

AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.
OFFICIAL NOTICE OF AMENDMENTS
TO THE ABC/WI ARTICLES OF INCORPORATION AND BYLAWS
For vote and adoption by the delegates to the 2019 ABC/WI Annual Meeting

Included in this packet:

- Members of the Governance Task Force (GTF)
- Procedures followed by the GTF
- Overview of proposed changes
- Revised Articles of Incorporation and Bylaws, pending approval of proposed changes

Full details of the rationale of the amendments and the work of the GTF can be found at:
<https://www.abcofwi.org/governance-task-force-2017-2019/>

Members of the Governance Task Force:

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

Ex-officio: Delight Antos (During President Term only 2017-2018)

Staffed by: Marie Onwubuariri, Carolyn Dugan, John Jones IV

Procedures Followed by the GTF

following current Articles and Bylaws

ARTICLE OF INCORPORATION: 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.

BYLAWS: 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These bylaws may be amended or repealed by a two-thirds vote of duly qualified delegates present and voting at any annual meeting of the ABC/WI.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.

Proposed amendments:

1. *were sent out with the August, September, and October 2018 Wisconsin Baptists;*
2. *were presented for review at the October 13, 2018 ABC/WI Annual Meeting;*
3. *were reconsidered for any revisions at the November 3, 2018 Board of Managers (BOM) meeting (Articles) and the May 4, 2019 BOM Meeting (Bylaws);*
4. *were voted for final approval at the May 4, 2019 BOM meeting;*
5. *are being sent out with the Summer and September 2019 Wisconsin Baptists;*
6. *will be presented for vote by the delegates at the October 12, 2019 ABC/WI Annual Meeting.*
7. *will be in effect immediately, upon passing vote by the delegates.*

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AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.
RESTATED ARTICLES OF INCORPORATION
PROPOSED AMENDMENTS AS OF 5/4/2019
To be voted on for adoption at 2019 Annual Meeting

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

Shaded rows indicate new or revised amendments since October 13, 2018 version.

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	
93	Art. XIV: Amendments	- Removed “The Wisconsin Baptist” and added more general language	- In case name of the official newsletter changes over time
98-106	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 current official communication newsletter of the Region office prior to a vote of the delegates

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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 5/4/2019

To be voted on for adoption at 2019 Annual Meeting

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.

Shaded rows and boldface font indicate new or revised amendments since Oct. 13, 2018 version.

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	- 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 & affiliating bodies]
11-16	Art I:Board Section I – Membership	- 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. Clarified term for serving as Past President. - 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
46-49	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
50-52	Art I:Board Section 2.f – removal of members	- Added process for removal of a Board member	- Not addressed in current Bylaws
56-57	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
58-59	Art I:Board Section 2.g – ex-officio	- Added that Affiliating bodies may appoint a representative to be an ex-officio member to the ABC/WI Board	- Result of ABW’s request to keep a representative on the Board in new bylaws
61-75	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)
76-78	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
79-81	Art I:Board Section 3.c– VP duties	- Added responsibility of serving on the Personnel committee	- See below regarding Personnel committee & other committee changes
82-83	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
86-88	Art I:Board Section 3.e,f	- Secretary duties moved; no change - Delegation of duties moved; no change	- Art III Section 4 (current) - Art XII Section 1 (current)
89-94	Art I:Board Section 3.g – at-Large duties	- Added that such members shall also serve on one 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)	- Having Board subcommittees and assignments to Board members is not uncommon in non-profit Boards
99-101	Art I:Board Section 4 –	- Changes Board meetings from 2 to 3 per yr. with provision for specially called meetings	- Adding 1 additional meeting can help activity,

	meetings	<ul style="list-style-type: none"> - 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"> 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>			
105-107	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
109-115	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
118-131	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
133-150	Art II: C&C Section 3 – finance	<ul style="list-style-type: none"> - Replaces Commission on Finance - Made up of Treasurer, at least 2 Board members, and other recruits, for a total of six. Added max term of 6 consecutive yrs. - 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
152-160	Art II: C&C Section 4 – program	<ul style="list-style-type: none"> - Added stipulation of two Board members as committee members - Added meeting guidelines 	<ul style="list-style-type: none"> - Consistent with current committee duties and practices Art 6.2
162-182	Art II: C&C Section 4 – nominating	<ul style="list-style-type: none"> - 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 - Changed to 8 members from 7, including 2 Board members from 1 member. - Added meeting guidelines 	<ul style="list-style-type: none"> - Incorporates current language of nomination for ministry partners found in Art VI.1.3

184-185	Art II: C&C Section 6- ad hoc	- No change	- Moved from Art VI.4
187-198	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 (2) or jointly appointed (2) by Board, Chair, and REM; added max term of 6 consecutive years for non-at-large Board members.	- Six members, terms, and duties are consistent with current bylaws - c (meetings) taken from Art 5.4
200-212	Art II: C&C Section 8 - ministry	- Members would be an appointee from the Ministers Council (no change), and members coming from the Board (2) or jointly appointed (3) by Board, Chair, and REM; added max term of 6 consecutive years for non-at-large Board members	- Six members, terms, and duties are consistent with current bylaws - c (meetings) taken from Art 5.4
206-222	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 - Added that a region staff person can appoint someone else to chair the collaborative	- 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 Affiliating Bodies in Article V.1.3&5 and Article VII: Representatives in the current bylaws. See below for details.</i>			
216-222	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
230-240	Art IV: Partnerships Section 1 – affiliating bodies	- Added language about invitation to these bodies to have ex-officio representatives to the Board and representation to ABC/WI commissions 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 - Reformatted a-d	- Reflects the proposed changes to the Board and Commission structure - Add reciprocity for accountability and coordination purposes - Reflect current practice and understanding
242-252	Art IV: Partnerships Section 2 – reps to other partners	- Added fuller description of who we might consider as ministry partners - 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 REM	- Changes made from Art VII, which is sparse on definition; current Board felt that the REM is in best position to know those 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>			
256-261	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
263-273	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
275-277	Art V: AM Section 3 – reg&offerings	<ul style="list-style-type: none"> - No change 	<ul style="list-style-type: none"> - Language from Art XII.7
281-287	Art VI: Regional Executive Minister	<ul style="list-style-type: none"> - Added that REM serves as Corporate Secretary and language referencing committees, commissions, and collaboratives - Added ability for REM to appoint designee as needed 	<ul style="list-style-type: none"> - While some verbiage change, this is consistent with current duties/expectations
291-305	Art VII: Financials	<ul style="list-style-type: none"> - Section 1 Fiscal Year – No change - Section 2 Audit – changed that a report be presented to the Board of Managers for action and filed in the Regional office and with ABCUSA (if required to do so) from “printed in the Directory and Statistics” (which is no longer in publication). - Section 3 Surety Bonds – changed to “may be required to” from “shall” - 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
309-319	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
323-327	Art. XIV: Amendments	<ul style="list-style-type: none"> - Removed “The Wisconsin Baptist” and added more general language 	<ul style="list-style-type: none"> - In case name change of official newsletter - Current: Art XIII

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

3
4 **ARTICLE I: BOARD OF MANAGERS**

5
6 **SECTION 1 - MEMBERSHIP:**

7 The members of the Board of Managers, hereinafter called The Board, of the American
8 Baptist Churches of Wisconsin, Inc., hereinafter referred to as ABC/WI, shall be composed
9 of fifteen (15) voting members, inclusive of officers and at-large members, plus ex-officio
10 members with no vote, who may vary in number.

11 The Board membership shall be reflective of the diversity of ABC/WI constituency.
12 Membership shall consist of: at least one-third (1/3) female and at least one-third (1/3)
13 male persons; at least one-third (1/3) clergy and at least one-third (1/3) laity. Further,
14 members of the board should be representative of the region's diversity including, but not
15 limited to, geography, race, ethnicity, age, theology, church size, economic status, and
16 other cultural influences impacting the mission of ABC/WI.

17
18 **SECTION 2 – MEMBERSHIP PROCEDURES**

- 19 a. **Eligibility:** Members of the Board must be members of ABC/WI member churches and
20 willing to adhere to the purpose and duties of the Board as set forth by the Restated
21 Articles of Incorporation and Bylaws of ABC/WI and to act according to the best interest
22 of ABC/WI as set forth by its conflict of interest policy.
- 23 b. **Terms of members:** All terms shall be from the close of the Annual Meeting at which
24 the member is elected until the close of the next Annual Meeting at which the term
25 expires.
- 26 c. **Officers: Elections/Appointments, Terms, and Term Limits**
- 27 i. The President shall be elected by the voting delegates at the Annual Meeting of
28 ABC/WI to a term of two years. The President shall not be eligible for a second
29 consecutive term but shall serve a two-year ex-officio Board member term as
30 Immediate Past President.
- 31 ii. The Vice President (VP) shall be appointed from among the twelve elected at-
32 large members by the Board and shall serve a one-year term.
- 33 iii. The Corporate Secretary position is filled by the Region Executive Minister (REM)
34 of ABC/WI throughout the duration of the REM's call.
- 35 iv. The Treasurer shall be elected by the voting delegates at the Annual Meeting of
36 ABC/WI to a term of two years. The Treasurer may be eligible for re-election for a
37 maximum of four consecutive terms, and thereafter must have one year off the
38 Board before consideration for re-election to any Board position.
- 39 d. **At-large members of the Board: Elections, Terms, and Term Limits**
- 40 i. Twelve at-large members shall be divided in three four-member classes, each
41 serving a staggered three-year term. One class shall be elected by voting
42 delegates at the Annual Meeting of ABC/WI each year.
- 43 ii. At-large members may serve one three-year term, or an unexpired term followed
44 by one three-year term and thereafter must have one year off the Board before
45 consideration for re-election to an at-large Board position.
- 46 e. **Board vacancies:** Vacant seats within the Board may be filled by the Board until a new
47 person is elected at the next Annual Meeting to complete an unexpired term, except in

48 the case of the office of President, which is provided for in Article I. Section 3.c of these
49 bylaws.

- 50 f. **Removal of Board members:** A removal of a Board member may be determined by a
51 two-thirds (2/3) vote of the Board due to acts of malfeasance, acts of misfeasance, or
52 failure to perform duties.
- 53 g. **Ex-officio members:** The Immediate Past President of the Board and any member of
54 an ABC/WI church currently serving on the ABC Board of General Ministries, Board of
55 International Ministries, or the Board of the American Baptist Home Mission Societies
56 shall serve as ex-officio members of the Board. Ex-officio members may also include
57 select region staff to be determined at the discretion of the REM and the President. The
58 Affiliating Bodies may also appoint a representative to serve as an ex-officio member to
59 the Board, as described in Article IV Section 1.

60

61 **SECTION 3 – DUTIES**

62 a. **The Board shall:**

- 63 i. perform fiduciary responsibilities, including adopting and overseeing an annual
64 budget, ensuring legal and organizational accountability, and is understood as the
65 permanent entity of ABC/WI.
- 66 ii. provide strategic leadership, as it sets policies and strategic direction, employs
67 executive staff (i.e. REM), and participates in problem-solving.
- 68 iii. engage in generative discussions, regularly studying historical and trending civic,
69 economic, and sociological concerns affecting ABC/WI mission and acts upon
70 findings appropriately.
- 71 iv. report its proceedings and trusts committed to it to the membership through the
72 REM and recommend such measures as should receive the attention of the
73 ABC/WI at its Annual Meeting.
- 74 v. cooperate with ABC/USA in promoting denominational activities and ecumenical
75 involvement.

76 b. **President:** Preside at all Board, Personnel Committee, and ABC/WI meetings. Be an
77 ex-officio member of all other committees, commissions, and collaboratives of the
78 ABC/WI, except the Nominating Committee.

79 c. **Vice President:** Preside at all meetings in the absence or inability of the President,
80 and, in case of a vacancy, fill the unexpired term of the President. Serve as Chair of the
81 Program Committee. Serve on the Personnel Committee.

82 d. **Treasurer:** Perform such duties usually related to this office. Serve on the Finance and
83 Personnel Committees.

84 e. **Secretary:** Perform such duties usually related to this office, except that at any meeting
85 another recorder may be appointed.

86 f. **Delegation of Officer Duties:** In the absence or inability of any officer to act, the Board
87 may delegate, for the time being, the duties of such officer to any other member of the
88 Board, except in the case of President.

89 g. **At Large Members:** Remaining eleven at-large members (less VP) serve on one of the
90 following committees or commissions during the duration of their term: Personnel
91 Committee, Finance Committee, Program Committee, Nominating Committee,
92 Commission on Congregational Mission, or Commission on Ministry. Any service on an
93 ad-hoc committee or collaborative will be an additional responsibility. All assignments
94 will be reviewed and finalized by the Board.

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96 **SECTION 4 - MEETINGS:**

- 97 a. Frequency: Meets three times a year and additionally upon the call of the President or
98 the REM. Provisions may be made for Board members to join meetings via telephone or
99 video-conference.
100 b. Quorum: Nine (9) voting members shall constitute a quorum. As needed, votes may be
101 done electronically or by mail.
102

103 **ARTICLE II: COMMITTEES AND COMMISSIONS**

104
105 ABC/WI shall have the following committees and commissions for the general purpose of
106 conducting the business and pursuing the mission of ABC/WI alongside the Board, REM,
107 and regional staff, as well as developing servant leaders among the ABC/WI constituency.
108

109 **SECTION 1 - PROCEDURES:**

- 110 a. Persons eligible to serve on ABC/WI committees and commissions must be members
111 at ABC/WI member churches.
112 b. Each Chair calls meetings for the implementation of its work, in consultation with the
113 REM or the related staff member.
114 c. All committees and commissions submit regular reports to the Board.
115 d. The Board shall determine additional rules of procedures governing these entities when
116 not specified in these Bylaws.
117

118 **SECTION 2 – PERSONNEL COMMITTEE:**

- 119 a. Membership: Composed of the President, Vice President, Treasurer, and one at-large
120 Board member as voting members and the Secretary as a non-voting member. Region
121 legal counsel may be requested to serve on the committee as a non-voting ex-officio
122 member, as needed.
123 b. Duties:
124 i. Annually review staff salaries and make recommendations to the Finance Committee
125 accordingly.
126 ii. Administer regular performance reviews of the REM.
127 iii. Handle all other employee-related matters referred to the committee according
128 to personnel policies or through request of the REM.
129 iv. Make personnel policy revision recommendations to the Board as needed.
130 c. Meetings: Meets minimally one time a year and additionally upon the call of the
131 President or REM. Quorum shall be three members.
132

133 **SECTION 3 – FINANCE COMMITTEE:**

- 134 a. Membership: Composed of six voting members, including the Treasurer, at least two
135 at-large Board members, and three individuals who shall be jointly appointed by the
136 Treasurer, the President, and the REM. Committee members, other than the two at-
137 large Board members, may serve a maximum of six consecutive years. The Chair shall
138 be selected annually within the committee but shall not be the Treasurer.
139 b. Duties:
140 i. Oversee all finances of ABC/WI, including the care and sale of property belonging
141 to ABC/WI and any purchase of property, with all such sales and purchases being
142 subject to ratification by the Board.
143 ii. Reviews the application of churches desiring aid for construction or improvement

- 144 of property and makes recommendations to the Board; approves requests for
145 loans in the amount of \$10,000 or less.
- 146 iii. Prepares and recommends the annual budget to the Board.
147 iv. Manages stewardship of invested funds of ABC/WI.
148 v. Attends to all other financial matters referred to it by ABC/WI or the Board.
- 149 c. Meetings: Meets minimally three times a year and additionally upon the call of the
150 Chair, the Treasurer, or the REM. Quorum shall be four voting members.
151

SECTION 4 – PROGRAM COMMITTEE:

- 153 a. Membership: Composed of no less than five and no more than eight voting members,
154 including the Vice President, two at-large Board members, and two individuals who
155 shall be jointly appointed by the Vice President, the President, and the REM. Each
156 affiliating body may also appoint a member to the committee. Terms of service shall be
157 one year.
- 158 b. Duties: Plans the program for the Annual Meeting of ABC/WI, which is approved by the
159 ABC/WI delegates present at the meeting.
- 160 c. Meetings: Meets minimally three times a year. Quorum shall be four voting members.
161

SECTION 5 – NOMINATING COMMITTEE:

- 163 a. Membership: Composed of eight voting members, including two at-large Board
164 members, plus six individuals who shall be elected by the voting delegates at the
165 Annual Meeting. The elected six members shall be divided into three two-member
166 classes, each serving a staggered three-year term. One class shall be elected by vote
167 at the Annual Meeting each year. Committee members, other than the two at-large
168 Board members may serve a one three-year term, or an unexpired term followed by
169 one three-year term, after which they shall not be eligible for re-election until one year
170 has elapsed. The Chair shall be selected annually within the committee.
- 171 b. Duties:
- 172 i. Solicits input about, actively seeks for, and communicates with potential persons
173 to serve in the various positions within ABC/WI and to represent ABC/WI among
174 our various partners.
- 175 ii. Prepares the annual slate of nomination for open Board and Nominating
176 Committee positions for election at the Annual Meeting.
- 177 iii. Regularly provides a contact list of potential persons for service on ABC/WI
178 committees, commissions, and collaboratives to appropriate Chair.
- 179 iv. Regularly provides to the Board President and the REM a contact list of interested
180 persons for board service with ministry partners, such as the Board of General
181 Ministries ABCUSA, Milwaukee Christian Center, and Project Focal Point.
- 182 c. Meetings: Meets minimally two times a year. Quorum shall be five voting members.
183

SECTION 6 – AD HOC COMMITTEES:

185 Appointed by the President as needed for no more than two years.
186

SECTION 7 – COMMISSION ON CONGREGATIONAL MISSION:

- 188 a. Membership: Composed of six voting members, consisting of minimally two at-large
189 Board members, one appointed individual from the Affiliating Bodies representing
190 women's and men's ministries in Wisconsin, and two additional individuals who shall be
191 jointly appointed by the Chair, the President, and the REM. Commission members,

- 192 other than the at-large Board members, may serve a maximum of six consecutive
193 years. The Chair shall be selected annually within the commission.
- 194 b. Duties: Promotes Christian education, campus ministry, evangelism, church growth,
195 mission service in the state, nation and world, social justice and stewardship education.
- 196 c. Meetings: To be held at such times and places as they may determine, after
197 consultation with the REM. However, such meetings shall not be held during the
198 Annual Meeting sessions without the consent of the President or the REM.

199

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

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

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ARTICLE III: COLLABORATIVES

215

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

223

224

ARTICLE IV: PARTNERSHIPS

225

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

228

229 **SECTION 1 – AFFILIATING BODIES**

- 230 a. The Affiliating Bodies shall be the Wisconsin chapters of: American Baptist Men,
231 American Baptist Women's Ministries, and Ministers Council.
- 232 b. The Affiliating Bodies may appoint a representative to serve as an ex-officio member to
233 the Board.
- 234 c. Affiliating Bodies shall be invited to have representation within ministries of ABC/WI as
235 set forth in these bylaws and shall welcome the REM, or the REM's appointee, to
236 meetings of their governing entity.
- 237 d. Affiliating Bodies may select their own officers, adopt their own bylaws, and outline their
238 own policies, providing such bylaws and policies are in harmony with the most current
239 versions of the Reinstated Articles of Incorporation and Bylaws of ABC/WI. Affiliating

bodies may receive grants as may be voted by the Board.

SECTION 2 – REPRESENTATIVES TO OTHER PARTNERS

- a. Other ministry partners may be organizations or other groups that have historical or emerging identity and/or mission alignment with ABC/WI, for example the Wisconsin Council of Churches, American Baptist-related college campus ministries, faith-based neighborhood programs and housing developments, theological educational institutions, and other ABC denominational entities not otherwise named in these Bylaws.
- b. Any vacancy on governing boards or committees of our ministry partners requiring or requesting representation from ABC/WI shall be considered by the REM in cooperation with the Nomination Committee.
- c. Final appointment or recommendations shall be made by the REM.

ARTICLE V: ANNUAL MEETING

SECTION 1- PURPOSE, MEETING TIME, AND PLACE:

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

SECTION 2 – VOTING DELEGATES:

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

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

ARTICLE VI: REGIONAL EXECUTIVE MINISTER

Election of the Regional Executive Minister shall be by the Board of Managers. This election shall continue in effect until the acceptance of the REM's resignation by the Board, or until the REM retires, or until action to terminate or extend the REM's services has been taken by the Board. The REM serves as Corporate Secretary of ABC/WI. The REM serves as ex-officio member of all committees, commissions, collaboratives, and affiliating bodies of ABC/WI, yet may appoint another region staff member to fulfill ex-officio duties as necessary.

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ARTICLE VII: FINANCIALS

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

SECTION 2 – AUDIT: At the close of the fiscal year the accounts of the Treasurer and all financial reports shall be audited, and a report be presented to the Board for action and filed in the Regional Office. A copy shall be forwarded to ABCUSA upon request or by obligation.

SECTION 3 – BOND: All persons who handle ABC/WI funds may be required to give surety bonds to ABC/WI in the amount fixed by, and upon requirement of, the Board.

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

ARTICLE VIII: MISCELLANEOUS

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

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

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

ARTICLE IX: 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. All amendments must be published in two successive issues of the current official communication newsletter of the Region office prior to a vote of the delegates.

Revisions:

October 12, 2019 (tentative)

November 1, 2014 (corrections only)

October 15, 2011