

BYLAWS OF AMERICAN BAPTIST CHURCHES OF THE WEST

ARTICLE 1 – NAME AND PRINCIPAL OFFICE

- 1.1 The name of this corporation is AMERICAN BAPTIST CHURCHES OF THE WEST, hereafter referred to as “ABCW.” ABCW is a voluntary association of Baptist churches, auxiliary organizations and related organizations in northern California and northern Nevada and such other churches as may apply and be accepted.
- 1.2 The principal office for the transaction of business activities and affairs of ABCW is located at Bishop Ranch 6, 2420 Camino Ramon, Suite 140, San Ramon, CA 94583. The location of the principal office may be changed by action of the Board of Directors.

ARTICLE 2 – PREAMBLE

- 2.1 ABCW exists to plant new churches, resource existing ones and perform services that meet their needs, in order for member churches to succeed in evangelism and mission.
- 2.2 Fundamental to ABCW is the autonomy of individual churches to assess their own needs and the needs of the population they serve, and to embrace a unique, spirit-led vision in doing their part to fulfill the Great Commission (Matthew 28:19-20) and the Great Commandment (Matthew 22:36-39) in a manner which is consistent with the Great Criteria (Matthew 25:31-46) of Jesus Christ, these bylaws, the Covenant of Relationship and the policies and procedures of ABCW.
- 2.3 ABCW has entered into a voluntary covenant of relationship with other parties in the American Baptist Churches in the U.S.A. (ABC/USA). Member churches of ABCW have the opportunity and option of relating to the American Baptist Churches in the U.S.A.
- 2.4 This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 – MISSION

- 3.1 ABCW is an evangelical mission agency, committed to orthodoxy in its theological stance and to the historic Baptist confessions of faith.
- 3.2 The mission of ABCW is to grow healthy churches. The vision of ABCW is for each member church to fulfill the mandate of the Great Commission, Great Commandment and the Great Criteria of Jesus Christ and become, in the words of Paul, a church

“...healthy and growing and full of love.” (Ephesians 4:16, as translated in the Living Bible version.)

- 3.3 ABCW, as an expression of the church of Jesus Christ, (1) shall provide services to the local congregations and sub-regional groupings and (2) shall provide a channel through which local congregations shall discharge their wider mission to ABCW, and to all the world, a mission which stems from the obligation to declare and to make effective in all areas of life the Lordship of Jesus Christ.

ARTICLE 4 – AUTHORITY AND INDEMNIFICATION

- 4.1 The ultimate authority within ABCW rests with the delegates from member congregations in covenant with ABCW.
- 4.2 ABCW shall indemnify any Board Member, employee or agent of this Corporation for liability incurred by such person in the appropriate exercise of his or her duties with respect to the corporation pursuant to Section 5238 of the California Corporations Code or any successor statute.

ARTICLE 5 – MEMBERSHIP

- 5.1 **CONSTITUENCY** – The membership of ABCW shall be congregations, auxiliary organizations and related organizations that cooperate in the mission of ABCW and that have applied and been accepted into membership. Member congregations shall be categorized as either “Cooperating Churches” or “Affiliating Churches” according to the following criteria:
 - 5.1.1 Cooperating Churches shall be those member congregations that cooperate in the mission of ABCW as stated in Article 3, abide by the ABCW Covenant of Relationship, and are also Cooperating Churches of ABC/USA.
 - 5.1.2 Affiliating Churches shall be those member congregations that cooperate in the mission of ABCW as stated in Article 3, abide by the ABCW Covenant of Relationship, and are not Cooperating Churches of ABC/USA.
 - 5.1.3 A member congregation may change from a Cooperating Church to an Affiliating Church (or the reverse), subject to the approval of the ABCW Board of Directors, by reapplying for membership with the new status.
 - 5.1.4 The Board of Directors shall have the authority to review applications and grant membership to any auxiliary organization or related organization which is regional in scope, seeks affiliation with ABCW, and shall have given evidence of support of ABCW’s purpose and program.

5.1.5 Only voting delegates from Cooperating Churches of ABC/USA and the Board of Directors shall be able to vote on matters relating to the Covenant of Relationships between ABCW and ABC/USA or the election of ABC/USA General Board members.

5.2 INCLUSION OF MEMBER CONGREGATIONS, ETC.

5.2.1 The Board of Directors shall review applications and grant membership to congregations seeking membership with ABCW.

5.2.2 Each congregation applying for membership must agree to abide by the ABCW Covenant of Relationship. (Amendments to the Covenant of Relationship must follow the same procedures as amendments to the ABCW bylaws).

5.3 DISCIPLINE OF MEMBERS

5.3.1 The Board of Directors shall have the authority to discipline a member, in accordance with ABCW policies and procedures.

5.4 TERMINATION OF MEMBERSHIP

5.4.1 The Board of Directors, upon a two-thirds vote, may dismiss a member for failure to abide by the criteria listed in Article 5.2.2. Additionally, any member congregation may voluntarily withdraw from membership, upon written notice to the Board of Directors.

5.5 APPEAL

5.5.1 An appeal process for a disciplined or dismissed member shall be provided by the Board of Directors and maintained in the ABCW policies and procedures.

ARTICLE 6 – MEETINGS OF THE MEMBERSHIP

6.1 ANNUAL MEMBERSHIP MEETING

6.1.1 The annual membership meeting of ABCW will be held in the fourth quarter of each calendar year, at a date, time and location to be determined by the Board of Directors. At least 60 days notice of the Annual Meeting will be given to members in official publications of the Region or in specific mailings.

6.2 SPECIAL MEMBERSHIP MEETINGS

6.2.1 The Board of Directors or 20% or more of the members may call a special meeting of the membership of ABCW. A special meeting of the membership, called by other than the

Board of Directors, shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the Chairperson of the Board or to the Executive Minister, who shall cause notice in writing to be given promptly to the members, stating that a meeting will be held at a time and place specified by the Board, provided that the meeting shall be held no less than thirty and no more than 120 days from the date of notice.

6.3 QUORUM

6.3.1 A quorum shall consist of 15 percent of the eligible delegates from member churches who must also come from at least four (4) of the sub-regional groupings as defined in Article 9. The delegates present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, even if enough delegates have withdrawn to leave less than a quorum, if any action taken is approved by at least a majority (or other percentage required by a specific vote) of the members required to constitute a quorum.

6.4 DELEGATES

6.4.1 Each member congregation meeting the following requirements:

- Active membership – reported in Annual Report and submitted to the ABCW Region Office
- Must be a giver of record to ABC Missions shall be entitled to
 - 3 delegates per church
 - plus 1 additional per 100 to a maximum total = 12

Non-reporting churches, if they are a giver of record to ABC Missions, will be given 3 delegates.

6.4.2 Each member of the Board of Directors shall be an ex-officio delegate in addition to delegates enumerated in 6.4.1..

6.4.3 Each delegate present at an annual or special meeting shall have one (1) vote.

6.4.4 Absentee and/or proxy votes are not allowed.

ARTICLE 7 – OFFICERS

7.1 OFFICERS – The officers of ABCW shall be the Chairperson of the Board, Secretary, Treasurer, and the Executive Minister.

7.2 TERMS OF OFFICE – The officers, with the exception of the Executive Minister, shall be elected by a majority vote at the annual meeting for a two year term, or until their successors are elected and qualify. These elected officers, with the exception of the Chairperson, shall be eligible for no more than three consecutive full or partial terms.

The Executive Minister shall serve at the pleasure of the Board of Directors. The Chairperson shall serve for no more than two consecutive full terms and the candidate must be a member of the board to be eligible to serve as Chairperson.

- 7.2.1 The election of the Executive Minister shall require an affirmative vote of 2/3 of the Board of Directors at a regular or special meeting called for that purpose.
- 7.2.2 The dismissal of the Executive Minister shall require the affirmative vote of a majority of the directors then holding office.

7.3 DUTIES

7.3.1 Chairperson of the Board

- Chair the meetings of the membership of ABCW or appoint a person to do so in his/her place.
- Chair the meetings of the Board of Directors or appoint a person to do so in his/her place.
- Represent ABCW.
- May be an ex-officio member of any team or committee reporting to the Board. Attend the biennial meeting of ABC/USA with travel expenses paid by ABCW.
- Sign legal documents as instructed by the Board.

7.3.2 Executive Minister

- Serve as Primary Vision Caster for ABCW and exercise primary supervision, direction and control over ABCW's activities and affairs.
- Serve as Senior Consultant for the ABCW Resource Center.
- Serve as Chief Executive Officer
- Represent ABCW.
- Sign legal documents as instructed by the Board.
- Provide for an Annual Report of the Region's work to the Constituency.

7.3.3 Secretary

- Keep or cause to be kept accurate minutes of all meetings, proceedings and actions of the annual membership meeting, special membership meetings and of the Board of Directors.
- Keep the seal of the corporation and use it as instructed by the Board.
- Sign legal documents as instructed by the Board.
- Give notice of all meetings of the members and of the Board of Directors in a manner consistent with these bylaws and with ABCW's policies and procedures.

7.3.4 Treasurer

- Periodically review procedures to ensure that the following are accomplished (unless otherwise designated in operating procedures adopted by the Board):

- 1) That all funds and securities of the corporation are provided adequate custody and that all such funds in the name of the corporation are deposited in such banks, trust companies, or other depositories as shall be selected by the Board.
- 2) That monies due and payable to the corporation from any source whatsoever are collected and received and that proper receipts are given.
- 3) That the funds of the corporation are disbursed as directed by the Board, and that proper vouchers are provided for such disbursements.
- 4) That adequate and correct accounts of the corporation's properties and business transactions, including amounts of its assets, liabilities, receipts, disbursements, gains and losses are maintained.
- 5) That the books of account and financial records are available to any director of the corporation, or to his agent or attorney, on request therefor, at reasonable times and places.
- 6) That a complete and accurate account of any or all transactions as Treasurer, and of the financial condition of the corporation, is rendered to the Chairperson of the Board, Executive Minister and directors, upon request, but not less than annually.
- 7) That the financial statements to be included in any required reports are prepared and certified as needed, but not less than annually.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

7.4 REMOVAL AND RESIGNATION

- 7.4.1 Any officer may be removed for cause by a majority vote of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

7.5 VACANCIES

- 7.5.1 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices appointed at the discretion of the Board may be filled as the Board shall determine.

7.6 COMPENSATION

- 7.6.1 The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for ABCW.

ARTICLE 8 – BOARD OF DIRECTORS

8.1 MEMBERSHIP

- 8.1.1 ABCW's Board of Directors shall consist of:
- The officers of ABCW.
 - Members of ABCW member congregations who are representatives to the General Board of ABC/USA.
 - One member selected to represent each of the sub-regional groupings as defined in Article 9.
 - No more than five members-at-large, chosen on the basis of spiritual gifts, skills or experiences that will benefit the Board, with no more than two (2) from any single sub-regional grouping.
- 8.1.2 Directors will be elected by a majority vote of the delegates present at an annual or special meeting.

8.2 QUALIFICATIONS

- 8.2.1 Each director must:
- Be a participating member in good standing of an ABCW member congregation.
 - Support ABCW's vision, mission and values.
 - Support ABCW's leadership.
 - Commit to attending all regular and special meetings of the Board of Directors.

8.3 DUTIES AND RESPONSIBILITIES

- 8.3.1 The Board will provide broad parameters, resources, and sound financial management for the accomplishment of ABCW's mission, and:
- Transact any business as may be referred to the Board at an annual or special meeting.
 - Hire, receive the resignation of, or terminate employment of the Executive Minister and appoint an Interim or Acting Executive Minister when the position becomes vacant in accordance with article 7.2.
 - Adopt, amend and repeal ABCW policies and procedures.
 - Assist, encourage and support the accomplishment of ABCW's mission.
 - Adopt ABCW's annual budget.

- Receive and review reports from ABCW teams and committees.
- Authorize capital funds campaigns.
- Fill any vacancies on the Board, when they occur, maintaining the proper makeup of representation.
- Maintain oversight of property of every kind owned by ABCW.
- Transact any business as may be referred to the Board at an annual meeting or special meeting and any other business as may properly come before the Board.

8.4 TERMS OF OFFICE

8.4.1 Elected Directors shall hold office for two years or until their successors are elected and qualify. Elected Directors shall be eligible for no more than three consecutive full or partial terms. The one exception is the Elected Chairperson of the Board that may serve for no more than two consecutive full terms.

8.5 COMMITTEES

8.5.1 The Board of Directors, by resolution adopted by a majority of Directors present, may establish committees consisting of no less than three (3) members and delegate such portions of their authority as they may desire with the exception of the hiring or termination of employment of the Executive Minister, amending, repealing or adopting bylaws, or approving any contract or transaction in which ABCW is a party and in which a director has a material financial interest. Committee members need not be members of the Board.

8.5.2 The committees of the Board of Directors shall meet as directed by the Board.

8.6 MEETINGS OF THE BOARD OF DIRECTORS

8.6.1 The Board of Directors shall meet at least once each calendar quarter; one such quarterly meeting may coincide with the annual membership meeting.

8.6.2 Written notice of meetings of the Board shall be given 14 days in advance.

8.6.3 A quorum for meetings of the Board of Directors shall be a majority of the members of the Board.

8.6.4 Any act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. The directors present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, even if enough directors have withdrawn to leave less than a quorum, if any action taken is approved by at least a majority of the directors required to constitute a quorum.

- 8.6.5 Special meetings may be called by the Chair or Executive Minister or upon petition to the Chair or Executive Minister or upon petition to the Chair by 20% of the Directors. Notice of special meetings called will be given 14 days in advance of the meeting with the business of the meeting stated in the notice.
- 8.6.6 Telephonic meetings are permitted with 7 days notice of the time of the meeting, with the business of the meeting stated in the notice.

8.7 REMOVAL AND RESIGNATION

- 8.7.1 Any director may be removed for cause by the Board of Directors, at any time. Any director may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 9 – SUB-REGIONAL GROUPINGS

- 9.1 ABCW will relate to its constituency through at least six sub-regional groupings of member congregations as determined by the Board of Directors. Each such sub-regional grouping will have a representative on the Board of Directors. The ABCW Nominating Committee shall select an individual representative for each sub regional grouping. If a sub-regional director is removed or resigns the replacement member will come from the same sub-regional grouping.
- 9.2 Each sub-regional grouping will shape its ministry consistent with the mission, vision, and values of ABCW.

ARTICLE 10 – PARLIAMENTARY AUTHORITY

- 10.1 In all circumstances not specifically covered by these bylaws, the most recent revision of Robert's Rules of Order shall be used as the basis of parliamentary authority. The Chairperson of the Board of Directors shall appoint a parliamentarian prior to each annual or special meeting of the membership.

ARTICLE 11 – DUE NOTICE

- 11.1 Any proposed resolutions or motions which affect the structure or basic practices or policies of this organization to be acted upon by delegates in annual or special meetings must be presented in written form to the Board not less than (60) days prior to the meeting at which the proposed resolution or motion is to be considered and acted upon.

ARTICLE 12 – AMENDMENTS

- 12.1 These bylaws may be amended at any annual or special meeting of the membership. Each proposed amendment must be presented to the Board of Directors not less than one hundred and twenty (120) days prior to the annual or special meeting at which such proposed amendment is to be considered and acted upon.
- 12.2 Notice of a meeting at which a change in the bylaws will be considered shall be given through direct mailing to member congregations at least sixty(60) days in advance of such meeting.
- 12.3 An affirmative vote of a two-thirds majority of delegates present is required for passage of amendments to the bylaws, except that amendments to Article 2.3 altering the voluntary covenant of relationship with other parties in the American Baptist Churches in the U.S.A. shall require an affirmative vote of a three-fourths majority of delegates present from the member churches which choose to relate to both ABCW and ABC/USA.

ARTICLE 13 – IRC 501(C)(3) TAX EXEMPTION PROVISIONS

13.1 LIMITATION ON ACTIVITIES

- 13.1.1 No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

13.1.2 Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

13.2 PROHIBITION AGAINST PRIVATE INUREMENT

13.2.1 No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

13.3 DISTRIBUTION OF ASSETS

13.3.1 Upon the dissolution of this corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Christian exempt organizations organized and operated exclusively for like faith, mission and purpose and that are tax exempt under Internal Revenue Code Section 501(c)(3). Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 14 – CONSTRUCTION AND TERMS

14.1 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

14.2 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

14.3 All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

14.4 All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adopted: 1/24/70

Revised: 10/23/71; 10/21/72; 10/19/74; 10/18/75; 10/22/77; 10/20/84; 10/28/89;
10/27/90; 10/23/93; 12/14/95; 01/21/01; 11/16/01