

**THE BYLAWS  
THE MINISTERS COUNCIL  
of  
THE AMERICAN BAPTIST CHURCHES IN THE U.S.A.**

**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. Recruitment
  2. Placement
  3. Compensation
  4. Continuing Education
  5. Counseling

Section 4. 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 amongst 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 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) 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.

#### **ARTICLE IV - RELATIONSHIPS**

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

Section 2. The Ministers Council is assigned to the Office of the General Secretary of the American Baptist Churches in the U.S.A. for administrative services.

Section 3. A constituent Ministers Council is a related organization of this body which exists within an American Baptist Region, in a portion of an American Baptist Region, or in an area that covers more than one American Baptist Region. A constituent Ministers Council may be recognized as a constituent council by the Ministers Council Senate when it:

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

#### **ARTICLE V- MEMBERSHIP**

Section 1. Eligibility for membership in this body shall be for individuals who are ordained, commissioned, lay professionals, or students in seminary who are eligible for inclusion in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A., and who pay dues through a constituent council or to this body.

Section 2. Membership in this body shall be for the calendar year.

Section 3. Dues for this body may be collected by constituent councils, and shall be payable by September 30th of each calendar year.

Section 4. Dues to this body shall be established by the Executive Committee with the approval of the Senate. The privilege of voting and holding office in this body is reserved for those active members who pay dues.

Section 5. Honorary life membership shall be conferred upon those persons who are listed as retired in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A. and who were active members of this body for at least three of the five years prior to their retirement. Life members shall not be required to pay annual dues, but may choose to do so, and shall be considered active members.

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

- 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.

Section 7. Seminary students who are enrolled in the American Baptist Personnel Services profile system may become members of their regional and National Ministers Councils at half the normal dues.

## **ARTICLE VI - OFFICERS**

Section 1. Titles: The officers of the Ministers Council shall be: a President; five Vice Presidents elected to chair the following committees: Membership and Constituency, Spiritual and Personal Wholeness, Professional Effectiveness, Denominational Relationships, and Communications; and a Secretary/Treasurer. All officers of this body shall be active members of the Ministers Council at the time of their election.

Section 2. Term of office.

- a. Each officer of the Ministers Council shall be elected by the Senate to a four-year term, and shall have the same duties and privileges as all other Senators of this body.
- b. Officers shall not succeed themselves after serving full four-year terms of office.
- c. To maintain continuity, not more than two of the seven, four-year-term offices shall begin their full terms in any given calendar year.

Section 3. Duties.

- a. The President, or a Vice President so designated by the President, shall:
  1. Preside at all meetings of the Ministers Council, the Ministers Council Senate, and the Executive Committee;
  2. Be an ex-officio member of all other committees of this body;
  3. Represent this body on the General Board and the Ministerial Leadership Commission.
- b. A Vice President:
  1. May serve in the place of the President when designated;
  2. Shall preside over the standing committee to which he or she has been elected.
- c. The Secretary/Treasurer shall:
  1. Keep an accurate record of the current proceedings of this body, the Ministers Council Senate, and the Executive Committee;
  2. Provide for the safekeeping of the records and official documents of this body;
  3. Assist the Executive Director in all areas of finance;
  4. Be authorized to sign checks;
  5. Submit financial records for an annual audit.

Section 4. Removal: An officer may be removed from office immediately by resignation, by a two-thirds vote of the Executive Committee, or by a majority vote of the Senate in regular session.

Section 5. Un-expired Terms: Any officer who resigns or is removed from office shall be replaced on an interim basis until the next Senate when such appointment can be confirmed. It is not necessary for the Executive Committee to wait until the Nominating Committee can meet. An executive appointment confirmed by the Executive Committee will fill the un-expired term upon Senate approval.

#### **ARTICLE VII - 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 elected and called by the Senate upon recommendation of the Executive Committee. A two-thirds affirmative vote of the Senate is required to extend a call. If the vote is by written communication (mail, E-mail, FAX, etc.), between Senate meetings, a quorum shall consist of 90% of the Senate membership who are eligible to vote.

Section 3. The Executive Director shall provide administrative oversight, coordination and leadership for the work of this body.

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

Section 5. The Executive Director shall be a voting member of the Senate and the Executive Committee. The Executive Director shall not vote in personnel matters directly related to the Executive Director.

Section 6. The Executive Director may be dismissed by nine affirmative votes of the Executive Committee members, following a recommendation by the Personnel Committee.

#### **ARTICLE VIII - SENATE**

Section 1. There shall be a Senate of the Ministers Council composed of members elected by constituent councils affiliated with this body, Senators-At-Large elected by the Senate, the editor of ministry journal, and the members of the Executive Committee of this body.

Section 2. Members elected to the Senate by constituent councils shall be elected to a four-year term of office and shall not succeed themselves. In the event of a vacancy the Executive Committee shall determine in consultation with the constituent Ministers Council, a new term of office for the vacant position to assure that both the local council and the Senate will have continuity of representation.

Section 3. Each constituent council affiliated with this body shall be entitled to one Senator for every one hundred national dues paying members, or fraction thereof. All Constituent Councils will be financially responsible for a minimum of 50% of the costs of their elected Senators. Additional Senators may be seated when the non-paying life membership numbers are included in the total membership count, provided that the constituent council funds 100% of the expenses of each additional Senator.

Section 4. For the purpose of assuring that the diversity of the ministerial leadership of the American Baptist Churches in the U.S.A. is adequately represented, six Senators-At-Large shall be elected by the Senate for four-year terms. These Senators shall be elected with care to maintain representation from otherwise under-represented constituencies of the American Baptist Churches in the U.S.A., with attention given to life members and women as well.

Section 5. The Senate shall:

- a. Have the power and the duty to carry out the purpose of this body;

- b. Determine the general policies of this body and assign other functions to the Executive and other committees;
- c. Discuss and formulate recommendations on issues of denomination-wide importance that affect the professional leadership, to the General Board, or to other appropriate units or boards, or to the Biennial Meeting of the American Baptist Churches in the U.S.A.;
- d. Elect the officers of this body, Senators-At-Large, and others specified by these ByLaws;
- e. Remove ineffective or non-productive officers;
- f. Recognize constituent ministers councils;
- g. Set the national Ministers Council dues, on recommendation of the Executive Committee;
- h. Adopt the budget of this body;
- i. Publish a professional journal as the occasion arises;
- j. Recognize up to two representatives of units of the American Baptist Churches in the U.S.A. who, by virtue of their portfolio shall address concerns of particular interest to this body, to serve as ex-officio on the Executive Committee. Appointments shall be for a two-year term and a person may be reappointed.
- k. 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 Senators present and voting, 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 the constituent Ministers Councils within two years from the date of the Senate approval.

#### **ARTICLE IX- EXECUTIVE COMMITTEE**

Section 1. There shall be an Executive Committee of fourteen, composed of the President, the five Vice Presidents, the Secretary/Treasurer, the immediate Past President, and the Executive Director of the Ministers Council, two persons elected from the six Senators-at-Large; two Senate Representatives; plus one ex-officio members - the Director of Women in Ministry (with vote).

#### Section 2. Election

To insure a balanced rotation and continuity on the Executive Committee, the following scheme will be used for the election of the Executive Committee members:

- a. Year one; election of the President and one Vice President.
- b. Year two; election of two Vice Presidents and one Senator-at-Large to the Executive Committee.
- c. Year three; election of one Vice President and the Secretary/Treasurer.
- d. Year four; election of one Vice President and one Senator-at-Large to the Executive Committee.
- e. The two Senate Representatives will be elected from the currently-seated Senators and will serve on the Executive Committee for the duration of their terms as Senator or for a maximum of four years.
- f. No specific amount of Senate experience is required to be elected to the Executive Committee.

#### Section 3. The duties of the Executive Committee shall be to:

- a. Conduct the affairs of this body between meetings of the Senate;
- b. Appoint the committees needed to perform the work of this body;
- c. Except for the Personnel Committee, determine the size and term of appointed committees, and review annually the work of such committees;
- d. Plan for the national meetings and other programs of this body, including the extension of

- invitations to representatives of the American Baptist family as appropriate.
- e. Name representatives from this body to other organizations upon request;
  - f. Elect a Nominating Committee who shall present a slate of candidates to the Senate;
  - g. Provide the following oversight for the ministry journal:
    1. Appoint in consultation with the President the editor of the ministry journal who will serve on the Senate for a term concurrent with the President's term,
    2. Determine the funding, subscription rate and eligibility to receive this journal, and
    3. Provide general oversight to the journal;
  - h. Fill all positions vacated between elections conducted by the Senate;
  - i. Assign the terms of office to Senators, in consultation with constituent councils. If determined to be necessary, terminate employment of the Executive Director, in accordance with Article VII, Section 6.
  - j. Two consecutive unexcused absences of a member of the Executive Committee at regularly called meetings, as determined by the Executive Committee, shall be considered a resignation.

### **ARTICLE X - COMMITTEES AND TASK FORCES**

Section 1. Each member of the Senate shall serve on one of the following committees:

- a. The Committee on Membership and Constituency
- b. The Committee on Spiritual and Personal Wholeness
- c. The Committee on Professional Effectiveness
- d. The Committee on Denominational Relationships
- e. The Committee on Communications

Section 2. Personnel Committee

- a. There shall be a Personnel Committee consisting of the President and the immediate Past President of this body, and one other member of the Senate appointed by the President of this body. The immediate Past President shall convene this committee, and the Search Committee.
- b. The duties of this committee shall be to encourage, to review, and to evaluate the work and role of the professional staff. This committee shall meet at least annually.

Section 3. The Executive Director Search Committee

The Executive Director Search Committee shall consist of the Personnel Committee and two members of the Senate. The two members of the senate shall be nominated by the Nominating Committee and shall be elected by the Executive Committee. The immediate Past President shall convene this committee.

Section 4. The Nominating Committee.

- a. There shall be a Nominating Committee consisting of five members of the Senate, to be recommended by the President and elected annually by the Executive Committee. The maximum length of terms of office shall be four years.
- b. The Nominating Committee shall be responsible for presenting a slate of candidates who reflects the ethnic/racial, gender, vocational and geographic diversity of the leadership of the ABCUSA. It shall also suggest names for appointments and vacancies as they occur.

Section 5. Committee on Committees

This committee shall be responsible for assigning each member of the Senate to one of the standing committees giving consideration to each Senators' preference for service. This committee shall consist of the President, the Executive Director, and the immediate Past President.

Section 6. Other committees or task forces may be established as the need arises.

#### **ARTICLE XI - MEETINGS**

Section 1. The Senate shall meet annually at a time and place designated by the Executive Committee and at such other times as it may deem necessary. A quorum shall consist of 65% of the members of the Senate.

Section 2. The Executive Committee shall meet at least twice during the year. Special meetings may be called by the President and/or the Executive Director. A quorum shall consist of eight members. Regular or special meetings may be held via electronic/video conferencing or in person.

#### **ARTICLE XII - PARLIAMENTARY AUTHORITY**

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 ByLaws or special rules which this body may adopt.

#### **ARTICLE XIII - AMENDMENT OF BYLAWS**

These ByLaws may be amended at any meeting of the Senate by a two-thirds vote of the Senators present and voting, provided that the amendment has been recommended by the Executive Committee of this body and notice of such an amendment has been submitted in writing to all Senators 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 of the Senate and is signed by fifteen Senators.

#### **ARTICLE XIV - VOTING OF EX-OFFICIO OFFICERS AND MEMBERS**

When regional and national staff persons are on the Ministers Council Senate and/or Executive Committee, they shall be given seat, voice, and vote, with the exception of personnel issues which require executive session.