

AMERICAN BAPTIST CHURCHES OF MICHIGAN BYLAWS

ARTICLE I. NAME

The name of this organization shall be "The American Baptist Churches of Michigan." This organization hereafter may be referred to as the Region.

ARTICLE II. AFFILIATIONS

The Region is a Regional Organization of the American Baptist Churches, USA, having entered into the Covenant of Relationships and the related Statements of Agreement.

ARTICLE III. PURPOSE

The purpose of the American Baptist Churches of Michigan is to serve and strengthen local congregations by providing a network of resources, support and fellowship and to be the partnership link with the American Baptist Churches, USA to enable all partners to carry out the mission of Jesus Christ.

ARTICLE IV. THE REGION

Section 1. Definition of the Region includes the local congregations of the American Baptist Churches in Michigan. The Region was formed by the merger of the Detroit Association of American Baptist Churches and the Michigan Baptist Convention.

Section 2. Authority. The ultimate authority for the Region rests with the delegates in its annual and special meetings.

Section 3. Duties. The Region shall:

- 3.1 Elect officers of the Region and members of Ministries Teams of the Region Board.
- 3.2 Review actions, policies and programs of the Region as implemented by its officers, boards, committees, and staff during the previous year.
- 3.3 Provide opinions, guidance, and direction for the Region's staff, officers, Board, and committees in policy areas.

- 3.4 Provide inspiration and guidance for the Region's local congregations and the grouping of churches which for the purposes of these bylaws will be called Areas.
- 3.5 Amend the Bylaws of the Region.
- 3.6 Authorize any national or regional fund-raising campaigns within the Region.
- 3.7 Control and hold trust in all properties, real and otherwise, of the Region.
- 3.8 Adopt the Region's annual budget.

Section 4. Annual and Special Meetings. The Region shall meet annually at a time specified by the Region Board. It shall hold such special meetings upon authorization of the Region Board or upon official written petition of forty (40) or more local congregations.

ARTICLE V. MEMBERSHIP

Section 1. The Initial Membership. The initial membership of the Region consisted of the local congregations of the Detroit Association of American Baptist Churches and the Michigan Baptist Convention as of the effective date of the constitution of this Region (January 1, 1972).

Section 2. Membership.

- 2.1 The Application for Membership of any local congregation seeking affiliation with the American Baptist Churches of Michigan shall be received by the Area Board. Upon the receipt of the application, the Area Board shall assign a church of the Area to serve as sponsor of the congregation seeking affiliation for at least one year. The sponsor shall provide orientation for the congregation seeking affiliation and shall develop a relationship with that congregation through shared services and ministries. Simultaneously with the process of admission to American Baptist Churches of Michigan, the pastor of the congregation shall meet with the Standards Committee to begin the process of having his or her ordination recognized by the American Baptist Churches of Michigan or to meet the standards for ordination of American Baptist Churches of Michigan.

During the year the sponsor shall submit regular reports to the Area Committee on the progress of the congregation seeking affiliation in following the Guidelines for the Admission of Churches to the American Baptist Churches of Michigan and meeting the Criteria for Cooperating Churches (Standing Rule 5.2.1 of the American Baptist Churches, (USA)).

At the close of the year, if there is evidence of the congregation's support of the Region's purpose and program, the sponsor shall recommend to the Area Board, the acceptance of the congregation into membership of the Region. The Area Board shall review the application of the congregation seeking affiliation and the recommendation of the sponsoring church. The Area Board, then, shall recommend to the Region Board the admission of the congregation seeking affiliation with the Region.

In consultation with the Area and the local congregation, the Region Board may dismiss a local congregation upon its or the Area's request.

- 2.2 Upon action by the Region Board, recognition shall be granted to auxiliary and related organizations which meet the standards of membership established by the Region Board (Articles IX and X). In consultation with the group involved, the Board may withdraw recognition of an auxiliary or related organization upon its or the Board's request.

Section 3. Responsibilities of the Local Congregations. The local congregations shall contribute to the American Baptist Mission Budget of the American Baptist Churches, USA and/or organizations and institutions recognized by the Region during the preceding fiscal year. The local congregations shall also participate regularly in the support of the purpose of the Region outlined in Article III of these Bylaws. Local congregations aligned with more than one denomination shall seek to share proportionately their benevolence funds with these denominations.

Section 4. Number of Delegates to the Annual and Special Meetings of the Region. All delegates shall be members of a local congregation fulfilling requirements of Article V, Section 3.

- 4.1 All pastors and full-time professional staff members of local congregations shall be delegates.

- 4.2 In addition to pastors and staff, each local congregation shall be entitled to two lay delegates. Each shall have one additional lay delegate for each 100 members or major fraction thereof.
- 4.3 All persons from within the Region serving on the General Board of the American Baptist Churches, USA, and the boards of its affiliated organizations, shall be delegates-at-large.
- 4.4 Officers of the Region shall be delegates-at-large.
- 4.5 All professional staff of the Region shall be delegates-at-large.

ARTICLE VI. OFFICERS

Section 1. Officers of the Region. The officers of the Region shall be a President, Vice President, a Secretary, a Treasurer, and the immediate Past President.

Section 2. Terms of Office. Terms of office shall be for one year and shall commence at the adjournment of the Annual Meeting of the Region at which the officers were elected.

- 2.1 The President shall be elected annually.
- 2.2 The Vice President shall be elected annually, and shall succeed to the office of president in the following year.
- 2.3 The Secretary shall be elected annually, but shall not serve more than four consecutive full terms in the same office.
- 2.4 The Treasurer shall be appointed by the Region Board under terms and conditions set by the Board.
- 2.5 All officers shall be installed at the Annual Meeting.

Section 3. Duties. Such duties as may be required of the officers are contained in the Region's Rules of Procedure.

ARTICLE VII. THE REGION BOARD

Section 1. For corporate legal purposes and to comply with applicable law, the Region Board (as referred to in this document) does in fact constitute a Board of Trustees and is vested with the requisite authority and responsibility to carry out its functions as required by law. The Region Board shall consist of:

- 1.1 The officers of the Region.
- 1.2 Chairs and Members elected to each Ministries Team of the Region Board.
- 1.3 The Chair or a representative of each Area.
- 1.4 The President or a representative of the Region's auxiliary organizations.
- 1.5 All members in the Region serving on the General Board of the American Baptist Churches, USA.
- 1.6 The Chair of the Endowment Fund Trustees.
- 1.7 The Region Executive Minister.

Section 2. Duties. The Region Board:

- 2.1 Shall carry out the Region's purpose in Article III.
- 2.2 Shall transact all the business of the Region not otherwise provided for between its stated sessions, and such business as may be referred to the Board by the Region when in session.
- 2.3 Shall employ and dismiss the Region Executive Minister in accordance with personnel policies adopted by this Board.
- 2.4 Shall employ and dismiss professional staff members on recommendation of the Region Executive Minister in accordance with personnel policies adopted by this Board.
- 2.5 Shall set the Region's priorities and develop programs to fulfill its mission statement.
- 2.6 Shall develop Regional policies.

- 2.7 Shall establish the Region's Cooperative Christianity relationships.
- 2.8 Shall, between Annual Meetings, fill any vacancies for which the Region is responsible, in consultation with the Region Nominating and Recruiting Committee. A Board member missing two consecutive meetings without justifiable excuse shall have his/her position declared vacant by the Board. Rules regarding attendance of members at meetings of the Board and Committees shall be established in the Rules of Procedure. The position of a Board member shall automatically be declared vacant when he/she ceases to be a member of a local participating congregation.
- 2.9 Shall determine the standards of membership for auxiliary and related organizations desiring membership with the Region.
- 2.10 Shall, in consultation with the appropriate Ministries Team purchase, acquire, receive in trust or otherwise, and sell and dispose of, at public or private sale, mortgage or lease any and all real estate of this corporation now or hereafter held at such time or times, upon such terms and conditions as it may determine, and may authorize the treasurer or any other officer or officers to execute, acknowledge, and deliver on behalf of this corporation deeds or other instruments relating to said real estate.
- 2.11 Shall have charge of the personal property and investable funds of the corporation; shall, in consultation with the Administrative Ministries Team and the Trustees of the Endowment Fund invest, sell and reinvest from time to time as occasion may require or when in the judgment of the Board it may be in the interest of the corporation to change any of its investments.
- 2.12 Shall receive a proposed budget from the Administrative Ministries Team and recommend a budget to Region delegates.
- 2.13 Shall ratify salaries of Region's professional staff.
- 2.14 Shall establish a process, in the Rules of Procedure, for the removal of Officers, Ministries Team Chairs and Board members, if required for the best interests of the Region.

Section 3. Executive Committee Membership. The Executive Committee of the Region Board shall consist of the following members:

- 3.1 The officers of the Region.
- 3.2 The Chairs of each of the Region Ministries Teams.
- 3.3 The Region Executive Minister.

Section 4. Duties. The Executive Committee:

- 4.1 Shall function for the Region Board between regular sessions of the Board, except in employing and dismissing the Region Executive Minister and functions of the Board relating to property as stated in Article VII, Section 2.3, 2.10, and 2.11 of the Bylaws.
- 4.2 Shall be responsible, with the Region Executive Minister, for the implementation and coordination of the priorities and program adopted by the Region Board.
- 4.3 Shall, in consultation with the Administrative Ministries Team, annually recommend the salaries of the Region's professional staff subject to ratification by the Region Board.
- 4.4 Shall biennially evaluate the work of the Region Executive Minister.

Section 5. Meetings.

- 5.1 The Region Board shall meet at least two times annually at times it shall determine. Special meetings may be held at the call of the President or Region Executive Minister.
- 5.2 The Executive Committee shall meet at least three times annually at times it shall determine. Special meetings may be held at the call of the President or Region Executive Minister.
- 5.3 Upon written request of at least ten (10) members of the Board or three (3) members of the Executive Committee, a special meeting of the Executive Committee must be called.

Section 6. Ministries Teams. The Ministries Teams of the Region shall be formed as needed to implement the purpose of the Region. They shall include, but not be limited to, the following:

- 6.1 Congregational Ministries & Missions Team.
- 6.2 Leadership Ministries Team.
- 6.3 Administrative Ministries Team.
- 6.4 Family Ministries Team.

Section 7. Membership and meetings of Ministries Teams.

- 7.1 The membership of each Ministries Team shall be comprised of the Team Chairs and five (5) additional members elected to each Team by the Region. Terms of all Team members shall commence at the adjournment of the Annual Meeting of the Region at which they were elected.
- 7.2 The chairs of Ministries Teams shall be elected by the Region for a two-year term. Chairs can serve a maximum of two consecutive full terms.
- 7.3 Members of each Ministries Team shall be elected by the Region for a two-year term. A member can serve a maximum of two consecutive full terms.
- 7.4 Co-opted members may be added after nomination by the Ministries Team and ratification by the Region Board, for a one-year term. Co-opted members may serve a maximum of four consecutive terms. Co-opted members shall not exceed forty-nine (49%) percent of the elected membership of the Ministries Team.
- 7.5 Each Ministries Team shall meet at least twice annually at a time specified by the Chairs of the Teams.
- 7.6 Ministries Teams shall organize themselves so as to effectively fulfill their duties as stated in the "**Rules of Procedure.**"

ARTICLE VIII. COMMITTEES, TASK FORCES AND COMMISSIONS

Section 1. Committees.

- 1.1 The Region shall have a Nominating and Recruiting Committee. It shall consist of representatives from each geographic area who will be appointed by the Region Executive Committee for two-year staggered terms. The immediate Past President of the Region shall chair the Committee, and it shall be related directly to the Region Executive Committee. The President and Vice President shall be ex officio members.
- 1.2 The Region shall have an Annual Gathering Committee to be formed by the Executive Committee and accountable to the Region Board.
- 1.3 Such additional committees as may be determined by the Region Board to be needed.

Section 2. Task Forces. The Board or Ministries Teams may form and activate single-task committees, to be known as Task Forces.

Section 3. Commissions. The Board or Ministries Teams may authorize the formation of longer-term committees requiring multi-year planning and multi-year member continuity, to be known as Commissions.

Section 4. Membership of Committees, Task Forces and Commissions.

- 4.1 Membership and purpose for all committees, task forces and commissions shall be determined by the parent body to whom they are accountable unless otherwise stated.
- 4.2 Co-opted members may be added to such groups after nomination and ratification by the body to whom the group is accountable. Co-opted members shall not exceed forty-nine (49%) percent of the appointed membership of the group.
- 4.3 The Region President and Executive Minister shall be ex officio members of each committee, task force, and commission of the Board.

Section 5. Meetings. The committees, task forces, and commissions shall meet at the call of the chair as frequently as their duties require.

ARTICLE IX. REGION'S AUXILIARY ORGANIZATIONS

The Region may have such auxiliary organizations as shall give evidence of support of the Region's purpose. Such organizations shall include, but not be limited to, regional groupings of Men, Ministers, Women, and Youth.

- Section 1.** Auxiliary organizations. Auxiliary organizations shall be composed largely of American Baptists drawn from local congregations. They shall minister to a significant segment of the American Baptist Churches of Michigan with leadership drawn from Region churches.
- Section 2.** Entry as an auxiliary organization. An organization seeking auxiliary status shall submit a statement of purpose and its constitution to the Region Board. Upon approval by the Region Board of its goals and purposes as consistent with those of the Region, the organization shall be accepted as an auxiliary organization.
- Section 3.** Purpose. Each auxiliary organization shall implement the Region's purpose by setting complementary priorities.
- Section 4.** Auxiliary Boards. The Region Board shall be entitled to appoint one voting representative to the board of each auxiliary organization.
- Section 5.** Removal. An approved auxiliary organization shall lose its approved status upon determination of the Region Board that its goals, purposes and activities are no longer consistent with those of the Region.

ARTICLE X. RELATED ORGANIZATIONS

- Section 1.** The Region may have such related organizations that shall include, but not be limited to, campus foundations, scholarship societies, Christian centers, homes for the aging, homes for children, and hospitals, which give tangible evidence of supporting the Region's purpose.
- Section 2.** Entry as a related organization. A related organization seeking related status shall submit a statement of purpose and its constitution to the Region Board. Upon approval by the Region Board of its goals and purposes as consistent with those of the Region, the organization shall be accepted as a related organization.
- Section 3.** Purpose. Each related organization shall implement the Region's purpose by setting complementary priorities.
- Section 4.** Related boards. The Region Board shall be entitled to appoint one voting

representative to the board of each related organization.

Section 5. Removal. An approved related organization shall lose its approved status upon determination of the Region Board that its goals, purposes and activities are no longer consistent with those of the Region.

ARTICLE XI. MEETINGS

Section 1. Time. The time of the annual meeting of the Region shall be determined by the Region Board.

Section 2. Quorum. A quorum shall consist of the following:

2.1 For any Region meeting, the number of accredited delegates representing all areas shall be minimally equal to 50% of the number of Region churches as of the meeting date, providing they represent 25% of the Region's total churches.

Example: If there are 160 Region churches at the date of the meeting, then there must be 80 delegates present from 40 Region churches to meet the requirements for quorum.

2.2 For the Region Board, 15 members.

2.3 For the Region Executive Committee, 5 members.

Section 3. Electronic and remote communication. All electronic and remote communication by the Region and its Board and Ministries Teams must comply with the Michigan Nonprofit Corporation Act (Public Act 9 of 2008) as amended on February 29, 2008.

3.1 Voting on actions of the Executive Committee or any Ministries Team may be taken via electronic mail providing:

3.1a. A permanent printed record of the electronic communication is maintained in the archive of the Committee or Team.

3.1b. A printable response is received from each member of the Committee or Team.

3.2 Members of the Executive Committee, Ministries Teams or any task force appointed by the Region Board or Executive Committee may participate in a meeting via conference telephone or remote communication (i.e. Skype) providing:

3.2a. A record is kept in the minutes for the meeting of each attendee, whether in physical attendance or electronically.

3.2b. All attendees are provided with any printed materials necessary for consideration and action at the meeting and all are allowed adequate opportunity to participate in discussion of issues before them.

Section 4. Fiscal year. The fiscal year of the Region shall be the calendar year.

ARTICLE XII. THE AREA

Section 1. Definition. An Area is a grouping of churches as defined and approved by the Region Board. All churches shall be members of an Area of the Region.

Section 2. Purpose. An Area shall implement the Region's purpose through setting of priorities, developing and using program resources which will assist its local congregations to achieve individually and corporately their part of the Region's purpose given in Article III of these Bylaws.

Section 3. Membership.

3.1 The Area includes all the local congregations which are members of the Region and are approved by the Region Board for inclusion in the particular Area.

3.2 Upon application by the local congregation and approval of the Region Board, a local congregation may change Areas. No local congregation shall relate to more than one Area.

Section 4. Name. Each Area shall select its own name.

Section 5. Rules of Procedure. Each Area shall adopt such rules as are consistent with Article XII of these Bylaws to govern the meetings and activities of the Area and the Area Board and shall supply the Region Board with a copy of such documents.

Section 6. Region Relationships. To ensure uniformity in the way Areas relate to the Region, and to assist the Region in implementing its purpose, the Areas shall be responsible to:

6.1 Providing representation as voting members of the Area Board to the Region staff person assigned by the Executive Minister to work with

the Area Board and the Executive Minister or his/her designated representative.

- 6.2 Assist Region Nominating and Recruiting Committee in identifying individuals who would possibly serve in Region-related positions.
- 6.3 Identifying a member to serve on the Region Annual Gathering Committee.
- 6.4 Identifying a representative to the Region Board.
- 6.5 Recommending to the Region Board the admission of congregations seeking affiliation with the Region.

Section 7. Associations and/or Clusters. The Area may have such associations or clustering of congregations as its local congregations deem necessary for fellowship, training functions, and mission. Program planning and implementation by associations and/or clusters shall be coordinated with the planning of the Region and of the Area in which the association or cluster is located.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

In all situations not specifically covered by these Bylaws and Rules of Procedure, the most recent version of Robert's Rules of Order shall be used as a basis of parliamentary authority.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended at any annual meeting of the Region or at a special meeting of the Region called for that purpose, under the following conditions:

1. Each proposed amendment shall be presented to the Region Board and be recommended by the majority vote of the Board not later than 90 days before the annual or special meeting of the Region, except as provided in paragraph four of this article.
2. Notice of such amendment shall be given through a direct mailing to the local congregations at least one month in advance of the meeting at which action is to be taken.

3. Passage shall require a two-thirds majority vote of those delegates present and voting.
4. In the event the Region Board rejects or fails to act on an amendment previously presented to it, a petition signed by a simple majority of the certified delegates of an Area legally assembled shall be sufficient to bring the matter to any annual or special session of the Region.

Notification requirements under paragraph two of this Article shall apply to this procedure.

These Bylaws, adopted at the October 17, 1998, Annual Meeting, Dearborn, Michigan, replace the original Bylaws adopted by delegates to the Constituting Convention, Okemos, Michigan, on June 12, 1971, and amended 10/77, 10/79, 10/80, 10/81, 10/82, 10/85, 10/89, 10/90, 10/91, 10/94, 10/95, 10/96, 10/01, 10/03 and 10/09.