



**AMERICAN BAPTIST CHURCHES OF THE SOUTH  
A MARYLAND NON-PROFIT CORPORATION**



# **BY-LAWS & STANDING RULES**

**AS REVISED: APRIL 2003**

**NOVEMBER 2014**

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THE AMERICAN BAPTIST CHURCHES OF THE SOUTH  
**(A Maryland Non-Profit Corporation)**

**BY-LAWS**  
**(As Revised April, 2003)**

## **ARTICLE I. NAME**

The American Baptist Churches of the South (hereinafter referred to as ABCOTS) is a non-profit corporation associated as a covenanting regional organization (Region) with the American Baptist Churches in the USA (ABC/USA), and with the other covenanting American Baptist regions and the covenanting ABC/USA national bodies.

## **ARTICLE II. STATEMENT OF MISSION**

ABCOTS proclaims that GOD is in the world establishing the divine Kingdom over the entire creation, liberating persons and nations from every bondage and reconciling all things in CHRIST. In articulating the by-laws for ABCOTS, we adhere to the philosophy that mission determines structure and structure determines staffing.

## **ARTICLE III. STATEMENT OF PURPOSE**

ABCOTS, as a religious corporation, is organized exclusively to join GOD in mission in the world; to bear witness to GOD'S redemptive love; to call people and nations to discipleship and to participate in GOD'S action of liberation and reconciliation.

## **ARTICLE IV. ABCOTS PROGRAM FUNCTIONS**

ABCOTS' basic program units are its Areas as organized within the perimeter of its ABC/USA Region designation. ABCOTS' primary program function is to provide overall policy guidelines and programming direction for the Areas. More specifically, the functions include:

1. Identifying and setting mission priorities for the Region;
2. Providing resources and/or identifying required resources for missions;
3. Evaluating and reviewing continually the Region's performance in support of its purpose, crucial issues, resources and priorities; and
4. Developing and maintaining a meaningful fellowship, providing opportunities for worship, team building, and effective witness.

## **ARTICLE V. THE ABCOTS REGION**

### **Section 1. Constituency and Membership**

#### 1.1 Constituency

The constituency of ABCOTS, as an American Baptist regional organization, shall be American Baptist congregations of Alabama, Arkansas, District of Columbia, Florida, Georgia, Kentucky,

Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Texas, Tennessee and Virginia/ West Virginia **who have applied to become American Baptist Cooperating Churches and who have been voted in by the Region in accord with these By-laws and the “Covenant of Relationships and Its Agreements Among the General, National and Regional Boards of the American Baptist Churches”, dated June 24, 1995, as from time to time amended.** The Region Board shall review applications and determine whether to grant “Cooperating Churches” status to any local congregation seeking affiliation with ABCOTS and with ABC/USA, provided such congregation shall give evidence of its support of the Region’s purpose and program. Support shall be provided through contributions to the United Mission Basics of ABC/USA beginning at an annual level of no less than \$1,000 per congregation with membership of less than 300 persons; or beginning at the annual level of no less than \$1,500 per congregation with membership over 300 persons. It is expected as well that a congregation’s support of the Region will include participation by such congregation’s pastor and members in meetings and programs of the Region and/or Area where such congregation is located. Any church not contributing to and participating in the Region for a period of two consecutive years may lose her membership in the Region. Under such conditions, the church will be notified by certified mail and contacted by a staff member or officer of the Region about the impending action. If the delinquent church and the Region are unable to enter into a written agreement to remedy the delinquency, and after a majority vote of the Region Board, the church will be dropped from membership. No member of such a church is eligible to represent the Region as an officer in the Area, Region or National bodies. Reinstatement shall be as a new church.

## 1.2 Membership

The membership of American Baptist Churches of the South shall be delegates from its constituent congregations (Cooperating Churches), when such delegates are assembled in accord with Section 2 through 4 of this Article V.

## **Section 2. Annual and Special Meetings of Delegates**

### 2.1 Time and Place of Sessions

American Baptist Churches of the South shall hold annual meetings of its membership (the delegates) during times specified by its Board of Directors (see Article VI below) in locations geographically rotated throughout the areas of the Region. Further, ABCOTS delegates shall meet in such special Region meetings as may be called either by its Board of Directors or upon written petition of 20% of the constituency as defined in Section I of Article V.

### 2.2 Quorum Requirement for Meetings

The quorum of any annual or special meeting of the ABCOTS membership shall be 100 delegates, appropriately accredited, from at least one-third of the constituency as defined in Section I of Article V.

## **Section 3. Attendance at Annual and Special Meetings**

### 3.1 Number of Delegates

Each member congregation shall be entitled to three delegates, one of whom may be the pastor, to the Region's annual and special sessions, for the first 100 resident members or less, plus one delegate for each additional 300 resident members or major fraction thereof. Delegates shall be certified by the congregations as their official representatives.

### 3.2 Voting by Delegates

Each delegate shall have one vote. Voting by proxy is not permitted.

### 3.3 Number of Visitors

Each church may have as many accredited visitors as it chooses. Such visitors may not make a motion from the floor, nominate persons for office or vote on any official matter. They may, however, ask questions or make comments during any general discussion on the floor.

## **Section 4: Authority and Functions of Delegates**

The delegates when convened as the ABCOTS CORPORATION in annual or special meetings shall hold final authority for the Region. The primary functions of delegates are to:

- 4.1 elect the Region's officers and members of the Region board;
- 4.2 review and ratify actions, policies and programs of the Region as taken by its officers, task forces, committees and staff;
- 4.3 set policies for the Region by their own initiatives or as recommended by the Region Board;
- 4.4 communicate constituency understandings, opinions, suggestions and actions to ABCOTS staff, officers, Region Board members, task forces and committees on policy areas; and
- 4.5 amend the Region's By-laws as appropriately needed.

## **ARTICLE VI. THE ABCOTS (REGION) BOARD OF DIRECTORS**

### **Section 1. Region Board Membership**

The members of the ABCOTS Region Board (the directors of ABCOTS, Inc.) shall be:

- 1.1 ABCOTS Officers – the current officers as provided in Article VIII, plus the immediate past president of ABCOTS as provided in Sections 1, 2, and 3 of this Article VI, all with one vote each;
- 1.2 The Executive Minister of the Region who will also have one vote except on matters relating to his/her tenure, job description and salary;
- 1.3 Area members shall consist of two members from each Area within ABCOTS Region having 20 or fewer congregations; one of these two shall be the Area moderator; the other Area member shall be at-large. For each additional 20 congregations, or major fraction thereof, an Area shall have one additional member on the ABCOTS Board. Area members on the Board shall be elected in accord with the ABCOTS policy of maintaining a representative balance among clergy, laity, gender and ethnic groups.

#### 1.4 Ex Officio Members

- 1.4.1 The current presidents of ABCOTS' American Baptist Women, Men of the South, Youth Division, Clergy Council, together with General Board members from the Region shall serve as *ex officio* members of the ABCOTS Board of Directors during their respective terms in office.
- 1.4.2 The immediate past president of ABCOTS shall serve a two-year term as an *ex officio* member of the Board of Directors, provided he/she maintains fellowship with an ABCOTS constituent congregation.

### **Section 2. Functions of the Board of Directors**

The ABCOTS Region Board of Directors shall:

- 2.1 Meet at least twice annually (during the annual session and again in November). When funds are not available, a meeting of the Executive Committee and Area Moderators shall be substituted for one of the annual meetings;
- 2.2 Transact all ABCOTS Region business not otherwise provided for between announced meetings of the delegates, as provided in Article III, Sections 3 and 4 of these By-Laws;
- 2.3 Serve as the primary employer of the executive staff of the Region, acting on recommendations from the Executive Committee in consultation with the Executive Minister, and monitor all ABCOTS personnel policies;
- 2.4 Recommend Region priorities and programs to the delegates in annual meetings;
- 2.5 Establish, on recommendation from the Executive Committee, such task forces, work groups, committees or other bodies needed to prepare and propose policies relating to priorities set by the delegates. Assign specific goals, objectives, and time frames to each such task force, committee, etc, for completing its respective work. Set policies so that the life of each such task force, committee, etc, shall expire either upon completion of its assignment or upon modification of its life (lengthened or shortened) by vote of the Board;
- 2.6 Purchase, acquire, receive, hold, lease, sell and encumber such real or personal property as may be proper or useful in carrying out its purpose including that which may be given, devised, bequeathed or tendered to the corporation;
- 2.7 Recommend Region-wide capital fund campaigns in accord with provisions of denominational covenants of which ABCOTS is a voluntary covenanter;
- 2.8 Oversee ABCOTS corporate property and invested funds; invest, sell and reinvest these from time to time as appears appropriate or necessary, on recommendation of Executive Committee;
- 2.9 Oversee ABCOTS Region's ecumenical relationships;
- 2.10 Fill any vacancy in the Region Board's membership not otherwise provided for in these By-laws or in the Standing Rules;
- 2.11 Remove from membership on the Region Board any director who relocates from the Area he/she was named to represent and/or who has two consecutive unexcused absences from its meetings;
- 2.12 Adopt and amend, as appropriate, Standing Rules of the ABCOTS Region; and
- 2.13 Receive and consider reported actions taken by and views and comments received from the ABC/USA General Board, along with those of any visiting General Board members or officers of ABC/USA who may attend a meeting with no vote and at no expense to ABCOTS.

### **Section 3. Terms of Members (Directors)**

The president and vice president of the Region, and the *ex-officio members* of the Region Board (members by virtue of being moderators of Region areas) shall serve a single two-year term on the Board. Persons who are serving as Region Board secretary and Region Board treasurer, in accord with Article VIII, are eligible to serve two terms of two years each. Persons who are elected to the Region Board as at-large members shall serve a single four-year term. Board members who are elected to different office (i.e. a vice president is elected president, etc.) may continue to serve on the Board in the new capacity.

#### **Section 4. Meetings of the Region Board**

##### 4.1 Frequency of Meetings

The ABCOTS Region Board shall meet at least twice annually.

##### 4.2 Travel Expenses for Region Board Members

4.2.1 Travel costs for Region Area Moderators' attendance at the November meeting of the Board are to be paid by their respective Areas.

4.2.2 All members of the Region Board are responsible for their travel expenses to ABCOTS Annual Sessions.

4.2.3 When funds are not available for the November meeting, a meeting of the Executive Committee and Area moderators shall be substituted for one of the two meetings specified in the aforementioned Section 4.1.

##### 4.3 Quorum

Fifty percent of the Region Board's voting directors plus one additional voting director shall be the quorum for any meeting of the Region Board.

#### **Section 5. Executive Committee**

##### 5.1 Membership

The Executive Committee shall consist of the president, first vice-president, second vice-president, secretary, treasurer, and the Executive Minister.

##### 5.2 Frequency of Meetings

The Executive Committee shall meet at least twice each year and at such other times as may be called by petition of at least 50% of its membership or at the call of the president of ABCOTS.

##### 5.3 Relationship and Accountability

The Executive Committee shall function for the Region Board between its regular and special meetings and shall be accountable to the Region Board.

##### 5.4 Functions of the Executive Committee

The Executive Committee shall:

- 5.4.1 oversee and coordinate, in consultation with the Executive Minister, the priorities and administrative and program policies adopted by the Region Board;
- 5.4.2 serve as the Standing Personnel Committee for the Board; and
- 5.4.3 appoint a temporary secretary as may be needed from time to time.

## **ARTICLE VII. STANDING COMMITTEES**

On recommendation of the Executive Committee, the Region Board shall create standing committees to develop, implement, administer and monitor the policies voted by the Board in accord with ABCOTS priorities adopted by delegates in annual meetings. These committees may be established in such manner and with such members, powers and functions as shall be stated in these By-laws or in the Standing Rules.

## **ARTICLE VIII. ABCOTS OFFICERS**

### **Section 1. Officers**

ABCOTS delegates shall elect the Region's officers: a president, a first vice-president; a second vice-president, a secretary, and a treasurer.

### **Section 2. Terms**

All officers elected by delegates shall serve a two-year term or until their successors are elected. Only the secretary and treasurer may serve two consecutive terms. The term of office for all officers elected by delegates shall begin on September first of the year elected.

### **Section 3. Functions of Elected Region Officers**

#### **3.1 President**

The President shall:

- 3.1.1 preside over meetings of the annual and special sessions of delegates or designate one of the vice-presidents to do so on a temporary basis;
- 3.1.2 be a member of the Region Board and of its Executive Committee;
- 3.1.3 chair meetings of the Region Board;
- 3.1.4 chair meetings of the Executive Committee of the Region Board;
- 3.1.5 may sign, along with the Executive Minister and Secretary, all legal documents as instructed by the Region Board or its Executive Committee;
- 3.1.6 be an *ex officio* member of all Region committees, task forces, or other bodies named by the Board in accord with Article VI, Section 2 of these By-laws.

#### **3.2 First Vice-President**

The First Vice-President shall:

- 3.2.1 function as the president in his/her absence or when requested to do so by the president;
- 3.2.2 serve as the acting president of ABCOTS if and as the Executive Committee or Region Board determines that the president is unable to perform his/her duties; cease such role



when the Executive Committee has determined the president is able to resume his/her duties;

- 3.2.3 coordinate the ABCOTS program activities;
- 3.2.4 be a member of the Region Board and of its Executive Committee;
- 3.2.5 serve as vice-chair of the Region Board; and
- 3.2.6 sign official documents in the absence of the secretary.

### 3.3 Second Vice-President

The Second Vice-President shall:

- 3.3.1 function as the vice-president in his/her absence;
- 3.3.2 become the acting first vice-president of ABCOTS if and as the Executive Committee or Region Board determines that the first vice-president is unable to perform his/her duties; cease such role when the Executive Committee has determined the first vice-president is able to resume his/her duties;
- 3.3.3 be a member of the Region Board and of its Executive Committee; and
- 3.3.4 chair ABCOTS' Finance Committee.

### 3.4 Secretary

The ABCOTS Secretary may be an employee or a professional staff member of the Region and shall:

- 3.4.1 keep and publish accurate Minutes of the annual and special meetings of ABCOTS delegates;
- 3.4.2 keep, preserve and distribute (in accord with decisions of the respective bodies) the Minutes and records of the ABCOTS Region Board and its Executive Committee;
- 3.4.3 sign, with the Executive Minister, all legal documents as instructed by the Region Board or its Executive Committee;
- 3.4.4 prepare and distribute in accord with these By-laws, the Standing Rules and applicable law, all notices of annual and special meetings of the delegates, the Region Board and the Executive Committee of the Region Board;
- 3.4.5 maintain and use ABCOTS' official corporate seal as instructed by the Region Board and Executive Committee;
- 3.4.6 notify persons of their appointment or election to offices, boards, task forces, committees, and other bodies of the ABCOTS Region; and
- 3.4.7 be a member of the Region Board and of its Executive Committee.

### 3.5 Treasurer

The Treasurer shall:

- 3.5.1 be the chief financial officer of the ABCOTS Region, receiving and holding in the Region office all monies and evidences of property owned by the Region, as committed to his/her care by the Region Board and reporting at least annually hereon to the directors of the Region as defined in Article V, Section 4 and Article VI, Section 1 of these By-laws;
- 3.5.2 be a member of ABCOTS Finance Committee;
- 3.5.3 be a member of the Region Board and of its Executive Committee; and
- 3.5.4 review periodically all vouchers issued for payment by the Region.

### 3.6 Executive Minister

The Executive Minister shall:

- 3.6.1 serve as the chief executive officer of ABCOTS and as “pastor” of the Region for an indefinite term;
- 3.6.2 be called by the Board of Directors after consultation with the General Secretary of ABC/USA. The vote shall be a secret ballot and election shall require a two-thirds affirmative vote by those present and voting. His/her tenure may be terminated upon recommendation of the Executive Committee, after consultation with the General Secretary of the ABC/USA, by a two-thirds affirmative vote by those present and voting in any regular or special meeting of the Board of Directors, with not less than 90 days written notice;
- 3.6.3 officially represent the Region except in functions reserved for itself by the Region Board or delegated by it to the president;
- 3.6.4 appoint and manage the support staff employees of the Region;
- 3.6.5 recommend to the Region Board the appointment of, and subsequently manage, all professional executive staff of the Region;
- 3.6.6 perform all duties detailed in the official position described and related performance standards for the ABCOTS Executive Minister as approved and/or amended by the Region Board or its Executive Committee;
- 3.6.7 serve as chief of staff and principal resource for the ABCOTS delegates, the Region Board and its Executive Committee; consult with all ABCOTS committees, task forces, and other bodies provided for in Article VI, Section 2 of the By-laws;
- 3.6.8 sign, along with the secretary, all legal documents as instructed by on behalf of the Region or its Executive Committee;
- 3.6.9 serve as treasurer of the American Baptist Mission Center, Incorporated; and
- 3.6.10 appoint, in consultation with the Region Board’s Executive Committee, the five American Baptist Mission Center Directors.

## **ARTICLE IX. MEETINGS**

### **Section 1. Time of Meetings**

The Region Board (the Directors) shall determine the time of the annual meeting of the ABCOTS delegates.

### **Section 2. Quorum for Meetings**

#### **2.1 Meetings for ABCOTS Delegates**

The quorum for meetings of delegates shall be as defined in Article V, Section 2 of the By-laws.

#### **2.2 Meetings of the ABCOTS Region Board**

The quorum for meetings of the Region Board shall be as defined in Article VI, Section 4 of the By-laws.

#### **2.3 Meetings of the Region Board Executive Committee**

The quorum requirement of the executive committee of the ABCOTS Region Board shall be 50% of the voting members plus one additional member.

#### 2.4 Meetings of Area Program Boards

The quorum for an ABCOTS Area Program Board shall be 50% of its members plus one additional member.

### **ARTICLE X OF THE ABCOTS REGION**

#### SECTION 1. Area Name

The name of each Area within the ABCOTS Regional shall include the words, “American Baptist Churches of the South.”

#### SECTION 2. Functions of Area Meetings

Each Area, when its delegates are assembled in meetings controlled by appropriate agenda, shall:

- 2.1.1 Elect the Area’s officers, the members of the Area’s Program Board, and the Area’s members to serve on the ABCOTS Region Board:
- 2.2 Consider for ratification or approval all actions, programs and priorities of the Area as recommended, or as previously taken or determined since the last Area annual meeting by its Program Board, committee, task forces and staff;
- 2.3 Communicate constituency opinions and offer guidance and direction for the Area’s officers, program board, committees, task forces and staff;
- 2.4 Provide inspiration, guidance and Christian fellowship for assembled delegates from the Area’s constituency of local congregations; and
- 2.5 Provide the ABCOTS Region Board with written minutes and reports from the Area meetings for recording in the Region Office.

#### SECTION 3. Area Officers

##### 3.1 Officers, Terms, Executive Committee

The officers of each Area shall be a moderator, a vice moderator, a secretary and a treasurer.

- 3.1.1 Each Area officer shall be elected at the Area’s annual meeting for a two year term. All two year terms must fall within the limits of such person’s elected terms on the respective Areas Board.
- 3.1.2 The Area Moderator and Vice Moderator shall not be eligible to succeed themselves in their respective offices. The secretary (and the treasurer) of the Area may be elected for up to three full terms.

##### 3.2 Functions of Area Officers

###### 3.2.1 Area Moderator

The Area Moderator shall:

- 3.2.1.1 Preside at the Area's annual and special meetings or appoint another Area officer to preside on a temporary basis;
- 3.2.1.2 Chair the Area Program Board;
- 3.2.1.3 Serve with a vote on ABCOTS's Region Board of Directors;
- 3.2.1.4 Act as the Area's official representative and as an official Region representative unless otherwise specified;
- 3.2.1.5 Be a member with vote on all Area task forces and committees;
- 3.2.1.6 Participate as appropriate in all program and workshops sponsored or facilitated within the Area by the ABCOTS Region Board and staff;
- 3.2.1.7 Be a key interpreter for support of all ABC/USA programs and workshops within the Area;
- 3.2.1.8 Facilitate and cultivate loyalty to Region programs and to fund-raising efforts for the ABC/USA Mission;
- 3.2.1.9 Establish term relationships with the ABCOTS Region Staff and with the other officers of the Area by attending meetings and participating in planning such meetings;
- 3.2.1.10 Report significant Area news to the Region office in a timely fashion;
- 3.2.1.11 Send a written annual report to the ABCOTS Region office by November first of each year;
- 3.2.1.12 Submit quarterly reports of the Area's news to the Region office;
- 3.2.1.13 Inform the Area Board and constituents of changes in ABCOTS Region priorities, policies and programs; and
- 3.2.1.14 Observe provisions of the ABCOTS By-laws and Articles of Incorporation related to administering the Areas of the Region.

### **3.2.2 Area Vice Moderator**

- 3.2.2.1 Chairs the planning for Area's annual meeting and other programs (AFC, etc.)
- 3.2.2.2 Function as acting Moderator in the Moderator's absence or when appropriately requested to do so;
- 3.2.2.3 Consult with Area program board, as needed, especially whenever the moderator is unable to perform his/her duties, continuing such functioning until the program board determines the Moderator is able to resume his/her duties.
- 3.2.2.4 Coordinate the Area's program activities.

### **3.2.3 Area Secretary**

The Area Secretary shall:

- 3.2.3.1 Prepare Minutes of all Area meetings of delegates, both annual and those specially called;
- 3.2.3.2 Prepare Minutes of all Area programs board meetings;
- 3.2.3.3 Prepare and distribute all required notices of annual and special Area meetings;
- 3.2.3.4 Inform persons of appointments to the program board, to committees, task forces, and other bodies of the Area as provided in Article VI, Section 2 of these By-laws; and
- 3.2.3.5 Sign with the Area Treasurer all checks issued by the Area.

### 3.2.4 **Treasurer**

The Area Treasurer shall:

- 3.2.4.1 Receive and record all funds received by the Area, transmitting a record of such funds to the ABCOTS Region office / ABC /USA office, reporting the same to the Area Program Board
- 3.2.4.2 Receive, distribute, and keep record of all funds collected and disbursed
- 3.2.4.3 Sign with the Area Secretary and another Area Officer all checks issued by the Area requiring at least (2) two signatures
- 3.2.4.4 Be a member of the Budget Committee
- 3.2.4.5 Review all vouchers issued for payment by the Area
- 3.2.4.6 Be a member of the Area Executive Committee
- 3.2.4.7 Shall present all financial records/files in an orderly binder to the Area auditing committee 30 days after closing of the Area fiscal year
- 3.2.4.8 Assist with Area annual meeting
- 3.2.4.9 Assist the Budget Committee (Executive Committee) in preparing the budget for the Area annually

### 3.2.5 **Assistant Treasurer**

The Assistant Treasurer shall:

- 3.2.5.1 Receive and record all funds received by the Area, transmitting a record of such funds to the ABCOTS Region office / ABC /USA office, reporting the same to the Area Program Board
- 3.2.5.2 Receive, distribute, and keep record of all funds collected and disbursed
- 3.2.5.3 Sign with the Area Secretary and another Area Officer all checks issued by the Area requiring at least (2) two signatures
- 3.2.5.4 Be a member of the Budget Committee
- 3.2.5.5 Review all vouchers issued for payment by the Area
- 3.2.5.6 Be a member of the Area Executive Committee
- 3.2.5.7 Shall present all financial records/files in an orderly binder to the Area auditing committee 30 days after closing of the Area fiscal year
- 3.2.5.8 Assist with Area annual meeting
- 3.2.5.9 Assist the Budget Committee (Executive Committee) in preparing the budget for the Area annually

## **Section 4. The Area Program Board**

4.1 Membership of the Board

4.1.1 Each Area program Board shall be composed of the members of the Area Executive Committee, the chairs of the Area task forces, committees, auxiliaries, cluster representative(s) where applicable, and ABCOTS Region Board members from the Area;

4.1.2 Representatives serving on the ABC/USA General Board who live within the area serve *asex officio* members.

4.1.3 At least two-thirds of the members of each Program Board shall be laity (of both genders) as well as youth.

4.2 Terms of Membership

4.2.1 Each elected member of an Area Program Board shall serve a two-year term and only succeed him/herself for one additional term.

4.3 Classes of Members

4.3.1 One-fourth of the Program Board's membership shall be elected annually.

4.4 Functions of the Program Board

Each Program Board of an ABCOTS Area shall:

4.4.1 Meet at least twice a year at times designated by the Area moderator;

4.4.2 Implement its Area's purpose through assisting each of its constituent congregations achieve greater effectiveness as an ABCOTS and an ABC/USA Cooperating Church;

4.4.3 Transact between annual meetings of Area delegates all Area business not otherwise provided for and such other business as may be referred to the Program Board by the delegates when convened in Area meetings;

4.4.4 Prepare and recommend program priorities to meetings of Area delegates;

4.4.5 Develop, with assistance from the ABCOTS Region Board and staff, area resources and programs for use by the Area's constituent congregations;

4.4.6 Fill any vacancies among the Area's members on the ABCOTS Region Board, including such vacancies as may be created by circumstances described in Article VI, Section 2.12 of these By-laws;'

4.4.7 Appoint an auditing committee to oversee the annual audit of the Area's funds and send a report to the ABCOTS Region board; and

4.4.8 Plan the Area's annual meeting of delegates.

**Section 5. Program Task Forces and Committees of the Area**

5.1 On recommendation of the Area Program Board or moderator, the Area shall create program task forces and committees to assist the work of achieving a Region or Area priority.

5.2 Each such program task force or committee shall meet at the call of its chairperson.

- 5.3 Membership on an Area program task force or committee shall include at least two persons who are each members of the Area Program Board, members of the Area staff, and/or persons with experience or expertise in the subject matter being considered.
- 5.4 Chairs of Area program task forces, committees, or other groups may be appointed for three year terms or until the work of their respective program task forces, committees, or groups is completed. No such chairperson shall be eligible to serve more than one full term.
- 5.5 The chair or vice-chair of a program task force or committee shall serve on the ABCOTS Region's corresponding committee or task force, if any.

## **Section 6. Area Committees**

### **6.1 Nominating Committee**

#### **6.1.1 Membership and Terms of Service**

The Nominating Committee's membership shall be five persons named by the Area Program Board; each member shall serve one term of three years.

#### **6.1.2 Functions**

Each Area Nominating Committee shall (a) prepare a slate of nominees for the Area Program Board, the Area's elected officers and its program task forces and committees and other designated groups and (b) nominate persons to fill the Area's vacancies on the Region Board.

### **6.2 Review and Evaluation Committee**

#### **6.2.1 Membership and Terms of Service**

The Review and Evaluation Committee's membership shall be five persons named by the Area Program Board upon recommendation of the Area nomination committee; members of this committee shall serve a term of three years.

#### **6.2.2 Functions**

The Review and Evaluation Committee shall submit a written evaluation report to the Area Program Board following the Area's annual meeting and perform such other functions as may be defined in the Standing Rules.

### **Expectations include:**

- ❖ Three days in November for Board Meeting, Baltimore, MD
- ❖ Spend 1-2 days at the Area Annual Meeting
- ❖ Attend ½ of the April Annual Meeting
- ❖ Participate in Area Program Board Meetings (2)  
Work with Churches in your locality

## **ARTICLE XI. MISCELLANEOUS**

**Section 1. ABCOTS Region Accounts**

All Region monies shall be kept in secured accounts under the control of the ABCOTS Region office, in accord with the Region’s fiscal policies and approved budget for any and all boards, auxiliaries, and other groups and/or entities (as provided *seriatim* in these By-laws and Standing Rules; e.g., Article VI, Section 2.6; Article VII; Article X, etc.) authorized by the Board to expend such monies. Each such entity shall forward all bills or statements to the Region office for payment by the ABCOTS treasurer.

**Section 2. Standing Rules**

Standing Rules of ABCOTS may be adopted, amended, or repealed by a majority of the votes cast by the directors at any special meeting called for that purpose or any regular meeting of the ABCOTS Region Board, provided that notice of any such proposed Standing Rule or any proposed amendment or repeal of any Standing Rule has been given to the directors either at least 30 days prior to the meeting at which such proposed Standing Rule, amendment or repeal is to be submitted, or at the meeting of the directors immediately preceding the meeting at which such proposed Rule, amendment or repeal is to be submitted. Each Standing Rule shall be consistent with these By-laws.

**ARTICLE XII. INDEMNIFICATION AND DISSOLUTION**

**Section 1.**

The members of the Board of Directors and its officers are accountable only to the Region. In all other respects, the Region shall indemnify and hold harmless, members of the Board of Directors and its officers.

**Section 2.**

Upon dissolution of the Region, the assets of the Region shall be distributed exclusively to its successor, if it qualifies as an organization recognized under the provision of Section 501© (3) of the current Internal Revenue code and its regulations, or if not qualified then to ABC/USA or its successor as an organization recognized under the provision of Section 501 © (3) of the current Internal Revenue code and its provision.



## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

### **Section 1.**

Each proposed amendment, proposal, or motion which shall affect the structure of the Region to be acted upon by the delegates in annual meeting, shall be presented in written Form to the Region Board and be recommended by a majority vote of the Board not later than 45 days before the annual or special session of the Region where the amendment, proposal, or motion is to be considered, except as provided in Section 4 (below).

### **Section 2.**

Notice of such recommended amendment, proposal or motion shall be publicized through a direct mailing to the congregations at least one month in advance of the annual or special session. The proposed amendment, proposal, or motion may also be publicized through other means approved by the Region Board.

### **Section 3.**

The adoption of an amendment, proposal or motion shall be by a two-thirds vote of the certified delegates present and voting.

### **Section 4.**

If the Region Board refuses to recommend a proposed amendment, proposal or motion, a petition signed by a majority of the certified delegates of three or more Areas legally assembled shall be sufficient to bring the proposed amendment, proposal, or motion up for consideration by the delegates at any annual or special session of the Region. (See Section 1.)

### **Section 5.**

In all situations not specifically covered by these By-laws, the most recent version of Robert's Rules of Order shall be used as a basis of parliamentary authority. Prior to each annual meeting, the President shall appoint a Parliamentarian.

### **Section 6.**

The final authority for the American Baptist Churches of the South rests with the voting members in annual or special session of the Region.

## **ARTICLE XIV. AMENDMENTS**

### **Section 1.**

These By-laws may be amended at any annual meeting of ABCOTS delegates or at any specially called meeting of delegates called for that purpose.

### **Section 2.**

Each proposed By-laws amendment must be presented to the ABCOTS secretary and be recommended by a majority vote of the Region Board not less than 45 days before the annual or special meeting of delegates at which the amendment is to be considered, except as provided in Section 5 of the Article XIV.

**Section 3.**

Notice of any appropriately recommended amendment shall be published through a direct mailing to ABCOTS constituent congregations and to ABCOTS Area Officers at least 30 days in advance of the ABCOTS meeting at which it is to be considered. The proposed amendment may also be published through other means approved by the Region Board in accord with these By-laws, the Standing Rules, and applicable law.

**Section 4.**

Adoption of any amendment to the ABCOTS By-laws will be by a two-thirds vote of the certified delegates to the meeting present and voting.

**Section 5.**

If the Region Board does not recommend a proposed amendment to an appropriate meeting of ABCOTS delegates, a petition signed by a majority of the certified delegates of three or more Areas legally assembled shall bring such proposed amendment before any annual or special meeting of ABCOTS delegates as set forth in Article V, Section 2 of these By-laws.

# ABCOTS STANDING RULES

## I. COMMITTEES AND TASK FORCES

The Region Board shall establish and maintain a Finance Committee, a Nominating Committee, a New Church Development Committee and such other special committees and task forces, as it deems appropriate.

Task forces and special committees shall be created by the Region Board when priorities are agreed upon. Each task force and special committee shall have a stated objective and time frames for completion. Each committee or task force automatically expires when the work is completed, unless its life is extended or shortened by a vote of the Region Board. Every effort will be made to include clergy, laity, and persons of both genders and all ethnic groups on each committee or task force, as appropriate.

## II. FINANCE COMMITTEE

1. The Finance Committee shall:
  - a. develop financial policies for the Region;
  - b. provide oversight for all financial matters within the Region;
  - c. prepare a proposed budget each year, based upon requests from various committees and divisions of work as recommended by the Executive Minister with a responsible projection of anticipate income;
  - d. present the proposed budget to the Region Board;
  - e. monitor work of the Treasurer and all budgeted expenditures;
  - f. consult with Executive Minister to reorder priorities and to provide leadership in capital funds campaigns;
  - g. insure that an annual review or audit is made by an independent CPA or auditing firm and present report to the Board and Annual Session;
  - h. make a determined effort to enhance the Region's financial status by advocating increased giving by local congregations, bequests and annuities, grants and programs; and
  - i. monitor administrative staff charged with accomplishing financial goals.

## III. NEW CHURCH DEVELOPMENT

The New Church Development Committee shall:

- a. recommend policies relating to church development in the Region;
- b. assist churches in developing effective structures for fulfilling the purposes of the Region concerning local development;
- c. give guidance on organizational matters such as charters, covenants, staff policies, committees, as well as on church boards and auxiliaries, such as deacons, trustees, women's clubs, etc.;
- d. seek to enhance the flow of services and communications between the local churches and ABCOTS and among member churches; and

- e. channel the services of American Baptist Churches agencies to constituent churches.

#### **IV. NOMINATING COMMITTEE**

The Nominating Committee shall:

- a. consist of five persons from the Area: one past moderator, one Area Region Board member, and three at-large members;
- b. confer in person, by telephone or mail to consider qualified clergy, laity, youth, men and women from throughout the Region for the office of president, first vice-president, second vice-president, secretary and treasurer;
- c. present nominations to executive committee and Region Board for consideration by the Region; and
- d. recommend interim officers in cases where vacancies occur between annual sessions.

#### **V. COMMITTEE ON REVIEW AND EVALUATION OF THE REGION**

A special committee on review and evaluation of the Region shall be charged with conducting a thorough review and evaluation of the work, structure and staff of the Region, the Area and the over-arching Region concept of administration. It shall be convened by the president of the Region with authority to name its own chairperson. Its membership shall include the immediate past president (if such person is unavailable, then other former presidents, the order being determined by the recentness of their tenure); one representative of each Area (as determined by the Area); a member of the national staff whose responsibilities include working with the Regions; and the ABCOTS Executive Minister. The committee shall conduct reviews and evaluations every five years.

#### **VI. OTHER COMMITTEES**

Other committees, such as Christian Education, Ecumenical Relations, Social Actions, etc. may be established and given specific goals, objectives, timetables and responsibilities as determined by the Region Board.

## **VII. QUALIFICATIONS, DUTIES AND RESPONSIBILITIES OF CLUSTER ASSOCIATES, AREA/CLUSTER REPRESENTATIVES AND COMMITTEE CHAIRPERSONS**

### **QUALIFICATIONS**

Persons who are elected or appointed to lead various committees, etc. shall possess the following qualifications:

1. must profess a belief in Jesus Christ as Lord and Savior and be a member (disciple) in good standing in an ABCOTS Area Church.
2. must be able to communicate effectively both orally and in writing.
3. must be able to build and enhance relationships between and among individuals and groups of individuals
4. must have a history of faithfulness and dedication to the work of the Church
5. must have the ability to relate well with persons without regard to gender, age, race, color, or disability.
6. must have the ability to work well with a team of other volunteers.

### **DUTIES AND RESPONSIBILITIES**

#### **Cluster Associates**

The Cluster Associate is to:

1. serve as liaison with cluster pastors, laypersons, and churches in interpreting and promoting the work of the ABC/USA, ABCOTS, and the Area;
2. recruit and help train retirees and volunteers
3. work cooperatively with other within as well as outside the cluster in connection with the planning and implementation of Area and cluster programs.
4. support and attend meetings within the Area cluster to enhance fellowship, communication and coordination.
5. acquire appropriate training and necessary expertise.
6. respond appropriately to expressed needs of cluster pastors and other church leaders.
7. take initiative to keep informed of events affecting ABCOTS and to share such information in a timely manner with pastors and congregations.

#### **Area/Cluster Representatives**

The Area/Cluster Representatives will work collaboratively with the Mission Chairperson to carry out the two primary objectives for the Area – mission interpretation and mission promotion.

The Area/Cluster Representatives are to:

1. work with Regional staff and the Area Program Board to encourage local churches to participate in ABC/USA missions. This includes the United Mission Basics, and the five annual special offerings (AFC, OGHS, WMO, RMMO, July Region Offering);
2. coordinate and promote, along with the Region staff person and the cluster associates, special events (such as the America for Christ rallies);
3. attend meetings of the Area Program Board when deemed necessary;

4. offer support and encouragement to visiting missionaries upon the request of the Regional staff;
5. perform other duties as requested by the Area moderator and Regional staff.

The Area/Cluster Representatives should

1. demonstrate a commitment to ABC/USA missions;
2. make every effort to be knowledgeable regarding ABC/USA missions;
3. be a member of an actively participating and mission supporting church;
4. be willing and able to commit the necessary time required for the position; and
5. be accountable to the local church, Area and Region.

### **Mission Chairperson**

The Mission Chairperson for the Area is a vital link between the Area Program Board and regional staff. The Mission Chairperson serves primarily as a facilitator and resource person for the Area in two key ways: (1) ABC/USA and ABCOTS Mission Interpretation and (2) Mission Promotion.

The Mission Chairperson is to:

1. work with Regional staff and the Area Program Board to encourage local churches to participate in ABC/USA missions. This includes the United Mission Basics, and the five annual special offerings (AFC, OGHS, WMO, RMMO, July Region Offering).
2. coordinate and promote, along with the Region staff person and the cluster associates, special events (such as the America for Christ rallies).
3. attend meetings of the Area Program Board when deemed necessary;
4. offer support and encouragement to visiting missionaries upon the request of the Regional staff;
5. perform other duties as requested by the Area moderator and Regional staff.

The Mission Chairperson should:

1. demonstrate a commitment to ABC/USA missions;
2. make every effort to be knowledgeable regarding ABC/USA missions;
3. be a member of an actively participating and mission supporting church;
4. be willing and able to commit the necessary time required for the position; and
5. be accountable to the local church, Area and Region.

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### **Christian Education Committee Chairperson**

The Christian Education Chairperson shall:

1. provide educational materials, references, or other services to the Area churches when requested;
2. conduct workshops and/or seminars with Area churches;
3. help Area churches define the role of Christian Education in their church setting;
4. increase the participation of Area church youth in the Oratorical Contest.

### **New Church Development Committee Chairperson**

The New Church Development Chairperson:

1. prepares the agenda and leads the meeting of the committee;
2. relates to the Region Board counterpart and the national offices of New Church Development;
3. obtains information and materials from ABC/USA and the ABCOTS Mission Center for sharing with Area constituency;
4. works closely with Steering Committees of newly formed congregations;
5. be aware of possibilities and encourage new inquiries for the establishment of new ABC congregations.

### **Youth Committee Chairperson**

The Youth Committee Chairperson is to:

1. contact the Area churches and ascertain the counterparts in the local churches;
2. obtain information and materials concerning youth events in the Area, ABCOTS, and ABC/USA;
3. appeal to all Area church youth leaders to encourage their youth to participate in the Area/Cluster meetings;
4. be a member of the Area Program Board and attend its meetings.

## **ABCOTS and its Auxiliaries: A Review and Reinforcement of Protocol, Policies, and Procedures**

### **COMMUNICATIONS**

#### **GENERAL POINTERS FOR ABCOTS AREA/AUXILIARY SECRETARIES**

1. The Area moderator/Auxiliary president is responsible for its operation; therefore, the secretary will receive assignments/directions not included in the bylaws from the moderator/president and should submit all work products directly to him/her for approval before distributing them.
2. Arrive at meeting room at least 10-15 minutes before the announced start time.
3. Always bring copies of the following documents to meetings: official membership roll, existing committees, bylaws, standing rules, relevant correspondence, and recent minutes.
4. The secretary can have limited (if any) input during meeting discussions. It is important to capture most of what is said and to identify the speaker. Not everything in your notes will end up in the minutes, but you may need to refer to more substantive notes in order to settle an issue. Don't hesitate to use a tape recorder if you feel comfortable doing so.

### **MEETING MINUTES**

- Are an official record of the meeting.

- Should generally include only what was done, not what was said.
- Should include exact wording of motions and amendments as they stood when finally voted on.
- Consist of the following elements:
  - (1) Header
  - (2) Opening paragraph
  - (3) Body paragraphs (by topic and/or agenda item)
  - (4) Last paragraph
  - (5) Signature
- Should clearly state all motions, including the names of the person making the motion and the person who seconded the motion.
- Should state the exact amounts approved in financial matters, or state “not to exceed the amount previously budgeted”.
- Should be submitted to the Region office no later than 30 days after the meeting ends.
- The minutes should indicate the time of adjournment.
- The minutes should contain the written signature of the person taking the minutes.
- The minutes should indicate the location, date, opening time, and name of the person presiding.

## **VIII. PROCEDURES FOR AMENDING AND ADOPTING THESE STANDING RULES**

These Standing Rules may be amended by a majority of those voting members present at the Region Board meeting, provided a written notice of intention to amend has been sent to each Board Member at least 30 days in advance of the time of the meeting where the action is to be taken, or has been presented in the previous meeting of the Board. Such rules shall be adopted by the Region Board.



# AMERICAN BAPTIST CHURCHES OF THE SOUTH

## DEFINITIONS

**Annual Meetings:** The yearly scheduled gathering of cooperating churches for the purpose of worship, growth, fellowship, communication and for conducting the business of the Region.

**Area:** Geographical location for assignments of cooperating churches.

**Auxiliary Organizations:** Groups, which are inter-region in nature, but complementary to the Region's purposes and programs.

**Commissions:** Groups of persons responsible for carrying out Region ministries specifically assigned to them.

**Cooperating Churches:** Member congregations in good standing.

**Delegates:** Representatives from cooperating churches of the Region who are entitled to vote at an annual meeting or area meeting.

**Executive Committee:** Region Board officers who are responsible for carrying out the work of the Region between annual meetings.

**Executive Staff:** The Executive Minister, Area Minister, Minister of Mission Development, and other professional staff persons as deemed necessary.

**Program Board:** The group in each Area consisting of the Area officers and committee chairpersons who are responsible for overseeing programming within the Area.

**Region:** The American Baptist Churches of the South (ABCOTS).

**Region Board:** The group composed of the area-elected members; General Board members of the ABC/USA from the Region; officers; region-elected members; and the presidents of related organizations responsible for conducting business for the Region between annual and special meetings.

**Related Organizations:** Organizations of people from the cooperating churches which further the mission of the Region and give tangible evidence of supporting the Region's purpose and programs.

**Task Force:** A group formed for a specific objective that is determined by the appointing group and is usually achievable within a short period of time and is non-recurring and narrow in scope. The task force membership is determined by the president of the Region in concert with the Executive Committee.