

**CONSTITUTION AND BY LAWS OF
THE MINISTERS COUNCIL
of
THE AMERICAN BAPTIST CHURCHES IN THE U.S.A.
*A Pennsylvania Not-for-Profit Corporation
As amended effective January 1, 2015***

ARTICLE I - NAME

The name of this body shall be The Ministers Council of the American Baptist Churches in the U.S.A. This body shall be incorporated under the laws of Pennsylvania.

ARTICLE II - MISSION STATEMENT

The Ministers Council is an autonomous, professional, multi-cultural organization of ordained, commissioned and lay Christian leaders within the American Baptist Churches in the U.S.A. We are women and men who advocate for and covenant with each other to deepen our spiritual journey and to increase our effectiveness as persons who are accepting the call of God and church for the advancement of the Gospel mission of the church of Jesus Christ and to proclaim His truth in a prophetic voice as led by the Holy Spirit.

ARTICLE III - PURPOSE

Section 1. The purpose of this body is to build up the church of Jesus Christ by sustaining and improving the ministerial leadership of the American Baptist Churches in the U.S.A.

Section 2. The Ministers Council is organized exclusively for religious, charitable and educational purposes. Consistent with its religious, charitable and educational status, (a) The Ministers Council shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of this body's net earnings shall inure to the benefit of officers, directors, or other private persons; and (c) this body shall take only actions permitted an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code ("the Code") and pertinent income tax regulations, as amended and as they may be amended.

Section 3. To achieve this purpose this body shall:

- a. Establish and maintain professional and ethical standards of the Christian ministry;
- b. Give support to the members of this body and be an advocate for them in their professional associations;
- c. Interpret the appropriate roles of ministerial leadership to the constituent parts of our denomination and to the local American Baptist Churches;
- d. Encourage the recruitment and nurture of candidates for the various church vocations;
- e. Provide a means for expression and debate by members of this body on issues that affect the professional leadership of the American Baptist Churches in the U.S.A.;
- f. Cooperate with the appropriate units of the American Baptist Churches in the U.S.A. in matters of mutual interest and concern, including:
 1. Standards for ordination or other ministerial status
 2. Recruitment
 3. Search and Call
 4. Compensation
 5. Continuing Education
 6. Counseling

ARTICLE IV – RELATIONSHIPS

Section 1. The Ministers Council cooperates with the American Baptist Churches in the U.S.A. in the purposes and objectives of that body.

Section 2. The Ministers Council may contract with the Office of the General Secretary of the American Baptist Churches in the U.S.A., and its successors, for administrative services.

ARTICLE V – LOCAL CHAPTERS

Section 1. Members of the Ministers Council may organize themselves into Local Chapters to further the mission of the organization.

Section 2. A Ministers Council Chapter may be recognized by the Local Chapter Representatives at Annual Meeting when it:

- a. Is organized consistently with the Mission Statement, By Laws and purposes of this body;
- b. Is structured with at least a recognized President, Treasurer, and Representative(s); and
- c. Agrees to collect dues (national and local) and submit reports to this body.

ARTICLE VI- MEMBERSHIP

Section 1. Individuals are eligible for membership in this body if they are eligible for inclusion in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A and if they pay national dues to this body.

Section 2. Membership in this body shall be for the period covered by paid dues.

Section 3. Dues for this body may be paid to national or collected by Local Chapters.

Section 4. Categories and levels of national membership and dues for them shall be recommended by the Board of Governors and set by the Local Chapter Representatives at Annual Meeting.

Section 5. The privilege of voting and holding office in this body is reserved for members who pay dues.

Section 6. Membership in the Ministers Council shall cease when:

- a. Dues are not paid;
- b. An individual is no longer eligible for inclusion in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A.
- c. An individual requests in writing to be removed from membership.

ARTICLE VII - OFFICERS

Section 1. Titles: The officers of the Ministers Council shall be a President, a Secretary, a Budget Officer, and a Coordinator of the Ministries Team.

Section 2. Election, Term of Office and Qualifications.

- a. Each officer of the Ministers Council shall be nominated by the Nominating Committee (Article XIII, Section 3) and elected by the Local Chapter Representatives in the Annual Meeting (Article X, Section 2).
- b. Officers shall be elected to one four-year term and shall not succeed themselves after serving full four-year terms of office.
- c. All officers of this body shall be dues-paying members of the Ministers Council at the time of their election.

Section 3. Duties

- a. The President shall:
 - 1. Preside at all meetings of the Ministers Council and the Board of Governors;
 - 2. Be an ex-officio member of all other committees of this body;
 - 3. Represent this body on the Mission Table of the American Baptist Churches in the U.S.A. or its successor.
 - 4. Serve on the Personnel Committee and the Nominating Committee, and serve on and convene the Executive Director Search Committee, consistent with Article XIII.

- b. The Secretary shall:
 - 1. Keep an accurate record of the current proceedings of the Ministers Council and the Board of Governors;
 - 2. Provide for the safekeeping of the records and official documents of this body;
 - 3. Draft and sign correspondence on behalf of this body when requested by the Board of Governors, President, or Executive Director.

- c. The Budget Officer shall:
 - 1. Assist the Executive Director in all areas of finance;
 - 2. Submit to the Board of Governors and Development Council regular budget reports comparing actual revenues and expenses against the budget;
 - 3. Develop the provisional annual budget to present to the Board of Governors, Development Council and Local Chapter Representatives at Annual Meeting, and
 - 4. Develop the final annual budget based on prior year actuals to present to the Development Council for input and to the Board of Governors for adoption;
 - 5. Submit financial records for an annual audit;
 - 6. Receive and review all reports on income and expenses from the designated officer of the Office of the General Secretary, consistent with Article IV, Section 2.

- d. The Coordinator of the Ministries Team shall:
 - 1. Preside at meetings of the Ministries Team;
 - 2. In consultation with the Board of Governors, appoint any committees or task forces needed to meet the roles of the Ministries Team;
 - 3. Coordinate meetings of the Ministries Team, its committees and task forces;
 - 4. Work with the Executive Director or other staff in encouraging the liaison, membership, and communication roles of the Local Chapter Representatives;
 - 5. Report to the Board of Governors on programming and ministries.

Section 4. Removal: An officer may be removed from office immediately by resignation, by a two-thirds vote of the Board of Governors or by a majority vote of the Local Chapter Representatives in the Annual Meeting.

Section 5. Un-expired Terms: Any officer who resigns or is removed from office shall be replaced on an interim basis by a candidate appointed by the Board of Governors until the next Annual Meeting, when such appointment can be confirmed. It is not necessary to wait until the Nominating Committee can meet.

ARTICLE VIII - STAFF

Section 1. The professional staff shall include the Executive Director, and such other professional staff as shall from time to time be deemed necessary for the work of this body.

Section 2. The Executive Director shall be nominated by the Executive Director Search Committee (Article XIII, Section 2), recommended by the Board of Governors, and elected and called by the Local Chapter Representatives in the Annual Meeting. A two-thirds affirmative vote of the Local Chapter

Representatives present is required to extend a call. If the vote is by written or electronic communication between meetings, a quorum shall consist of 90% of the Local Council Representatives eligible to vote.

Section 3. The Executive Director shall provide administrative oversight, coordination and leadership for the work of this body, as detailed by an approved job description (Article XIII, Section 2). The Executive Director shall represent this body on the Mission Table and the National Leadership Council of the American Baptist Churches in the U.S.A., or their successors.

Section 4. All other staff shall be employed by and shall serve at the pleasure of the Executive Director, in consultation with the Board of Governors.

Section 5. The Executive Director shall be a voting member of the Board of Governors and the Development Council. The Executive Director shall not vote in personnel matters directly related to the Executive Director.

Section 6. The Executive Director may be dismissed upon recommendation of the Personnel Committee and an affirmative vote of two-thirds of the members of the Board of Governors.

Section 7. When deemed appropriate, the Local Chapter Representatives may appoint an Interim Executive Director for a specified time period. Said candidate must be recommended by the Board of Governors and elected by a two-thirds vote of the Local Chapter Representatives at Annual Meeting. If the vote is by written or electronic communication between annual meetings, a quorum shall consist of 90% of the Local Council Representatives who are eligible to vote. The Interim Executive Director shall perform the same functions and operate under the same obligations as indicated in this Article VIII, Sections 3 through 6.

ARTICLE IX – LOCAL CHAPTER REPRESENTATIVES AND THE MINISTRIES TEAM

Section 1. Each recognized Local Chapter shall select a Local Chapter Representative for every 100 members, or fraction thereof. The Local Chapter Representative(s) shall be dues-paying members of the Ministers Council.

Section 2. Local Chapter Representatives shall convene at the Annual Meeting to do business, as defined in Article X, Section 2.

Section 3. Local Chapter Representatives compose the Ministries Team of the national Ministers Council and shall participate in regular electronic meetings.

Section 4. Roles of the Ministries Team:

- a. Act as liaisons between national Ministers Council and their own Local Chapters and active and potential members in the area served by their own Local Chapters;
- b. Oversee Ministers Council membership efforts;
- c. Define and encourage the use of various means of communication among individual members, Local Chapters, and the national Ministers Council;
- d. Propose national programming to increase the professional effectiveness and spiritual/personal wholeness of members, including encouragement of collegial covenant groups;
- e. Encourage Local Chapter programming to increase the professional effectiveness, spiritual/personal wholeness, and collegial connections of members;

Section 5. The Ministries Team is accountable to the Board of Governors. The Coordinator of the Ministries Team will serve as Chairperson of the Ministries Team. The national Ministers Council staff person(s) responsible for membership, communication, and program promotion will staff the Ministries Team.

Section 6. The Coordinator of the Ministries Team, in consultation with the Board of Governors, may appoint committees and task forces as needed in order to fulfill the roles of the Ministries Team. All members of committees and task forces need not be Representatives. A majority of members of each committee or task force must be members of the Ministers Council.

Section 7. If needed to ensure voice to under-represented groups within the American Baptist Churches in the U.S.A. the Nominating Committee may recommend and the Local Chapter Representatives may elect at Annual Meeting up to three (3) at-large members of the Ministries Team (Article XIII, Section 3c.)

ARTICLE X – ANNUAL MEETING

Section 1. There shall be an Annual Meeting of the Ministers Council at a time and place set by the Board of Governors, open to all ministerial leaders, especially members of the Ministers Council. Local Chapter Representatives shall attend and convene at the Annual Meeting.

Section 2 At the Annual Meeting, the Board of Governors and Local Chapter Representatives shall meet together in order to:

- a. Elect the Officers of this body, Member Representatives to the Board of Governors, and At-Large Members of the Ministries Team, if any, and others specified by these By Laws;
- b. Ratify new members of the Development Council appointed by the Board of Governors;
- c. Recognize new Local Chapters and accept them into full partnership;
- d. Adopt the provisional budget of this body for the coming calendar year;
- e. Approve the levels/categories and dues of national membership, as recommended by the Board of Governors;
- f. Consider any changes to the Standing Rules as they arise;
- g. Confirm the Nominating Committee, as recommended by the President;
- h. Initiate or confirm removal of ineffective or non-productive officers;
- i. Consider and vote on any By-Laws amendments recommended by the Board of Governors, subject to Article XV;
- j. Study, identify and codify the ethical standards of ministerial leadership, currently known as "The Covenant and Code of Ethics for Ministerial Leaders of the American Baptist Churches in the U.S.A." Amendments to the Code of Ethics shall require a two-thirds vote of the Local Chapter Representatives present and voting at Annual Meeting, providing that notice of such recommended amendment has been given at least one month prior to the meeting. Final adoption of an amendment to the Code of Ethics shall require ratification by two-thirds of active Local Ministers Council Chapters within two years from the date of the Local Chapter Representatives' approval.

Section 3. Except where these By Laws require otherwise, action at the Annual Meeting shall be by majority vote of a quorum, which will consist of 65% of duly appointed Local Chapter Representatives and members of the Board of Governors.

ARTICLE XI – BOARD OF GOVERNORS

Section 1. There shall be a Board of Governors composed of the Ministers Council Officers (President, Secretary, Budget Officer, and Coordinator of the Ministries Team); the Executive Director of the Ministers Council, the Director of Women in Ministry and the Chairperson of the Development Council (all ex-officio with vote); and two Members-at-Large. The Board of Governors bears fiduciary responsibility for the Ministers Council. Members of the Board of Governors have the same privileges of voice and vote as Local Chapter Representatives in doing business at Annual Meeting.

Section 2. Election, Term and Qualifications

- a. Officers and ex-officio members shall meet the qualifications and procedures of their various bodies and serve on the Board of Governors as long as their respective terms last.
- b. Members-at-Large shall be proposed by the Nominating Committee and elected by the Local Chapter Representatives at Annual Meeting. Members-at-Large must be dues-paying members of the Ministers Council when elected, but do not have to be Local Chapter Representatives, and will serve for a maximum of four years.
- c. Except where these By Laws require otherwise, action shall be by majority vote of a quorum, which shall consist of 55% of the members of the Board of Governors.

Section 3. Duties of the Board of Governors

- a. Carry out the mission and purpose of this body;
- b. Determine the general policies of this body and assign functions to the Executive Director, Development Council, Ministries Team, Board of Governors or other committees;
- c. Discuss and formulate recommendations on issues of denomination-wide importance that affect ministerial leadership to the Board of General Ministries, the Mission Summit, the Mission Table, or their successors, or to other appropriate units or boards of the American Baptist Churches in the U.S.A.;
- d. Regularly review denominational relationships and review, enter, and initiate partnership opportunities;
- e. Review financial reports and approve the final annual budget;
- f. Oversee planning of the Annual Meeting, consistent with Article XIII, Section 4.
- g. Conduct the affairs of this body between Annual Meetings;
- h. Appoint any additional committees or task forces needed to perform the work of this body, in addition to those appointed by the Coordinator of the Ministries Team, and oversee all committee work;
- i. Name representatives from this body to other organizations upon request;
- j. Remove ineffective or non-productive officers, and make interim appointments to unfulfilled terms;
- k. Recommend new Local Chapters to the Local Chapter Representatives;
- l. Set the national Ministers Council categories/levels of membership and dues for each, subject to confirmation by the Local Chapter Representatives;
- m. Propose any changes to the Standing Rules, subject to ratification by the Local Chapter Representatives;
- n. Oversee the publication of professional journal(s) as the occasion arises;
- p. If determined to be necessary, terminate employment of the Executive Director, in accordance with Article VIII, section 6.

Section 4. Removal

Two consecutive unexcused absences of a member of the Board of Governors at regularly called meetings shall be considered a resignation.

ARTICLE XII - DEVELOPMENT COUNCIL

Section 1. There shall be a Development Council of six (6) members, plus the Executive Director of the Ministers Council, for the purpose of fund development, marketing, and advising on budget and investments.

Section 2. Terms, Selection and Qualifications

- b. Members shall serve three-year terms and may succeed themselves one term, for a total of six successive years.
- c. Members shall be appointed by the Board of Governors and affirmed by the Local

- Chapter Representatives, with two (2) members appointed each calendar year.
- d. At least three (3) members of the Development Council shall be ministerial leaders, in addition to the Executive Director.
 - e. The Board of Governors will appoint one of the members of the Development Council as Chairperson of the Development Council, who will also serve on the Board of Governors.
 - f. Members shall be selected on the basis of expertise and commitment to the mission of the Ministers Council.

Section 3. Duties

- a. Regularly consult with the Executive Director, President, and Budget Officer;
- b. Assess the financial condition of the Ministers Council and recommend means of fund development and marketing to guarantee a solid fiscal foundation;
- c. Review regular budget reports from the Budget Officer and provide feedback;
- d. Review the status of invested funds at least two times a year and recommend policies and actions;
- e. Contribute to the financial well-being of the Ministers Council, and seek financial support from others as well.

Section 4. Removal

Two consecutive unexcused absences of a member of the Development Council at regularly called meetings shall be considered a resignation.

ARTICLE XIII - COMMITTEES AND TASK FORCES

Section 1. Personnel Committee

- a. There shall be a Personnel Committee consisting of the President, one member of the Ministries Team, one member of the Development Council, and one additional member of the Ministers Council. The Board of Governors shall appoint this committee and its Chairperson, with a concern for continuity.
- b. The duties of this committee shall be to encourage, review, and evaluate the work and role of the Executive Director.

Section 2. Executive Director Search Committee

- a. The Executive Director Search Committee shall consist of the Personnel Committee and two additional members of the Ministers Council. The two additional members shall be nominated by the Nominating Committee, recommended by the Board of Governors, and elected by the Local Council Representatives at Annual Meeting. The President shall convene this committee, but may appoint an alternate Chairperson from among its members.
- b. The Search Committee shall review the current job description and recommend revisions to the Board of Governors, with the final version being approved by the Local Chapter Representatives. Candidates shall agree to the job description when hired.

Section 3. Nominating Committee

- a. There shall be a Nominating Committee consisting of the President and three members of the Local Chapter Representatives or other members of the Ministers Council, to be recommended by the President and confirmed by the Local Chapter Representatives. The President shall appoint the Chairperson of the Committee from among its members. The maximum length of service shall be four consecutive years.
- b. The Nominating Committee shall be responsible for presenting a slate for all elected positions, composed of candidates who reflect the ethnic/racial, gender, vocational and geographic diversity of the ministerial leadership of the American Baptist Churches in the U.S.A.

- c. If required in order to ensure diversity, the Nominating Committee may recommend the election of up to three (3) members-at-large to serve on the Ministries Team; they shall be considered Local Chapter Representatives at Annual Meeting.
- d. The Nominating Committee may also suggest names for appointments and vacancies as they occur.
- e. To maintain continuity the Nominating Committee shall make every effort to see that the terms of members of each group are staggered.

Section 4. Annual Meeting Planning Team

- a. The Board Of Governors shall appoint an Annual Meeting Planning Team well in advance of the meeting, whose members shall recommend the location, dates, time frame, program, and leaders of the Annual Meeting.
- b. The Annual Meeting Planning Team is accountable to the Board of Governors and shall request input from the Local Chapter Representatives .

Section 5. Other committees or task forces may be established as the need arises.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The method of operation of the Ministers Council shall be "worshipful work." The President shall appoint for each Annual Meeting or other Council meeting both a Parliamentarian to monitor the process of business meetings and a Discernmentarian to monitor the spirit of meetings and guide in seeking the unity of the Holy Spirit. If this participatory process should require application of specific rules in order to settle parliamentary issues, the current edition of *Robert's Rules of Order* shall be the manual to guide this body in all matters of parliamentary practice not prescribed in these By Laws, duly accepted Standing Rules or other special rules which this body may adopt.

ARTICLE XV - AMENDMENT OF BY LAWS

These By Laws may be amended at any Annual Meeting by a two-thirds vote of the Local Chapter Representatives present and eligible to vote, provided that the amendment has been recommended by the Board of Governors of this body and notice of such an amendment has been submitted in writing to all Local Chapter Representatives at least one month prior to the meeting at which such amendment is to be voted upon, or provided that written notice of the proposed amendment is presented at a previous annual meeting and is signed by one-third of the Local Chapter Representatives.

ARTICLE XVI - DISSOLUTION

Upon dissolution of the Ministers Council or the winding up of its affairs, all assets of the Ministers Council, if any, after payment of valid claims against it, shall, insofar as consistent with existing contractual obligations and subject to all legally enforceable claims or demands against the Ministers Council, pass to and become vested as follows: The endowment or any remaining portion of the endowment that was received from the Ministers & Missionaries Benefit Board shall be returned to such donor (which is exempt from taxation under section 501(c)(3) of the Internal Revenue Code). All other assets remaining shall be divided equally among the then existing American Baptist Centers for Ministry (currently the Center for Career Development and Ministry in Newton Centre, Massachusetts; The Center for Ministry in Oakland, California; and the Midwest Ministry Development Service with offices in Westchester, Illinois, Columbus, Ohio, and Kansas City, Kansas) (all three of which are exempt from taxation under section 501(c)(3) of the Code). Should no American Baptist Centers for Ministry be in existence, the remaining assets shall pass to the American Baptist Churches in the U.S.A., Valley Forge, Pennsylvania (also exempt from taxation under section 501(c)(3) of the Code). Should the ABCUSA no longer exist, the remaining assets shall pass to an organization that meets the section 501(c)(3) requirements.