

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, 2019

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 Leadership Team upon application and by the Local Chapter Representatives at the first Biennial Meeting after organizing 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 Leadership Status list maintained by the American Baptist Churches Information System (ABCIS) 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 Leadership Team and set by the Local Chapter Representatives at Biennial 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 Leadership Status list maintained by the American Baptist Churches Information System (ABCIS);
- 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 Vice President, a Secretary, a Treasurer, a Coordinator of the Chapter Representatives Team, a Member-at-Large/Coordinator of Together In Ministry, and a Member-at-Large/Coordinator of Membership and Chapter Development.

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 2) and elected by the Local Chapter Representatives at Biennial Meeting (Article X, Section 2).

b. The President and Vice President shall be elected to one two-year term, with the Vice President being nominated to the Presidency for the two-year term following his/her Vice Presidency, and a new Vice President being elected. All other officers shall be elected to a two-year term and may succeed themselves for a second two-year term.

c. Officers shall serve until their successors take office.

d. All officers of this body shall be dues-paying members of the Ministers Council at the time of their election and as long as they serve and shall sign the Covenant and Code of Ethics maintained by the Ministers Council.

Section 3. Duties

a. The President shall:

1. Preside at all meetings of the Ministers Council and the Leadership Team;
2. Represent this body on the Mission Table and the Joint Review Committee on Nominations of the American Baptist Churches in the U.S.A. or their successors;
3. Serve on the Personnel Committee and the Nominating Committee;
4. Oversee national staff positions;
5. Guarantee that contracts, arrangements and legal requirements for the organization and its national office are maintained in proper order.

b. The Vice President shall:

1. Work closely with the President on management of the national office and staff.
2. Fulfill the President's duties when the President is unavailable.
3. In consultation with the President, oversee the recruitment, appointment and assignments of all those representing the Ministers Council at national or regional gatherings.

c. The Secretary shall:

1. Keep an accurate record of the current proceedings of the Ministers Council and the Leadership Team;
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 Leadership Team or President.
4. Oversee communications from the national office, including update of website, production of newsletters, and maintenance of electronic media outlets.

- d. The Treasurer shall:
1. Oversee all areas of finance and accounting;
 2. Maintain records of all income and expenses;
 3. Set up and oversee bank accounts and credit cards, as approved by the Leadership Team;
 4. Review, propose revisions to, and follow approved guidelines for finances;
 5. Submit to the Leadership regular budget reports comparing actual revenues and expenses against the budget;
 6. Develop annual budgets to present to the Leadership Team and Local Chapter Representatives;
 7. Submit financial records for an annual audit;
 8. Receive and review all reports on income and expenses from the designated officer of the Office of the General Secretary, when contracted, consistent with Article IV, Section 2;
 9. With the Leadership Team, define the duties of and recruit a Financial Advisory Team, if needed;
 10. Sit on, advise and report to the Leadership Team for any Financial Advisory, Development or Fundraising Committees appointed by the Board.
- e. The Coordinator of the Chapter Representatives Team shall:
1. Preside at meetings of the Chapter Representatives Team;
 2. In consultation with the Leadership Team, appoint any committees or task forces needed to meet the roles of the Chapter Representatives Team;
 3. Coordinate meetings of the Chapter Representatives Team, its committees and task forces;
 4. Work with national Ministers Council staff in encouraging the liaison, membership, and communication roles of the Local Chapter Representatives;
 5. Oversee programming for professional and spiritual development of members;
 6. Report to the Leadership Team on programming and ministries.
- f. The Members at Large shall:
1. Be chosen to improve the presence of under-represented groups on the Leadership Team.
 2. The Member at Large/Coordinator of Together in Ministry (TIM) shall assume oversight of the Together in Ministry program of the national Ministers Council and shall:
 - i. gather data on TIM groups and maintain a directory;
 - ii. maintain a list of website resources of interest to TIM groups;
 - iii. appoint and sit on a Task Force to determine use of any grant monies dedicated to TIM each year by the Leadership Team and to propose recipients of any approved grant monies to the Leadership Team.
 3. The Member at Large/Coordinator of Membership and Chapter Development shall assume oversight of Membership and Chapter Development and shall:
 - i. communicate regularly with Local Chapter Presidents and Treasurers;
 - ii. identify and encourage struggling chapters and assist in forming new or reactivating former chapters;
 - iii. work with the Vice President in the effective use of those representing the Ministers Council at national or regional gatherings;

iv. recommend to the Leadership Team the names of individuals to receive scholarship support for attendance at Biennial Meeting in order to assist in building up said individuals' chapters.

g. In order to meet their responsibilities, all Officers may appoint committees or convene task forces; all such appointments shall be reported to the Leadership Team and if financial support is required, must be approved by the Leadership Team. The majority membership of all Committees and Task Forces must be currently active members of the Ministers Council.

Section 4. Removal: An officer may be removed from office immediately by resignation, by a two-thirds vote of the Leadership Team or by a majority vote of the Local Chapter Representatives at Biennial 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 Leadership Team until the next Biennial Meeting, when such appointment can be confirmed. It is not necessary to wait until the Nominating Committee can meet. An interim officer who has served more than half a term is considered to have served a full term in that office.

ARTICLE VIII – STAFF

Section 1. The national Ministers Council staff shall include such support and professional staff as shall from time to time be deemed necessary by the Leadership Team for the work of this body and who can be compensated within a budget that requires only a reasonable draw on endowment. Full-time staff must be approved by the Chapter Representatives.

Section 2. For the purpose of sitting on American Baptist Church USA denominational committees and boards, the President or designees approved by the Leadership Team shall be considered the Executive Director of the national Ministers Council

ARTICLE IX – LOCAL CHAPTER REPRESENTATIVES AND THE CHAPTER REPRESENTATIVES 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 Biennial Meeting to do business, as defined in Article X, Section 2.

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

Section 4. Roles of the Chapter Representatives 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. Encourage membership efforts in their regions' Ministers Councils;

- 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, spiritual/personal wholeness, and collegial connections of members;
- e. Encourage and report on Local Chapter programming to increase the professional effectiveness, spiritual/personal wholeness, and collegial connections of members.

Section 5. The Chapter Representatives Team is accountable to the Leadership Team. The Coordinator of the Chapter Representatives Team will serve as Chairperson of the Chapter Representatives Team.

ARTICLE X – BIENNIAL MEETING

Section 1. There shall be a Biennial Meeting of the Ministers Council open to all ministerial leaders, especially members of the Ministers Council. Local Chapter Representatives shall attend and convene at the Biennial Meeting.

Section 2. At the Biennial Meeting, the Leadership Team and Local Chapter Representatives shall meet together in order to:

- a. Elect the Officers of this body and At-Large Members of the Chapter Representatives Team, if any, and others specified by these By Laws;
- b. Recognize new Local Chapters and accept them into full partnership;
- c. Adopt the budget of this body for the coming calendar year(s);
- d. Approve the levels/categories and dues of national membership, as recommended by the Leadership Team;
- e. Consider any changes to the Standing Rules as they arise;
- f. Confirm the Nominating Committee, as recommended by the President;
- g. Initiate or confirm removal of ineffective or non-productive officers;
- h. Consider and vote on any By-Laws amendments recommended by the Leadership Team, subject to Article XIV;
- i. 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 Biennial 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 Biennial Meeting shall be by majority vote of a quorum, which will consist of 60% of duly appointed Local Chapter Representatives and members of the Leadership Team.

Section 4. If necessary, any of the Biennial Meeting items, or other business requiring Local Chapter Representative approval, may be conducted electronically. If a vote is by written or electronic communication between meetings, a quorum shall consist of 60% of duly-appointed Local Chapter Representatives and members of the Leadership Team.

ARTICLE XI – LEADERSHIP TEAM

Section 1. There shall be a Leadership Team composed of the Ministers Council Officers and the Director of Women in Ministry (ex-officio with vote). The Leadership Team bears fiduciary responsibility for the Ministers Council and shall be protected by Board and Officers Insurance. Members of the Leadership Team have the same privileges of voice and vote as Local Chapter Representatives in doing business at Biennial 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 Leadership Team as long as their respective terms last. (see Article VII, Section 2)
- b. Except where these By Laws require otherwise, action shall be by majority vote of a quorum, which shall consist of 60% of the members of the Leadership Team.

Section 3. Duties of the Leadership Team

- a. Carry out the mission and purpose of this body;
- b. Determine the general policies of this body and assign functions to national staff, the Leadership Team, Officers, the Chapter Representatives Team 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 annual budget;
- f. Oversee planning of the Biennial Meeting, consistent with Article XII, Section 3.
- g. Conduct the affairs of this body between Biennial Meetings;
- h. Appoint any additional committees or task forces needed to perform the work of this body, in addition to those appointed by individual Officers, 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;
- o. Oversee national staff, consistent with Article VIII and XII, Section 1.

ARTICLE XII - COMMITTEES AND TASK FORCES

Section 1. Personnel Committee

There shall be a Personnel Committee consisting of the President, one member of the Chapter Representatives Team and one additional member of the Ministers Council. The Leadership Team shall appoint this committee and its Chairperson, with a concern for continuity. The duties of this committee shall be to encourage, review, and evaluate the work of any national Staff.

Section 2. 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.
- b. The President shall appoint the Chairperson of the Committee from among its members. The maximum length of service shall be four consecutive years.
- c. The Nominating Committee shall be responsible for presenting a slate for all elected officers, composed of candidates who reflect the ethnic/racial, gender, vocational and geographic diversity of the ministerial leadership of the American Baptist Churches USA;
- d. 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 Chapter Representatives Team; they shall be considered Local Chapter Representatives at Biennial Meeting.
- e. The Nominating Committee may also suggest names for appointments and vacancies as they occur.
- f. To maintain continuity the Nominating Committee shall make every effort to see that the terms of members of each group are staggered.

Section 3. Biennial Meeting Planning Team

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

Section 4. Fundraising Committee

- a. The Leadership Team shall appoint three Chapter Representatives or other qualified members of the Ministers Council to serve as a Fundraising Committee, which shall initiate and oversee annual fundraising appeals;
- b. The Committee Members shall select a Chairperson from among its members;
- c. The Treasurer will sit on the Fundraising Committee ex officio (with vote) and report its activities to the Board;
- d. National staff will assist in mounting the appeals and maintain complete records of contact, donations, and acknowledgments.

Section 5. Other committees or task forces may be established as the need arises, consistent with Article VII.3.g and Article XI.3.h.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The method of operation of the Ministers Council shall be “worshipful work.” The President shall appoint for each Biennial 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 XIV - AMENDMENT OF BY LAWS

These By Laws may be amended at any Biennial 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 Leadership Team 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 Biennial Meeting and is signed by one-third of the Local Chapter Representatives.

ARTICLE XV - 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.

2019 By Laws approved at Annual Meeting, November 2018