

OFFICIAL NOTICE #1 OF FUTURE PROPOSAL TO 2018 CHURCH DELEGATES TO THE ANNUAL MEETING

INTRODUCTION TO GOVERNANCE CHANGES

“And no one puts new wine into old wineskins; otherwise, the wine will burst the skins, and the wine is lost, and so are the skins; but one puts new wine into fresh wineskins.”

Mark 2:22

As many of our own churches have experienced, ABC Wisconsin has faced circumstances in which ***the formal ways we organize are no longer relevant and/or functional.*** [These formal ways are defined in our legally-binding and governing institutional documents: Articles of Incorporation & Bylaws].

Examples of irrelevance/dysfunction (this is not a full list):

1. Our Board of Managers must include representatives appointed by associations, yet most of our associations no longer communicate or meet due to varying reasons.
2. Our commissions (or small groups that take lead in some of our region’s ministry and missional efforts) require a defined number of elected people. Few people respond to the invitation to participate in the region-wide nomination process, and it is becoming harder to find people interested in and available for these service opportunities.

Giving energy to maintain a structure that no longer looks like our reality or matches our mission efforts has resulted in low morale, poor stewardship of people’s time and talents, and missed opportunities for dynamic gospel work.

Region leadership has already been trying to understand and address this reality using varying approaches. Some changes are already in place, and ***now is the time for “new wineskins” to hold the “new wine”*** – a new organizational structure that supports the way we are pursuing mission today and for the foreseeable future. [reference to Mark 2:22]

The following pages outline ONE of the ways we are addressing the challenges. The Governance Task Force has taken on the work to ***redefine our formal ways of organizing through revisions to our Articles of Incorporation and Bylaws.***

Included in this packet:

- Rationale for governance re-structure and goals for the new design
- Proper process to make changes to our official governance documents
- Overview of proposed changes
- Revised Articles of Incorporation and Bylaws, pending approval of proposed changes

Members of the Governance Task Force:

Elected: Eric Lundquist, David Perkins, Karen Sundland, Chakravarthy Zadda

Ex-officio: Delight Antos; *Staffed by:* Marie Onwubuariri, Carolyn Dugan, John Jones IV

AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.
BOARD OF MANAGERS PROPOSAL TO THE
DELEGATES AT THE 2018 ANNUAL MEETING
INFORMED BY THE WORK OF THE GOVERNANCE TASK FORCE

*Rationale for Governance Re-structure and
Overview of the Proposed Changes to the ABC/WI
Articles of Incorporation and Bylaws*

The Governance Task Force (GTF), by election at the 2017 Annual Meeting and appointment of the Board President, is fulfilling its duty under the ABC/WI Strategic Plan of 2017-2020 of providing a proposal for a revised regional structure because of discerned stagnancy and/or stunted functionality in the Board of Managers (the Board), associations, commissions, and committees.

Following are two categories of goals that the GTF distilled from the various input sources to this process and highlights of proposals toward these goals:

- Goal set #1: A dynamic organization made up of people who are eager to engage regional ministry and able to contribute value-added through their talents, expertise, and energy, and that functions as a multi-directional training model for shared leadership for employed and volunteer personnel.
 - An intentional approach to recruitment, development, and accountability of diverse volunteers
 - A move away from one-year term representative seats on the Board and nominating committee
 - A move away from formal definition of Associations and their related responsibilities
 - Increased expectations, accountability, and opportunity for leadership of the Board across region ministries and mission
- Goal set #2: A leaner Board and more flexible framework that enables the Region to nimbly serve our member churches and related ministers, to better collaborate with mission partners and stakeholders, and to responsibly adjust with new or changing circumstances and opportunities
 - All-elected Board of 15 members down streamlining from a board of 21 members.
 - Representation from Affiliated Bodies (ABWM, ABMen, Ministers Council) more appropriately placed in commissions
 - Personnel on regional committees and commissions need not be elected at annual gatherings
 - Addition of “Collaboratives,” allowing input from stakeholders beyond local members churches
 - Built in expectations of forward-thinking and generative engagement of the Board

While building on the solid foundation laid and nurtured by former Board members, region staff, and volunteers, these proposed changes to the organizational framework is a good-faith first step, knowing the actuality of these goals will require implementation and grace-filled refinement as we continue “together living faithfully through Christ today.”

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**AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.
 RESTATED ARTICLES OF INCORPORATION
 PROPOSED AMENDMENTS AS OF 6/19/2018**

To be presented at the 2018 Annual Meeting and voted upon at the 2019 Annual Meeting

Procedure to amend the Articles of Incorporation according to current version:

ARTICLE XIV: AMENDMENTS

These restated articles may be amended at any regular meeting of the ABC/WI by a three-fourths vote of the voting delegates present. Proposed amendments must be presented at a previous annual meeting OR been approved by a two-thirds vote of those present at any regular meeting of the Board of Managers. Written notice of the proposed amendment must have been given at a previous regular meeting of the Board of Managers. All amendments must be published in two successive issues of The Wisconsin Baptist prior to a vote of the delegates.

Procedure: 1. Amendments are being sent out with the August, September, and October 2018 Wisconsin Baptists; 2. are being presented at the 2018 ABC/WI Annual Meeting to the delegates; 3. will again be sent out with Summer and September 2019 Wisconsin Baptists; 4. will be presented for vote by the delegates at the 2019 ABC/WI Annual Meeting.

Note: Any concerns or changes from the 2018 delegates must be communicated to the Governance Task Force by October 29, 2018 in order to be considered before the 2019 vote.

GENERAL REVISIONS:

- General grammatical, punctuation, word and abbreviation usage – nothing to change meaning or intended content
- Formatting changes to titles and spacing to make document more consistent and concise

SPECIFIC PROPOSED AMENDMENTS:

Line	Location	Proposed Amendment	Comment
10-11	Art.I:Name	- Added required text regarding incorporation in State of Wisconsin	- Wi. Statutes section 181.0202 (1)(b)
26	Art.V: Agent	- Change title to “Regional Executive Minister” - Remove actual name of Agent	- Reflects current job title - Actual REM’s name is registered with WI Dept. of Financial Institutions.
32-34	Art.VII:Board of Managers	- Reworded for clarity - Eligibility of Board members will be described in the bylaws - Term “good standing” removed	- Proposal seeks to remove the ambiguity of emphasis on good standing status of individual and/or member church. Clarity is more appropriately placed in the bylaws.
37-40	Art.VIII: Membership	- Correct language to more appropriately describe members as <i>churches</i> as opposed to <i>individuals</i> , which is more consistent with ABC polity and standing rules	- Affiliation with ABCUSA nor <i>cooperating church criteria</i> is referenced in current articles, but is foundational to who we are and how we function
42-46	Art.VIII: Membership	- This section is an addition, with the intent to define expectations of member churches	- This is an alternate to the currently undefined usage of the term “good standing”
50-52	Art.IX: Officers	- Revised title of REM; clarified language	
99-106	Art.VIII: Membership Section 2	- Propose to move definition of annual meeting delegates to the bylaws	- Moved to Proposed Bylaws Article V. Annual Meeting Section 2 Delegates

1 **AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.**
2 **RESTATED ARTICLES OF INCORPORATION**

3
4 **NOVEMBER 1, 2014** *(would need revision date after the vote, tentative October 12, 2019)*
5

6 **ARTICLE I: NAME**

7 The name of the corporation shall be the American Baptist Churches of Wisconsin, Inc.,
8 hereinafter referred to as ABC/WI, formerly known as Wisconsin Baptist State Convention.
9 These restated Articles shall supersede and take place of the existing Articles of Incorporation
10 and Amendments thereto. ABC/WI is incorporated under Wisconsin Statutes and Annotations,
11 Chapter 181.
12

13 **ARTICLE II: DURATION**

14 Period of existence shall be perpetual.
15

16 **ARTICLE III: MISSION STATEMENT**

17 ABC/WI is a fellowship of persons, churches and organizations drawn together in the love of
18 God as known in Jesus Christ. We affirm our diversity of culture, gender, and theological
19 perspectives as gifts for ministry. We covenant to share the gospel of Christ, encourage each
20 other in our faith, and share our resources in witness and mission.
21

22 **ARTICLE IV: LOCATION**

23 Address of the principal office is 15330 Watertown Plank Road, Elm Grove, Wisconsin 53122.
24

25 **ARTICLE V: AGENT**

26 The registered agent is the Regional Executive Minister of ABC/WI.
27

28 **ARTICLE VI: AGENT'S LOCATION**

29 Address of registered agent is 15330 Watertown Plank Road, Elm Grove, Wisconsin 53122.
30

31 **ARTICLE VII: BOARD OF MANAGERS**

32 The affairs and business of ABC/WI shall be managed by its directors, also known as the
33 Board of Managers, hereinafter referred to as the Board. The eligibility, number, and terms of
34 directors shall be fixed by the bylaws, but there shall not be less than three directors.
35

36 **ARTICLE VIII: MEMBERSHIP PROVISIONS**

37 **SECTION 1:** Membership of ABC/WI shall be composed of American Baptist Churches who
38 have been received through an intake process of the Board, in accordance with the
39 Cooperating Church guidelines set forth by the denomination of affiliation, which shall be the
40 American Baptist Churches USA.
41

42 **SECTION 2:**

- 43 a. Active churches are those who annually attempt to meet at a minimum four of the five
44 criteria for Cooperating Churches.
45 b. Member churches may be placed on an inactive list by the Board if active church criteria
46 are consistently not met.
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ARTICLE IX: OFFICERS

Officers of ABC/WI shall be President, Vice President, Treasurer, and Secretary. The Secretary position shall be filled by the Regional Executive Minister of ABC/WI. Their duties shall be defined as set forth in the bylaws.

ARTICLE X: PURPOSE

This corporation is organized exclusively for charitable, religious, and educational purposes, including distribution of funds to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or of corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI: NON-PROFIT STATUS

No part of the net earnings of the corporation shall be used for the benefit of, or be distributable to, its members, trustees, officers, or other private persons; however, the corporation shall be authorized or empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article X.

ARTICLE XII: TAX EXEMPT

No substantial part of the activities of the corporation shall include lobbying, or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. This corporation shall not be involved in any activity that is contrary to the following federal laws governing tax exempt organizations:

- a. Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
- b. Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII: DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Managers shall:

- a. Pay or make provision for the payment of all the liabilities of the corporation.
- b. Dispose of all assets of the corporation to such qualifying tax-exempt organizations that operate exclusively for charitable, educational, or religious purposes, as the Board of Managers shall determine. Any remaining assets shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located.

ARTICLE XIV: AMENDMENTS

These restated articles may be amended at any regular meeting of the ABC/WI by a three-fourths vote of the voting delegates present. Proposed amendments must be presented at a previous annual meeting **OR** been approved by a two-thirds vote of those present at any regular meeting of the Board of Managers. Written notice of the proposed amendment must have been given at a previous regular meeting of the Board of Managers. All amendments must be published in two successive issues of The Wisconsin Baptist prior to a vote of the delegates.

98 **ARTICLE VIII** – *proposed to revise and move this section to Bylaws*

99 **SECTION 2**

- 100 a. ~~Voting delegates at the annual meeting of ABC/WI shall be: Officers and members of the~~
101 ~~Board of Managers, Pastors of ABC/WI churches, and voting delegates from ABC/WI~~
102 ~~churches.~~
- 103 b. ~~Voting delegates shall consist of: Two members from each church and an additional~~
104 ~~delegate for each fifty members, or any major fraction of fifty, above the first one hundred.~~
- 105 c. ~~Voting delegates shall be required to register at the annual meeting of the ABC/WI prior to~~
106 ~~the business session.~~

**AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.
BYLAWS**

PROPOSED AMENDMENTS AS OF 6/20/2018

To be presented at the 2018 Annual Meeting and voted upon at the 2019 Annual Meeting

Procedure to amend the Articles of Incorporation according to current version:

ARTICLE XIII: AMENDMENTS

These bylaws may be amended or repealed by a two-thirds vote of duly qualified delegates present and voting at any annual meeting of the ABC/WI. Proposed amendments shall be recommended by the Board of Managers, and published in two successive issues of The Wisconsin Baptist.

Procedure: 1. Amendments approved by the Board are being sent out with the August, September, and October 2018 Wisconsin Baptists; 2. are being presented at the 2018 ABC/WI Annual Meeting to the delegates; 3. will again be sent out with Summer and September 2019 Wisconsin Baptists; 4. will be presented for vote by the delegates at the 2019 ABC/WI Annual Meeting to coincide with the vote of proposed changes to the Articles of Incorporation.

Note: Any concerns or changes from the 2018 delegates must be communicated to the Governance Task Force by February 1, 2019 in order to be considered before the 2019 vote.

GENERAL REVISIONS:

- General grammatical, punctuation, word and abbreviation usage – nothing to change meaning or intended content
- Formatting changes to numbering, titles, spacing, and terminology to make the document more consistent and concise
- The above changes are **not** repeated in the details below.

SPECIFIC PROPOSED AMENDMENTS:

Line	Location	Proposed Amendment	Comment
<i>Articles I-III in current bylaws referring to Board and Officer matters have been re-arranged. This proposal moves all Board-related info into Article I, several sections. See below for details.</i>			
7-10	Art I:Board Section I – Membership (¶1)	- Decreased number of voting members from 21 to 15 and changed the wording to simplify the description of the membership of the Board into officers and at-large voting members and non-voting ex-officio.	- Change from current model of mixed elected & representative model [associations & affiliated ministries]
11-16	Art I:Board Section I – Membership (¶2)	- Added a paragraph about the commitment to elect a Board reflective of the breadth of diversity of the ABC/WI constituency	- Though this region has functioned oftentimes from this value, adding this verbiage mandates a stronger commitment to it
19-22	Art I:Board Section 2.a – eligibility	- Added verbiage that explicitly states the expectations that Board members would act in the interest of ABC/WI and gives reference to a conflict of interest policy - Moved requirement that Board members must be members from ABC/WI churches from the Articles of Incorporation to here	- ABC/WI has long had a conflict of interest policy yet it is currently not referenced in the Articles or Bylaws.

23-25	Art I:Board Section 2.b – terms of members	- No changed but moved from Article VIII of current Bylaws	- All of Article VIII (elections, terms, and vacancies will be covered in other locations)
27-37	Art I:Board Section 2.c – officer terms	- a.i. President term changed from one year to two yrs. Also, now allows someone to serve as President again, but not in consecutive terms. - a.ii. VP to be internally appointed by the Board;	- VP change allows for two different VPs during the term of a President to increase leadership training for President role
39-44	Art I:Board Section 2.d – at-large terms	- Expanded number of at-large members from 3 to 12 and divided them into 3 classes of 4 members, one class elected each year	- Term guidelines remain the same from current bylaws
46-48	Art I:Board Section 2.e – vacancies	- Changed language from “shall” to “may” to allow a period of vacancies if not urgent to fill them.	- Current language found in Bylaws Article VIII, Section 3
49-51	Art I:Board Section 2.f – removal of members	- Added process for removal of a Board member	- Not addressed in current Bylaws
52-56	Art I:Board Section 2.g – ex-officio	- Removed “professional” in reference to which regional staff serve as ex-officio (non-voting) members and added provision that President and REM determines which staff is to be included	- “Professional” is ambiguous; added provision allows for flexibility to determine appropriate staff according to Board agenda - Other ex-officio positions remain the same
59-72	Art I:Board Section 3.a – board duties	- Reworded/added language to express fiduciary, strategic, and generative* responsibility of the Board; all duties in current bylaws are included in the revision - “Strategy Committee” in current bylaws (Article VI, Section 3) has been removed in the proposed revision, but the duties have been folded into the Board duties	- *Informed by “Governance as Leadership” model (Authors: W. Ryan, B. Taylor, and R. Chait; Wiley @2004)
73-75	Art I:Board Section 3.b – pres. duties	- Added responsibility of chairing the Personnel committee (instead of Executive Committee) and reference to “collaboratives”	- See below regarding personnel committee & collaboratives
76-78	Art I:Board Section 3.c – VP duties	- Added responsibility of serving on the Personnel committee	- See below regarding Personnel committee & other committee changes
79-80	Art I:Board Section 3.d – treasurer duties	- Removed reference to Investment committee and Finance Commission (non-existing in revision) and added responsibility of serving on the Finance and Personnel committees	- See below regarding Finance & Personnel committee & other changes to committee/commissions

81-85	Art I:Board Section 3.e,f	<ul style="list-style-type: none"> - Secretary duties moved; no change - Delegation of duties moved; no change 	<ul style="list-style-type: none"> - Art III Section 4 (current) - Art XII Section 1 (current)
86-91	Art I:Board Section 3.g – at-Large duties	<ul style="list-style-type: none"> - Added that such members shall also serve on two committees, commissions, or collaboratives as a way to stay engaged in the work of the region and serve as liaisons of such work with the governing body (i.e. Board) 	<ul style="list-style-type: none"> - Having Board subcommittees and assignments to Board members is not uncommon in non-profit Boards
94-98	Art I:Board Section 4 – meetings	<ul style="list-style-type: none"> - Changes Board meetings from 2 to 3 per yr with provision for specially called meetings - Added language to allow for tele/video-conferencing - Quorum is named as “9” which still equates to 60% of the Board (which is the current threshold). - Added language to allow for email and mail votes. 	<ul style="list-style-type: none"> - Adding 1 additional meeting can help activity, relationships, and effectiveness of Board - Technology changes reflect current practices - Specifying a number, rather than percentage for quorum, is easier to keep track and is consistent even when there are vacancies
<p><i>Proposed Article II replaces references to commissions and committees in Articles V and VI in the current bylaws. Notice that service on these groups are by joint appointment by Board and Regional Staff rather than elections, allowing for greater flexibility, recruitment responsibilities, and leadership development. See below for details.</i></p>			
102-104	Art II: Committees & Commissions	<ul style="list-style-type: none"> - General description added regarding the purpose of committees and commissions - Referenced region’s newly articulated commitment to leadership development 	<ul style="list-style-type: none"> - This is not present in current bylaws but replaces
107-113	Art II: C&C Section 1 - procedures	<ul style="list-style-type: none"> - Lists procedures applicable to all committees and commissions; procedures that are specific to each entity (i.e. meetings) is listed in appropriate section - Added clarification that persons should be members of ABC/WI churches 	<ul style="list-style-type: none"> - b-c is taken from current Art VI.5.1-3
116-128	Art II: C&C Section 2 – personnel	<ul style="list-style-type: none"> - Replaces Executive Committee - Made up of officers plus one additional at-large Board member (with allowance for legal expertise as ex-officio) - Defines duties of “personnel committee” more clearly 	<ul style="list-style-type: none"> - This is referenced in Art II.3 in current bylaws under Executive Committee - Other duties of Exec. Committee folded into new Board structure
131-146	Art II: C&C Section 3 – finance	<ul style="list-style-type: none"> - Replaces Commission on Finance - Made up of Treasurer, Board members, and other recruits, for a total of six. - Takes on responsibility of Investment Committee, which is no longer a separate committee - Added meeting guidelines 	<ul style="list-style-type: none"> - Other duties have been carried over from Art V.2

149-155	Art II: C&C Section 4 – program	- Added meeting guidelines	- Consistent with current committee duties and practices Art 6.2
158-177	Art II: C&C Section 4 – nominating	- This is now a fully elected committee, rather than an appointed committee; terms are similar to that of Board members - Duties still include creating a slate for election, but also includes continual recruitment responsibilities - Added meeting guidelines	- Incorporates current language of nomination for ministry partners found in Art VI.1.3
178-180	Art II: C&C Section 6- ad hoc	- No change	- Moved from Art VI.4
183-192	Art II: C&C Section 7- cong. mission	- Added that the state’s AB women’s and men’s ministries would appoint one representative, with other members coming from the Board or jointly appointed by Board, Chair, and REM	- Six members, terms, and duties are consistent with current bylaws - c (meetings) taken from Art 5.4
195-205	Art II: C&C Section 8 - ministry	- Members would be an appointee from the Ministers Council (no change), and members coming from the Board or jointly appointed by Board, Chair, and REM	- Six members, terms, and duties are consistent with current bylaws - c (meetings) taken from Art 5.4
209-215	Art III: Collaboratives	- Defines a new category of “collaborative” that focuses on ministries that encompass stakeholders beyond ABC/WI churches and their members. - Intentionally loosely defined as to allow for strategy and responsiveness in alignment with the changing nature of ministry - Replaces commission on camping	- Though not currently defined in our bylaws, we have had a CENTRAL Wisconsin Collaborative in existence to help guide the ministry of our seminary site
<i>Proposed Article IV replaces references to Affiliated Bodies in Article V.1.3&5 and Article VII: Representatives in the current bylaws. See below for details.</i>			
219-220	Art IV: Partnerships	- Brief descriptor of our commitment to developing partnerships	- While these entities are referenced in current bylaws no mention is made to why we affiliate
223-231	Art IV: Partnerships Section 1 – affiliating bodies	- Added language about invitation to these bodies to have representation to ABC/WI according to the bylaws - Added language that these bodies shall welcome the REM or REM appointee to their governing meetings - Added clarification of “Wisconsin chapter” of these national bodies	- Reflects the proposed changes to the Board and Commission structure - Add reciprocity for accountability and coordination purposes - Reflect current practice and understanding
234-243	Art IV: Partnerships Section 2 –	- Added fuller description of who we might consider as ministry partners	- Changes made from Article VII, which is sparse on definition; current Board

	reps to other partners	<ul style="list-style-type: none"> - Added responsibility to find representatives to the governing bodies of these entities, as required or requested by such entities, is that of the REM and the nomination committee - Changed that final decision is made by the REM 	felt that the REM is in best position to know those who are interested and appropriate to serve, rather than the Board
<p><i>Proposed Article V incorporates Articles of Incorporation (AOI) Article VIII Section 2: voting delegates (which is also being proposed for removal from the AOI to be placed in the Bylaws), and it also replaces Article X of the current bylaws. See below for details.</i></p>			
248-252	Art V: Annual Meeting Section 1 – purpose...	<ul style="list-style-type: none"> - Added a sentence about the purpose of the Annual Meeting. - Move power to change time or place from Executive Committee to Board 	<ul style="list-style-type: none"> - The other language is from Art X - Executive Committee no longer exists in proposal
255-264	Art V: Annual Meeting Section 2 – voting delegates	<ul style="list-style-type: none"> - Clarified “one” pastor from each church and added descriptor “active” in reference to church - Changed “voting delegate” to “endorsed representative” (in both a&b) and added descriptor “active” in reference to church to add clarification of terms. - [No change to c&d; these are practices from current bylaws Art X&XI] 	<ul style="list-style-type: none"> - Recognizes that each church may have more than one pastor - “Voting delegate” is used in two different ways in current bylaws. This change also recognizes that churches handle “membership” differently - “Active” church defined in the AOI with proposed changes
266-268	Art V: AM Section 3 – reg&offerings	- No change	- Language from Art XII.7
272-276	Art VI: Regional Executive Minister	- Added that REM serves as Corporate Secretary and language referencing committees, commissions, and collaboratives	- While some verbiage change, this is consistent with current duties/expectations
280-293	Art VII: Financials	<ul style="list-style-type: none"> - Section 1 Fiscal Year – No change - Section 2 Audit – No change - Section 3 Surety Bonds – No change - Section 4 Necessary Expense – added “collaboratives” 	<ul style="list-style-type: none"> - Current: Art IX - Current: Art XII.3 - Current: Art XII.4 - Current: Art XII.5
297-307	Art VIII: Miscellaneous	<ul style="list-style-type: none"> - Section 1 Legal Papers – No change - Section 2 Official Publication – No change - Section 3 Rules of Order – added “current revision” of Robert’s Rules of Order 	<ul style="list-style-type: none"> - Current: Art XII.2 - Current: Art XII.6 - Current: Art XII.8
311-314	Art IX: Amendments	- No change	- Current: Art XIII

- 48 bylaws.
- 49 f. **Removal of Board members:** A removal of a Board member may be determined by a
50 two-thirds (2/3) vote of the Board due to acts of malfeasance, acts of misfeasance, or
51 failure to perform duties.
- 52 g. **Ex-officio members shall include:** Immediate Past President and any member of an
53 ABC/WI church serving on the ABC Board of General Ministries, Board of International
54 Ministries, or the Board of the American Baptist Home Mission Societies. Ex-officio
55 members may also include select region staff to be determined at the discretion of the
56 REM and the President.

57

58 **SECTION 3 – DUTIES**

- 59 a. **The Board shall:**
- 60 i. perform fiduciary responsibilities, including adopting and overseeing an annual
61 budget, ensuring legal and organizational accountability, and is understood as the
62 permanent entity of ABC/WI.
- 63 ii. provide strategic leadership, as it sets policies and strategic direction, employs
64 executive staff (i.e. REM), and participates in problem-solving.
- 65 iii. engage in generative discussions, regularly studying historical and trending civic,
66 economic, and sociological concerns affecting ABC/WI mission and acts upon
67 findings appropriately.
- 68 iv. report its proceedings and trusts committed to it to the membership through the
69 REM, and recommend such measures as should receive the attention of the
70 ABC/WI at its Annual Meeting.
- 71 v. cooperate with ABC/USA in promoting denominational activities and ecumenical
72 involvement.
- 73 b. **President:** Preside at all Board, Personnel Committee, and ABC/WI meetings. Be an
74 ex-officio member of all committees, commissions, and collaboratives of the ABC/WI,
75 except the Nominating Committee.
- 76 c. **Vice President:** Preside at all meetings in the absence or inability of the President,
77 and, in case of a vacancy, fill the unexpired term of the President. Serve as Chair of the
78 Program Committee. Serve on the Personnel Committee.
- 79 d. **Treasurer:** Perform such duties usually related to this office. Serve on the Finance and
80 Personnel Committees.
- 81 e. **Secretary:** Perform such duties usually related to this office, except that at any meeting
82 another recorder may be appointed.
- 83 f. **Delegation of Officer Duties:** In the absence or inability of any officer to act, the Board
84 may delegate, for the time being, the duties of such officer to any other member of the
85 Board, except in the case of President.
- 86 g. **At Large Members:** Remaining eleven at-large members (less VP) serve on two of the
87 following committees or commissions during the duration of one's term: Personnel
88 Committee, Finance Committee, Program Committee, Nominating Committee,
89 Commission on Ministry, and Commission on Congregational Mission. Any service on
90 an ad-hoc committee or collaborative will be an additional responsibility. All
91 assignments will be reviewed and finalized by the Board.

92

93 **SECTION 4 - MEETINGS:**

- 94 a. Frequency: Meets three times a year and additionally upon the call of the President or
95 the REM. Provisions may be made for Board members to join meetings via telephone or

- 96 video-conference.
97 b. Quorum: Nine (9) voting members shall constitute a quorum. As needed, votes may be
98 done electronically or by mail.
99

100 **ARTICLE II: COMMITTEES AND COMMISSIONS**

101
102 ABC/WI shall have the following committees and commissions for the general purpose of
103 conducting the business and pursuing the mission of ABC/WI alongside the Board, REM,
104 and regional staff, as well as developing servant leaders among the ABC/WI constituency.
105

106 **SECTION 1 - PROCEDURES:**

- 107 a. Persons eligible to serve on ABC/WI committees and commissions must be members
108 at ABC/WI member churches.
109 b. Each Chair calls meetings for the implementation of its work, in consultation with the
110 REM or the related staff member.
111 c. All committees and commissions submit regular reports to the Board.
112 d. The Board shall determine additional rules of procedures governing these entities when
113 not specified in these Bylaws.
114

115 **SECTION 2 – PERSONNEL COMMITTEE:**

- 116 a. Membership: Composed of the President, Vice President, Treasurer, and one at-large
117 Board member as voting members and the Secretary as a non-voting member. Region
118 legal counsel may be requested to serve on the committee as a non-voting ex-officio
119 member, as needed.
120 b. Duties:
121 i. Annually review staff salaries and make recommendations to the Finance Committee
122 accordingly.
123 ii. Administer regular performance reviews of the REM.
124 iii. Handle all other employee-related matters referred to the committee according
125 to personnel policies or through request of the REM.
126 iv. Make personnel policy revision recommendations to the Board as needed.
127 c. Meetings: Meets minimally one time a year and additionally upon the call of the
128 President or REM. Quorum shall be three members.
129

130 **SECTION 3 – FINANCE COMMITTEE:**

- 131 a. Membership: Composed of six voting members, including the Treasurer and five
132 individuals who shall be jointly appointed by the Treasurer, the President, and the REM
133 and whose terms of service shall be three years. The Chair shall be selected annually
134 within the committee, but shall not be the Treasurer.
135 b. Duties:
136 i. Oversee all finances of ABC/WI, including the care and sale of property belonging
137 to ABC/WI and any purchase of property, with all such sales and purchases being
138 subject to ratification by the Board.
139 ii. Reviews the application of churches desiring aid for construction or improvement
140 of property, and makes recommendations to the Board; approves requests for
141 loans in the amount of \$10,000 or less.
142 iii. Prepares and recommends the annual budget to the Board.
143 iv. Manages stewardship of invested funds of ABC/WI.

- 144 v. Attends to all other financial matters referred to it by ABC/WI or the Board.
145 c. Meetings: Meets minimally three times a year and additionally upon the call of the
146 Chair, the Treasurer, or the REM. Quorum shall be four voting members.
147

148 **SECTION 4 – PROGRAM COMMITTEE:**

- 149 a. Membership: Composed of no less than five and no more than eight voting members,
150 including the Vice President and four individuals who shall be jointly appointed by the
151 Vice President, the President, and the REM. Each affiliating body may also appoint a
152 member to the committee. Terms of service shall be one year.
153 b. Duties: Plans the program for the Annual Meeting of ABC/WI, which is approved by the
154 ABC/WI delegates present at the meeting.
155 c. Meetings: Meets minimally three times a year. Quorum shall be four voting members.
156

157 **SECTION 5 – NOMINATING COMMITTEE:**

- 158 a. Membership: Composed of seven voting members, including one Board member, plus
159 six at-large members who shall be elected by the voting delegates at the Annual
160 Meeting. Six at-large members shall be divided in three two-member classes, each
161 serving a staggered three-year term. One class shall be elected by vote at the Annual
162 Meeting each year. At-large members may serve one three-year term or an unexpired
163 term followed by one three-year term after which they shall not be eligible for re-
164 election until one year has elapsed. The Chair shall be selected annually within the
165 committee.
166 b. Duties:
167 i. Solicits input about, actively seeks for, and communicates with potential persons
168 to serve in the various positions within ABC/WI and to represent ABC/WI among
169 our various partners.
170 ii. Prepares the annual slate of nomination for open Board and Nominating
171 Committee positions for election at the Annual Meeting.
172 iii. Regularly provides a contact list of potential persons for service on ABC/WI
173 committees, commissions, and collaboratives to appropriate Chair.
174 iv. Regularly provides to the Board President and the REM a contact list of interested
175 persons for board service with ministry partners, such as the Board of General
176 Ministries ABCUSA, Milwaukee Christian Center, and Project Focal Point.
177 c. Meetings: Meets minimally two times a year. Quorum shall be five voting members.
178

179 **SECTION 6 – AD HOC COMMITTEES:**

180 Appointed by the President as needed for no more than two years.
181

182 **SECTION 7 – COMMISSION ON CONGREGATIONAL MISSION:**

- 183 a. Membership: Composed of six voting members, consisting of minimally two Board
184 members, one appointed member from the Affiliated Bodies representing women’s and
185 men’s ministries in Wisconsin, and any additional needed members who shall be jointly
186 appointed by the Chair, the President, and the REM. Terms of service shall be three
187 years. The Chair shall be selected annually within the commission.
188 b. Duties: Promotes Christian education, campus ministry, evangelism, church growth,
189 mission service in the state, nation and world, social justice and stewardship education.
190 c. Meetings: To be held at such times and places as they may determine, after
191 consultation with the REM. However, such meetings shall not be held during the

192 Annual Meeting sessions without the consent of the President or the REM.
193

194 **SECTION 8 – COMMISSION ON MINISTRY:**

- 195 a. Membership: Composed of six voting members, consisting of minimally two Board
196 members, one appointed member from the Wisconsin Ministers Council, and any
197 additional needed members who shall be jointly appointed by the Chair, the President,
198 and the REM. At least one of the six members shall be a layperson. Terms of service
199 shall be three years. The Chair shall be selected annually within the commission.
200 b. Duties: Sets standards for professional church leaders and their standing in the
201 ABC/WI. Assists churches and candidates in procedures for licensing and ordination.
202 Provides counsel to churches and pastors in all matters of ministry.
203 c. Meetings: To be held at such times and places as they may determine, after
204 consultation with the REM. However, such meetings shall not be held during the
205 Annual Meeting sessions without the consent of the President or the REM.
206

207 **ARTICLE III: COLLABORATIVES**
208

209 A Collaborative is a group of individuals who are involved with and impacted by an area of
210 ministry and mission of ABC/WI which is not directly or wholly within the scope of other
211 standing committees and commissions. The purpose of Collaboratives shall be to improve
212 the effectiveness of such ministry and will be active for so long as it is helpful to the
213 mission of ABC/WI. Collaboratives will be instituted and managed under the direction of
214 the REM, will be chaired by a regional staff person, and shall provide reports to the Board
215 at least annually.
216

217 **ARTICLE IV: PARTNERSHIPS**
218

219 In the pursuit of its mission, ABC/WI shall develop partnerships with Affiliating Bodies and
220 other entities that have common and/or complementary interests and objectives.
221

222 **SECTION 1 – AFFILIATING BODIES**

- 223 a. Affiliating Bodies shall be invited to have representation within ministries of ABC/WI as
224 set forth in these bylaws and shall welcome the REM, or the REM's appointee, to
225 meetings of their governing entity. The Affiliated Bodies shall be the Wisconsin
226 chapters of: American Baptist Men, American Baptist Women's Ministries, and
227 Ministers Council.
228 b. Affiliating Bodies may select their own officers, adopt their own bylaws, and outline their
229 own policies, providing such bylaws and policies are in harmony with the most current
230 versions of the Reinstated Articles of Incorporation and Bylaws of ABC/WI. Affiliating
231 bodies may receive grants as may be voted by the Board.
232

233 **SECTION 2 – REPRESENTATIVES TO OTHER PARTNERS**

- 234 a. Other ministry partners may be organizations or other groups that have historical or
235 emerging identity and/or mission alignment with ABC/WI, for example the Wisconsin
236 Council of Churches, American Baptist-related college campus ministries, faith-based
237 neighborhood programs and housing developments, theological educational
238 institutions, and other ABC denominational entities not otherwise named in these
239 Bylaws.

- 240 b. Any vacancy on governing boards or committees of our ministry partners requiring or
241 requesting representation from ABC/WI shall be considered by the REM in cooperation
242 with the Nomination Committee.
243 c. Final appointment or recommendations shall be made by the REM.
244

245 **ARTICLE V: ANNUAL MEETING**

246 **SECTION 1- PURPOSE, MEETING TIME, AND PLACE:**

247 There shall be an Annual Meeting of ABC/WI in October for the minimum purpose of
248 electing members of the Board of Managers and Nominating Committee and to address
249 any business referred to the voting delegates by the Board. The Annual Meeting shall be
250 held at such place in Wisconsin as ABC/WI may direct. If circumstances require it
251 however, the Board shall have the power to change the time or place of meeting.
252

253 **SECTION 2 – VOTING DELEGATES:**

- 254 a. Voting delegates at the Annual Meeting of ABC/WI shall be: all members of the Board,
255 one pastor from each ABC/WI active church, and endorsed representatives from
256 ABC/WI active churches.
257 b. Endorsed representatives shall consist of: two individuals chosen by each active
258 church and an additional individual for each fifty members, or any major fraction of fifty,
259 above the first one hundred members; membership shall be according to the most
260 recently submitted Church Annual Report.
261 c. Voting delegates shall be required to register at the Annual Meeting of the ABC/WI
262 prior to the business session.
263 d. Quorum shall be forty (40) delegates of ABC/WI for the transaction of business.
264

265 **SECTION 3 – REGISTRATION AND OFFERINGS:** Each person shall pay a registration
266 fee, the amount of which is to be determined by the Board. To help further defray the
267 expenses of the Annual Meeting, at least one offering may be received.
268

269 **ARTICLE VI: REGIONAL EXECUTIVE MINISTER**

270 Election of the Regional Executive Minister shall be by the Board of Managers. This
271 election shall continue in effect until the acceptance of the REM's resignation by the Board,
272 or until the REM retires, or until action to terminate or extend the REM's services has been
273 taken by the Board. The REM serves as Corporate Secretary of ABC/WI and ex-officio
274 member of all committees, commissions, collaboratives, and affiliating bodies of ABC/WI.
275

276 **ARTICLE VII: FINANCIALS**

277 **SECTION 1 – FISCAL YEAR:** Corresponds with the calendar year. The Treasurer's
278 reports and all statistical reports are to be published in the annual report and shall be those
279 of the preceding fiscal year.
280

281 **SECTION 2 – AUDIT:** At the close of the fiscal year the accounts of the Treasurer and all
282 financial reports shall be audited and a report printed in the annual *American Baptist*
283 *Churches of Wisconsin Directory and Statistics*.
284

288 **SECTION 3 – BOND:** All persons who handle ABC/WI funds shall give surety bonds to
289 ABC/WI in the amount fixed by the Board.

290
291 **SECTION 4 – NECESSARY EXPENSES:** Provisions shall be provided, under the
292 supervision of the REM, for meetings of the Board, commissions, committees, and
293 collaboratives.

294 295 **ARTICLE VIII: MISCELLANEOUS**

296
297 **SECTION 1 – EXECUTION OF LEGAL PAPERS:** Deeds, leases, conveyances, contract
298 agreements and other legal instruments authorized by the Board shall be signed by the
299 President or the Vice President and, if necessary, countersigned by the Secretary or the
300 Treasurer.

301
302 **SECTION 2 – OFFICIAL PUBLICATION:** *The Wisconsin Baptist* is to be the official
303 publication of ABC/WI and published at least quarterly.

304
305 **SECTION 3 – RULES OF ORDER:** In cases not provided for by the Restated Articles of
306 Incorporation and these Bylaws, the ABC/WI shall be governed by the current revision of
307 the Robert's Rules of Order.

308 309 **ARTICLE IX: AMENDMENTS**

310
311 These bylaws may be amended or repealed by a two-thirds vote of duly qualified
312 delegates present and voting at any Annual Meeting of the ABC/WI. Proposed
313 amendments shall be recommended by the Board and published in two successive issues
314 of **The Wisconsin Baptist.**

315
316
317 Revisions:
318 *October 13, 2018 (tentative)*
319 *November 1, 2014 (correction only)*
320 *October 12, 2019 (proposed)*