

SUMMARY OF BYLAW CHANGES

The General Board, at the November 2008 meeting, completed a second reading of proposed Bylaw revisions for ABCUSA. In accordance with our Standing Rules, these revisions can now be presented to the delegates at the June, 2009 Biennial in Pasadena, California. The following are the significant revisions that reflect the vision for the future. Italicized words represent changed language. Bold sentences are narrative. If approved, these Bylaws would go into effect on January 1, 2010.

Prologue NO CHANGE

Article I CONSTITUENCIES – NO CHANGE

Article II **This revision reflects the change from a General Board to a smaller Board of General Ministries. Special members help to protect the unity of the ABC family by restricting the rights of the boards to unilaterally change their bylaws with regard to ABC affiliation.**

MEMBERSHIP

General Members and Special Members. General Members shall be those persons serving as At-Large Directors. General Directors and Ex Officio Directors on the Board of General Ministries pursuant to Article X. Special Members shall be the American Baptist Foreign Mission Society, a Massachusetts, New York and Pennsylvania corporation (“ABFMS”), the American Baptist Home Mission Society, an Illinois, Massachusetts and New York corporation. (“ABHMS”), and the Ministers and Missionaries Benefit Board of American Baptist Churches, a New York corporation (“MMBB”)

General Members shall have (i) the exclusive right to elect five General Directors to the Board of General Ministries, (ii) the shared right to approve any and all amendments or other changes to these Bylaws or to the Act of Incorporation of ABCUSA and (iii) any other rights accorded to Members under the New York Not-for-Profit Corporation Law (or any successor thereto).

Special Members shall have (i) the exclusive right to elect one (1) Special Director to the Board of General Ministries, (ii) the shared right to approve amendments or other changes to Section 4 of the Act of Incorporation of ABCUSA and (iii) the shared right to approve changes or other amendments to (A) the Prologue to these Bylaws, (B) Article VII, Section 1 of these Bylaws relating to ABCUSA participation in the Mission Table, (C) Article VIII of these Bylaws relating to ABCUSA participation in the Covenant of Relationships, (D) any

provisions of these Bylaws relating to the rights of Special Members, and (E) Article XIX Section 1 relating to Amendments to these Bylaws.

Article III REPRESENTATIVES – INTENTIONALLY OMITTED

Article IV **This revision creates a Mission Summit which will be the heart of the Biennial experience. The Summit will raise understanding and awareness of mission needs, offer opportunities for cooperation with other congregations, and will solicit input from our congregations about our common mission.**

DELEGATES TO BIENNIAL MEETING

Section 2. Election

(f) Mission Summit

(i) Mission Summit experiences are woven throughout the Biennial Meeting and are intended to capture the input of the Biennial, the largest number of American Baptists gathered in one place, as it provides a venue for examining the world landscape for those issues and concerns calling for a mission response from American Baptists as they seek to be healthy missional churches that nurture devoted disciples of Jesus Christ who live their lives in mission and ministry for the healing of the world through the love of God. The Mission Summit is the place and the time when American Baptists of varied diversity sit together, reflecting and discussing what this people of God can do in Christ's name in our world.

(ii) In the Mission Summit, Biennial participants learn of critical trends impacting the mission and ministry of the church within and without the United States; participate in mission reflection and workshops based on the best practices of congregations, regions and boards; and experience opportunities to network with people and congregations sharing similar mission contexts and emphases.

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

Article V COOPERATING CHURCHES

Wording changed from General Board to Board of General Ministries

Article VI REGIONAL ORGANIZATIONS; REGIONAL BOARDS

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

Article VII **These Bylaws would create a Mission Table which will be a think tank working on behalf of the denomination. It would be a focused group including clergy, lay and denominational staff. It will include local church representation, national board representation, men and women's ministries, seminaries and colleges and caucuses. It will develop mission emphases received from the Mission Summit, create opportunities for mission partners to network around common goals, and give focused input to the National Leadership Council**

MISSION TABLE

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

Section 2. Nominations. *The Region local church representatives shall come from nominations by each of the Regions. Each Region will suggest five people to the ABCUSA (National) Nominating Committee which shall, in turn, select one person from the five provided by the Region in order to provide a group which is representative of the Denomination. As the church,*

American Baptists are called to mirror God's intent to the world. Accordingly, Regions will be encouraged to submit diverse nominees based on the following: urban, suburban, rural, large, small, and mega church; ethnicity; race; gender; age; geographical; language; culture; clergy/lay; physical ability; and economic class. The Nominating Committee is mandated to ensure that the diversity of the Mission Table accurately reflects or mirrors the diversity of the American Baptist Denomination. The Nominating Committee will review the names sent by the Region to ensure diversity and will report back to each Region and the National Leadership Council if names submitted do not meet the level of diversity needed to enable mutual accountability.

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

Section 4. Administration and Resourcing. *The Board of General Ministries, through the Office of the General Secretary, shall be responsible for administering and resourcing the Mission Table. However, because the Denomination's mission partners are a part of the Mission Table, the mission partners will be responsible for carrying back to their boards and agencies for implementation the implications of the Mission Table's work for them.*

Article VIII COVENANTS OF THE DENOMINATION – NO CHANGE

Article IX MEETINGS OF MEMBERS

Language reflects change from General Board to Board of General Ministries and the change of Representatives to Members

Article X BOARD OF GENERAL MINISTRIES

This article creates a Board of General Ministries as the governing board of ABCUSA and details its functions. The article reflects the presence of all regions on the Board of General Ministries. The regions will nominate five individuals. Those nominees will be submitted to the nominating committee, which will make selections to insure diversity and skill set. The members of the Board of General Ministries will be elected at the Biennial. The cost of additional regional presence will be borne by the representative process budget.

Section 3 (e) Meetings of the Board of General Ministries and 4 (a) Functions of the Board of General Ministries - indicate that the Board of General Ministries will remain members of the American Baptist Historical Society.

This section provides for a new process of identifying and recruiting leadership for the denomination.

Section 4 (b)

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

Article XI COMMITTEES AND COMMISSIONS OF THE BOARD OF GENERAL MINISTRIES

This article provides for committee structure and function within Board of General Ministries. The executive committee will change from not more than 17 to 8 members.

Article XII PUBLIC WITNESS STATEMENTS: EXISTING AMERICAN BAPTIST POLICY STATEMENTS AND RESOLUTIONS

In lieu of the current process, this article provides for the writing and adoption of Public Witness Statements with the requirement of a high level of consensus among the covenanting partners. It also includes a rescission process for public witness statements.

***Public Witness Statements.** Public Witness Statements may be developed and come from the Board of General Ministries, any of the National Boards and/or any of the Regional Boards provided they have been adopted by their Board of Directors as statements of those entities. For a Public Witness Statement to become an American Baptist statement, three-fourths (3/4) of the following boards: the Board of General Ministries, the covenanting Regional Boards and the covenanting National Boards (with the exception of MMBB), must approve the statement. The Board of General Ministries is responsible for conducting the voting process leading to an official American Baptist statement and publishing those statements that are approved by the*

covenanting partners. Public Witness Statements will represent the spiritual discernment of the covenanting partners as they seek to educate, activate, and advocate the teachings of Jesus. Any of the boards that originally voted in favor of an American Baptist Public Witness Statement may initiate an action to rescind it; provided that in order for such rescission to become effective, a majority of the following boards must approve the rescission: The Board of General Ministries, the covenanting Regional Boards and the covenanting National Boards (with the exception of MMBB). The Board of General Ministries is responsible for conducting the voting process leading to the rescission of an American Baptist Public Witness Statement.

Section 2. American Baptist Policy Statements and Resolutions. *Until 2009, the ABC/USA General Board, the predecessor to the Board of General Ministries, had the authority to adopt American Baptist Policy Statements and Resolutions. Such Policy Statements and Resolutions adopted before 2009 remain in effect unless rescinded by the Board of General Ministries. However, no new Policy Statements and Resolutions may be adopted under the current Bylaws. An American Baptist Policy Statement declares basic policy of the ABC/USA on particular issues of general concern. An American Baptist Resolution calls for specific actions based upon an American Baptist Policy Statement. Only the Board of General Ministries ~~Board~~ may ~~adopt or~~ initiate an action to rescind an American Baptist Policy Statement or Resolution; provided that in order for any such rescission to become effective, three-fourths (3/4) of the following boards must approve the rescission: The Board of General Ministries, the covenanting Regional Boards and the covenanting National Boards (with the exception of MMBB). The Board of General Ministries is responsible for conducting the voting process leading to the rescission of an American Baptist Policy Statement.*

Article XIII NATIONAL BOARDS

This article provides for each national board to implement and carry out its functions under the supervision of their board of directors. Section 2 gives provision for the General Secretary to serve as a member of the advisory search committee of each corporation which recommends the appointment of an Executive Director/National Secretary

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 Women’s American Baptist Home Mission Society (“WABHMS”) and the Ministers and Missionaries Benefit Board (“MMBB”) of American Baptist Churches 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.”

The remainder of the article is deleted.

Article XIV COMMITTEES AND GROUPS OF THE ABCUSA

These sections define the committee structure of ABCUSA

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

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

Section 6 (New language for the Finance committee)

Section 7 World Relief Committee. There shall be a World Relief Committee which shall be constituted and shall have such numbers, powers and functions as shall be stated in the Standing Rules.

Section 8 Committee on Christian Unity. There shall be a Committee on Christian Unity which shall be constituted and shall have such numbers, powers and functions as shall be stated in the Standing Rules.

Article XV OFFICERS

These lines within Section 1 provide for the nomination of the ABCUSA officers. They also give provision for the election of the General Secretary for four year terms. There will be the addition of an employment contract.

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

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

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

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

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

Article XVI STAFF COUNCILS

This article provides for the makeup and function of the National Executive Council, the Regional Executive Ministers Council and the National Leadership Council.

~~**Section 2. Staff Councils of the Denomination.**~~ The National Executive Council, the Regional Executive Ministers Council, and the ~~General Executive~~ 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 the ABC/USA shall consist of the General Secretary and the National Secretaries, 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 ABC/USA*
- (B) The General Secretary and up to three other staff members from the Office of the General Secretary*
- (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*

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

- (A) Have an autonomous board and be financially viable*
- (B) Have a paid Executive*

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

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

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

*To be primarily devoted to providing programs and/or services to
the ABC/USA.*

*To be accountable to the ABC/USA Policy Statements, Resolutions and Public
Witness Statements, together with any internal covenants within the NLC where
applicable.*

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

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

(A) Building and fostering authentic relationships within the NLC

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

(C) Facilitating implementation of Denominational priorities

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

(E) Conducting trend analysis

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

(G) Participating in theological reflection

Article XVII ASSOCIATED MINISTRY ORGANIZATIONS

This article defines and lists current Associated Ministry Organizations

ARTICLE XVII

ASSOCIATED MINISTRY ORGANIZATIONS

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

AMOs as of the effective date of these Bylaws are: American Baptist Assembly; American Baptist Computer Center; American Baptist Men; American Baptist Women's Ministries;

Interim Ministries – ABC; the Ministers Council of the American Baptist Churches in the U.S.A; and the three American Baptist Centers for Ministry.

Article XIX AMENDMENTS

This addition to Section 1 provides for the process of amending the ABCUSA Bylaws and still requires the approval of Biennial delegates for any such amendments.

ARTICLE XIX

AMENDMENTS

Section 1. Bylaws. These Bylaws may be added to, amended, or repealed only ~~by~~ *with the consent of* the Delegates at any Biennial Meeting of Delegates and provided that: (i) notice of any such proposed addition, amendment or repeal has been given to the Delegates upon the recommendation of the *Board of General Ministries Board* either (A) at least ninety (90) days prior to the Biennial Meeting at which such proposed addition, amendment, or repeal is to be submitted, or (B) at the Biennial Meeting immediately preceding the Biennial Meeting at which such proposed addition, amendment, or repeal is to be submitted; and (ii) such addition, amendment, or repeal is approved by a majority of the votes cast by the Delegates present, and further provided that any addition to or amendment or repeal of Article I, Article II, ~~Article III~~, Article IV, Article V, Article X, Article XII, Article XIII, Article XV, Article XVI or this Article XIX of these Bylaws must be approved by at least two-thirds (2/3) of the votes cast by the Delegates present; *and further provided that no addition, amendment or repeal of (A) the Prologue to these Bylaws, (B) Article VII, Section 1 of these Bylaws relating to ABC/USA participation in the Mission Table, (C) Article VIII of these Bylaws relating to ABC/USA participation in the Covenant of Relationships, (D) any provision of these Bylaws relating to the rights of Special Members, or (E) Section 1 of this Article XIX, shall be approved unless such addition, amendment or repeal is also approved by a two-thirds (2/3) of the votes cast by the Special Members provided that notice of any such proposed addition, amendment or repeal has been given to the Special Members at least thirty (30) days prior to the meeting at which such proposed addition, amendment or repeal is to be considered.*

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