



American Baptist Churches of the Great Rivers Region

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TO: All cooperating churches of the American Baptist Churches of the Great Rivers Region

FROM: The GRR Regional Ministry Board, Dwight Stinnett, secretary

DATE 30 July 2007

RE: **Official Notice of proposed Bylaw changes to be considered in Business Session on 6 October 2007**

It has been five years since the Region totally reorganized. In that time, we have discovered several things that need to be adjusted in the way we are organized. These require Bylaw and Standing Rule changes. Bylaw amendments must be proposed by the Regional Ministry Board at an Annual Meeting and voted on by the delegates at that meeting. Standing Rule amendments must be adopted by the Regional Ministry Board.

The Ministry of Planning and Review suggested changes to the Regional Ministry Board at its meeting in April 2007. Following discussion and minor corrections, Bylaw changes in three areas are being duly presented to the Annual Assembly of the Region. A color-coded copy of the Bylaws is attached to this notification.

There will be an open discussion regarding these changes at 4:00 PM on Saturday, October 6th. The vote will be held during the Business Session at 8:00 PM on Saturday, October 6th. Each of the three areas of proposed change will be treated as a separate vote; each may be accepted or rejected. Amendments cannot be made from the floor and absentee or proxy ballots will not count.

1. Proposal to define the *quorum* for Board meetings. **This addition is in blue.**
2. Proposal to clarify Board responsibility and authority to declare Board positions "open" (because of moving, etc.) and to fill those open positions. **The additions to accomplish this are in red.**

3. Proposal to create a first and second Vice-President of the Region. These offices progress from second, to first, to President. The Vice-President for Planning becomes a regular office with a three-year term, open to the possibility of re-election (like the Vice-President for Personnel and the Vice-President for Finance). **The additions to accomplish this are in green.**

It should be obvious that this does not substantially change authority, accountability, or purpose in the regional organization. Amendments to the Bylaws require a simple majority by the Regional Ministry Board in order to present them to the Annual Assembly of the Region. This was satisfied during the Board meeting on 27 April 2007. Proposed amendments require a 2/3 majority of the voting delegates (as specified in Article V). There is a 30-day reporting period required for proposed Bylaw changes. **This is the official notification that such a vote will be held during the Annual Assembly.** Following this action, the Regional Ministry Board will make the necessary changes to the Standing Rules. Changes will take effect in 2008.

Bylaw revisions proposed by the Regional Ministry Board, April 2007

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BYLAWS v. 3b (will become v. 4)

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

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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 first Vice-President of the Region, a second Vice-President of the Region,** 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 second Vice-President of the Region will be nominated by the Board and elected by the Assembly for a three-year term. At the Annual Assembly the previous second Vice-President will become the nominee for first Vice-President. At that same meeting the previous first Vice-President will become the nominee for President. These officers may not succeed themselves.**
- D. 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~~ **These officers** may succeed themselves indefinitely at the will of the Assembly.
- E. 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.~~ **three-year term. Vice-Presidents for Planning may succeed themselves indefinitely at the will of the Assembly.**
- F. The President will be elected by the Assembly to a single, one-year term. **Presidents ~~and~~ may not succeed themselves.**

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 **Area which nominated them, move from the** Region, ~~or~~ not maintain good standing with a cooperating church, **fail to diligently attend to their duties, or be otherwise disqualified, the Board may declare their service completed and their office open. The Board may act to fill any open position until the next regular election cycle.** ~~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

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regional Bylaws, Standing Rules, and policies.

E. All Board members are voting Delegates of the Assembly.

F. Fifty percent of the Board members in good standing and attending shall constitute a *quorum* for the conduct of business.

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.