service rendered to or for the Region affecting one or more of its purpose), and no member, trustee, officer of the Region or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Region.
- C. Upon dissolution of the American Baptist Churches of the Great Rivers Region or the winding up of its affairs; the assets of the Region shall be distributed exclusively to the American Baptist Churches in the USA, or its successor, recognized as exempt under the provisions of Section 501(c)3 of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X - RULE OF CONDUCT

The general rule for the conduct of meetings will be Christian civility and consensus, at the Chair's discretion. Any two voting members may request, and the Chair must institute the most recent edition of **Democratic Rules of Order** by Francis for a specified time or for an entire business meeting.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended at any annual Assembly, provided that each proposed amendment shall first be presented to the Board and recommended by a majority vote of the Board; and that notice be sent by certified mail to each cooperating member church at least one month before the Assembly; and that they are adopted by a two-thirds vote of those present and voting. Absentee or proxy ballots will not count for amendments.

STANDING RULES

Adopted by the Board of Managers May 2002

I. REGIONAL MINISTRY BOARD

As provided in the Bylaws, the Region shall be governed by a representative Regional Ministry Board.

A. Board Membership

The membership of the Board will include:

1. The officers of the Region (President, Vice-President for Planning & Review, Vice-President for Finance, Vice-President for Personnel, and Secretary).
2. Three representatives elected by each Area to serve rotating, three-year terms, and eligible for two successive terms. Each of these representatives will be nominated and elected for service on one of the three governing divisions (Planning & Review, Staff Relations, or Financial Stewardship). The Secretary will prepare and maintain a schedule to assure equal representation on all three divisions.
3. The Moderator (or a personal representative) from each Area. They will be *ex officio* members of the Board, and will not be assigned to any of the Board ministry groups.
4. All representatives to the General Board of ABC/USA from the Region. They will serve on the regional Board *ex officio*, but will not be assigned to any of the Board ministry groups.
5. All Board members will be seated only after their qualifications have been certified by the Ministry of Planning and Review. They may assume their seat at the first meeting of the Board after their election.

B. Mail and Electronic Votes

If votes by the Board are necessary between regular scheduled meetings, the President and Secretary will determine such a need. The Secretary will mail all necessary information, and clearly indicate the potential voting responses. Ten working days will pass before the vote is closed. The Secretary will report the motion and ballot results at the next regular meeting.

C. Board Responsibilities and Authority

The Board shall:

1. Transact all of the business of the Region not otherwise provided for between Assembly meetings, and such business as may be referred to it by the Assembly.
2. Reserve to itself authority to sell or purchase property, to indebted the Region, to resource regional staff and activities through the annual budget, to solicit funds, to admit or disaffiliate churches, and to formulate such policies and procedures as it deems necessary for the orderly conduct of business.
3. Reserve to itself authority to hire or dismiss the Executive Minister.
4. Develop and publish regional goals, to be strategized and implemented by the Executive Minister and other staff.
5. Act to fill Board vacancies occasioned by the death, resignation, or removal of representatives who had been elected by the Assembly.

6. Require the Executive Minister to provide regular reports, with an account of activities and funds disbursed.
7. Submit an annual report to the Assembly.
8. Authorize such councils, commissions, and task forces as it deems necessary.
9. Determine the geographic apportionment of areas, with attention to fair representation.
10. Conduct such business as required of it by American Baptist Churches USA, including the appointment of representatives and actions on covenants and agreements.
11. Assure that legal requirements by local, state, or federal governments are met.
12. Meet at least three times a year. Time and place shall be determined by the Board and published least 30 days before.

D. Board Organization

The elected members of the Board will be distributed into three governing divisions with the following responsibilities:

1. Ministry of Planning and Review shall:
 - a. Be chaired by the Vice-President for Planning.
 - b. Review all Board policies for consistency in form and language before presentation to the Board for vote.
 - c. Compose and propose regional goals to the Board.
 - d. Prepare the agendas for Board meetings.
 - e. Arrange for regular Board training.
 - f. Evaluate Board process.
 - g. Function as the regional nominating committee, including: presenting officers to the Assembly for election, certifying the qualifications of elected Area representatives, and certifying the qualifications of nominees to the General Board of ABC/USA for presentation to the Assembly for election.
 - h. Meet as needed at the call of its Chair or the Executive Minister.

2. Ministry of Financial Stewardship shall:
 - a. Be chaired by the Vice-President for Finance.
 - b. Initiate policy statements regarding the financial conduct of the Region for review by the Ministry of Planning & Review (*see I.D.1.b.*), and then submit them to the Board.
 - c. Receive and review regular reports of the financial status of the Region, and report significant departures to the full Board.
 - d. Assume the power to act and responsibility for: loans to congregations, the regional investment portfolio, property management, and the acceptance of bequests.
 - e. Review any plan for the sale or purchase of real estate, and present it to the full Board with their recommendation.
 - f. Review any plan for regional indebtedness or fund-raising, and present it to the full Board with their recommendation.
 - g. Arrange for independent annual audits of all regional accounts.
 - h. Set the annual compensation of the Executive Minister, and provide the Executive Minister with guidelines for other staff salaries. This will be done in communication with the Ministry for Staff Relations.
 - i. Review and revise the annual budget prepared by the Executive Minister, and present it to the full Board for consent.

- j. Meet as needed at the call of its Chair or the Executive Minister.
3. Ministry of Staff Relations shall:
 - a. Be chaired by the Vice-President for Personnel.
 - b. Initiate policy statements regarding staff functions the Region for review by the Ministry of Planning & Review (see I.D.1.b.), and then submit them *to* the Board.
 - c. Establish expectations with the Executive Minister, and conduct evaluations based on those expectations.
 - d. Give advice and consent to the Executive Minister in the composition of policies and procedures regarding staff.
 - e. Give advice and consent to the Executive Minister with regard to the hiring or dismissal of all full-time staff.
 - f. Serve as the final court of appeal for grievances by any full-time staff person, except the Executive Minister (the full Board retains that authority).
 - g. Meet as needed at the call of its Chair or the Executive Minister.

II. OFFICERS

The officers of the Region and their respective duties are as follows:

A. President

1. Presides over meetings of the Assembly and the Regional Board of Ministry.
2. Signs, with the Secretary, all legal documents as instructed by the Assembly, the Regional Board of Ministry, or the Ministry of Financial Stewardship.
3. Appoints persons to councils and commissions, as authorized by the Board.
4. Creates task forces and appoints persons to them.
5. Serves as the official representative of the Region, unless otherwise specified.

B. Vice-President for Planning

1. Presides over meetings of the Ministry of Planning & Review.
2. In the absence of the President, presides over any other meetings.
3. Will be the nominee for President at the completion of the term.

C. Vice-President for Finance

1. Presides over meetings of the Ministry of Financial Stewardship.
2. In the absence of the President and the Vice-President for Planning, presides over any other meetings.
3. Receives and holds all moneys and evidences of property owned by the Region.
4. Provides annual reports of the actual financial status of the Region.
5. Verifies and oversees the handling of all assets by regional staff.
6. Is authorized to sign checks.
7. Assures that all information needed for an outside audit is provided.
8. Assures that adequate bond is provided the appropriate staff and volunteers of the Region.

D. Vice-President for Personnel

1. Presides over meetings of the Ministry of Staff Relations.

2. In the event of a vacancy in the Executive Minister position, assumes the Chair of a specially-appointed Executive Minister Search Committee.

E. Secretary

1. Assures that accurate minutes are kept of Assembly and Board meetings.
2. Assures that accurate records are retained for all Board administrative groups, councils, commissions, and task forces.
3. Assures that required reports are submitted to ABC/USA.
4. Assures that required reports are submitted to local, state, and federal governments.
5. Prepares the reports for distribution to the Assembly.
6. Retains and uses the seal of the corporation as instructed by the Board or the Ministry of Financial Stewardship.
7. Signs, with the President, all legal documents as instructed by the Assembly, Board, or Ministry of Financial Stewardship.
8. Prepares and sends notices for the Assembly, and for meetings of the Regional Board of Ministry.
9. Serves *ex officio* on the Ministry of Planning & Review, the Ministry of Financial Stewardship, and the Ministry of Staff Relations.
10. Notifies persons of their election to regional offices, or their appointment to councils, commissions, or task forces.

III. COUNCILS, COMMISSIONS, AND TASK FORCES

The Board may delegate some responsibilities to other groups, but still retains authority as the legal entity of the Great Rivers Region. The members of these work groups are not elected by the Assembly or the Board, and have no seat on the Board. The members serve at the pleasure of whoever made the original appointment. The authority of any group may not exceed the authority of the body or officer making the appointment. There are three types of work groups:

A. Councils

1. Councils are created by the Board, and appointed by the President. They are created by a charter, which defines the task, limits of authority and liability, and any provision for regional resources. They have a specified term of existence which shall not exceed 60 months. Councils may be renewed through a new charter, which is prepared following review by the Board. Councils may have a programmatic function that comes under the auspices of the Board. If so, they are administratively supervised by the Executive Minister or assigned staff.

2. Auxiliaries are not created by the Board, but are recognized. The process for recognition is similar to the process for creating a council. Auxiliaries will be recognized by a charter that delineates the relationship to the Region and specifies the limits of liability. Such recognition charters will be reviewed for renewal every five years.

B. Commissions

Commissions are created by the Board using document, and appointed by the President. The commission document clearly delineates the purpose, responsibilities, limits of authority, relationship to regional goals, resources, expected product, and designated time frame. Commissions are formed for a single task with a narrow focus, and exist no more than 24 months. The purpose of a commission is to produce a report, information, or

recommendation for action by the Board.

C. **Task Forces**

While the Board may instruct the President to appoint a Task Force, Board action is not required. The Executive Minister may also appoint Task Forces without Board action. If the President or the Executive Minister appoints a Task Force without Board action, he/she will report the action and intent at the next Board meeting. Task Forces have a maximum eighteen month life span and serve a very specialized purpose.

IV. **STAFF**

- A. The Executive Minister is charged to carry out the purposes of the Region, to pursue goals established by the Board, and to perform such duties as are needed for the legal and effective work of the Region. The Executive Minister is accountable to the Board. The Board will establish clear limitations for the Executive Minister and monitor performance.
- B. While the Executive Minister also assumes certain *ex officio* duties with ABC/USA, these duties must not interfere with regional responsibilities.
- C. With the advice and consent of the Ministry of Staff Relations, and as authorized through the budget process, the Executive Minister may add other staff as seem necessary to fulfill these responsibilities.
- D. Staff and employees are supervised and assigned responsibilities by the Executive Minister. The Board will not circumvent the Executive Minister in directing staff. While advice from Board members is encouraged, no Board member will assume authority to instruct or direct staff. Likewise, no council, commission, or task force will assume the authority of the Executive Minister over staff.

V. **PROCEDURES FOR CHURCH AFFILIATION/DISAFFILIATION**

Only the full Board, in a regular meeting, has the authority to act on matters of affiliation, disaffiliation, other discipline, or withdrawal regarding churches.

A. **Criteria for Membership**

Criteria for membership will include, but not be limited to:

1. Affirmation of the statement "We are American Baptists" (revised, 6/19/98) as descriptive of American Baptist faith and practice;
2. Affirmation of the mission/purpose of American Baptist Churches USA and of the Great Rivers Region;
3. Participation in the life and mission of American Baptist churches at local, regional, national, and international levels;
4. Contribution to the financial support of the mission and ministry of the Region at a responsible level;
5. Communication with the Region regarding the mission and ministry of the church through annual reports requested by the Region.

B. Affiliation Procedure

1. The interested church will request an informational packet and required forms from the Executive Minister.
2. When the information is in order, the Executive Minister will notify the staff minister assigned to the relevant Area, and will schedule a meeting between church leaders and Area leaders.
3. Area leaders will review the application, interview church leaders, and make a recommendation regarding affiliation, in writing, to the Executive Minister.
4. The Executive Minister will present the motion, along with relevant information at the next Board meeting.
5. A simple majority vote is needed to affiliate the church with the Region and ABC/USA. The Secretary will notify ABC/USA of the action.

C. Action Regarding Non-Cooperating Churches

The Board shall have the authority to identify a church as “non-cooperating,” thereby revoking their voting privileges and canceling their apportioned delegates with regard to regional business (see V.A.). This action will be considered only after regional staff and leaders have made a reasonable effort to encourage the full participation of the church. The action will identify the specific cause(s) as well as remedial actions. Likewise, the Board may reinstate the voting and representation privileges of a church when evidence of renewed cooperation is presented. Non-cooperation will serve as a required intermediate step to dismissal. The Board may adopt other procedures short of non-cooperation and disaffiliation. In all cases, both the church and relevant Area leaders will be informed of the action, its consequences, and its possible remediation in writing.

D. Disaffiliation Procedure

The Board may disaffiliate a church as follows:

1. The relevant Area must adopt a resolution requesting the disaffiliation of a church in a regular meeting of the Area. The request, documenting the reasons for the request, will be sent to the Executive Minister.
2. The Executive Minister will assure that procedures have been followed and all documents are in place, and then will notify the Board and the church of impending action at least 30 days prior to a regular meeting of the Board.
3. The Board will hear the motion by Area officers, and also the response of two representatives from the church (if the church so desires).
4. The Board will vote, and a two-thirds majority is required to adopt the motion of disaffiliation. The Executive Minister will report the action to ABC/USA.
5. While the disaffiliated church may appeal to ABC/USA for continuing national affiliation, there is no further appeal for regional affiliation.

E. Withdrawal or Closure Procedure

A church may request withdrawal from the Region and ABC/USA (or report its closure) as follows:

1. The church will notify the Executive Minister by notarized letter of the date and action of the church.

2. The Executive Minister will conduct an investigation to assure that the By-Laws of the church were followed; that there is no regional interest in the property; and, that there are no outstanding debts to the Region or ABC/USA.
3. Assuming there are no barriers to withdrawal (or closure), the Executive Minister will report the request at the next Board meeting.
4. A majority vote will validate the request to withdraw (or close). The Executive Minister will report the action to ABC/USA.

VI. PROCEDURE FOR CALLING AN EXECUTIVE MINISTER

In the event of a vacancy, the Board shall appoint an Executive Search Committee. The current Vice-President for Personnel will Chair the committee. In addition, three other members from the Board, and three persons not affiliated with the Board, but members of cooperating churches will be appointed. Regardless of their respective terms of office, all will serve until the Board appoints an Executive Minister, or until dismissed by the Board. The committee will cooperate with the appropriate office of ABC/USA in the search, but will reserve for itself the final recommendation. Only recognized American Baptist clergy in good standing will be considered.

VII. RULES OF CONDUCT

- A. Whoever is presiding over a meeting may grant voice, but not vote, to a visitor.
- B. Debate will be ended by a simple majority vote.
- C. The fiscal year shall be the calendar year.
- D. The general rule for the conduct of meetings will be Christian civility and consensus, at the Chair's discretion. At any time, any two voting members may request, and *the Chair must* institute the most recent edition of **Democratic Rules of Order** by Francis.
- E. The Chair may warn then order the removal of disruptive guests or members.
- F. These Standing Rules may be amended by a 2/3 vote at any meeting of the Board, provided that written notification of the amendment has been distributed to members at least 30 days prior to the date of meeting.