

1 **AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.**
2 **RESTATED ARTICLES OF INCORPORATION**
3 **OCTOBER 12, 2019**

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5 **ARTICLE I: NAME**

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

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12 **ARTICLE II: DURATION**

13 Period of existence shall be perpetual.

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15 **ARTICLE III: MISSION STATEMENT**

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

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21 **ARTICLE IV: LOCATION**

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

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24 **ARTICLE V: AGENT**

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

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

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

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30 **ARTICLE VII: BOARD OF MANAGERS**

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

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35 **ARTICLE VIII: MEMBERSHIP PROVISIONS**

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

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41 **SECTION 2:**

- 42 a. Active churches are those who annually attempt to meet at a minimum four of the five
43 criteria for Cooperating Churches.
44 b. Member churches may be placed on an inactive list by the Board if active church criteria
45 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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AMERICAN BAPTIST CHURCHES OF WISCONSIN, INC.
BYLAWS
OCTOBER 12, 2019

ARTICLE I: BOARD OF MANAGERS

SECTION 1 - MEMBERSHIP:

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

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

SECTION 2 – MEMBERSHIP PROCEDURES

- a. **Eligibility:** Members of the Board must be members of ABC/WI member churches and willing to adhere to the purpose and duties of the Board as set forth by the Restated Articles of Incorporation and Bylaws of ABC/WI and to act according to the best interest of ABC/WI as set forth by its conflict of interest policy.
- b. **Terms of members:** All terms shall be from the close of the Annual Meeting at which the member is elected until the close of the next Annual Meeting at which the term expires.
- c. **Officers: Elections/Appointments, Terms, and Term Limits**
- i. The President shall be elected by the voting delegates at the Annual Meeting of ABC/WI to a term of two years. The President shall not be eligible for a second consecutive term but shall serve a two-year ex-officio Board member term as Immediate Past President.
 - ii. The Vice President (VP) shall be appointed from among the twelve elected at-large members by the Board and shall serve a one-year term.
 - iii. The Corporate Secretary position is filled by the Region Executive Minister (REM) of ABC/WI throughout the duration of the REM's call.
 - iv. The Treasurer shall be elected by the voting delegates at the Annual Meeting of ABC/WI to a term of two years. The Treasurer may be eligible for re-election for a maximum of four consecutive terms, and thereafter must have one year off the Board before consideration for re-election to any Board position.
- d. **At-large members of the Board: Elections, Terms, and Term Limits**
- i. Twelve at-large members shall be divided in three four-member classes, each serving a staggered three-year term. One class shall be elected by voting delegates at the Annual Meeting of ABC/WI each year.
 - ii. At-large members may serve one three-year term, or an unexpired term followed by one three-year term and thereafter must have one year off the Board before consideration for re-election to an at-large Board position.

- 143 e. **Board vacancies:** Vacant seats within the Board may be filled by the Board until a new
144 person is elected at the next Annual Meeting to complete an unexpired term, except in
145 the case of the office of President, which is provided for in Article I. Section 3.c of these
146 bylaws.
- 147 f. **Removal of Board members:** A removal of a Board member may be determined by a
148 two-thirds (2/3) vote of the Board due to acts of malfeasance, acts of misfeasance, or
149 failure to perform duties.
- 150 g. **Ex-officio members:** The Immediate Past President of the Board and any member of
151 an ABC/WI church currently serving on the ABC Board of General Ministries, Board of
152 International Ministries, or the Board of the American Baptist Home Mission Societies
153 shall serve as ex-officio members of the Board. Ex-officio members may also include
154 select region staff to be determined at the discretion of the REM and the President. The
155 Affiliating Bodies may also appoint a representative to serve as an ex-officio member to
156 the Board, as described in Article IV Section 1.

157 158 **SECTION 3 – DUTIES**

- 159 a. **The Board shall:**
- 160 i. perform fiduciary responsibilities, including adopting and overseeing an annual
161 budget, ensuring legal and organizational accountability, and is understood as the
162 permanent entity of ABC/WI.
 - 163 ii. provide strategic leadership, as it sets policies and strategic direction, employs
164 executive staff (i.e. REM), and participates in problem-solving.
 - 165 iii. engage in generative discussions, regularly studying historical and trending civic,
166 economic, and sociological concerns affecting ABC/WI mission and acts upon
167 findings appropriately.
 - 168 iv. report its proceedings and trusts committed to it to the membership through the
169 REM and recommend such measures as should receive the attention of the
170 ABC/WI at its Annual Meeting.
 - 171 v. cooperate with ABC/USA in promoting denominational activities and ecumenical
172 involvement.
- 173 b. **President:** Preside at all Board, Personnel Committee, and ABC/WI meetings. Be an
174 ex-officio member of all other committees, commissions, and collaboratives of the
175 ABC/WI, except the Nominating Committee.
- 176 c. **Vice President:** Preside at all meetings in the absence or inability of the President,
177 and, in case of a vacancy, fill the unexpired term of the President. Serve as Chair of the
178 Program Committee. Serve on the Personnel Committee.
- 179 d. **Treasurer:** Perform such duties usually related to this office. Serve on the Finance and
180 Personnel Committees.
- 181 e. **Secretary:** Perform such duties usually related to this office, except that at any meeting
182 another recorder may be appointed.
- 183 f. **Delegation of Officer Duties:** In the absence or inability of any officer to act, the Board
184 may delegate, for the time being, the duties of such officer to any other member of the
185 Board, except in the case of President.
- 186 g. **At Large Members:** Remaining eleven at-large members (less VP) serve on one of the
187 following committees or commissions during the duration of their term: Personnel
188 Committee, Finance Committee, Program Committee, Nominating Committee,
189 Commission on Congregational Mission, or Commission on Ministry. Any service on an
190 ad-hoc committee or collaborative will be an additional responsibility. All assignments

191 will be reviewed and finalized by the Board.

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193 **SECTION 4 - MEETINGS:**

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

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200 **ARTICLE II: COMMITTEES AND COMMISSIONS**

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

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206 **SECTION 1 - PROCEDURES:**

- 207 a. Persons eligible to serve on ABC/WI committees and commissions must be members
208 at ABC/WI member churches.
209 b. Each Chair calls meetings for the implementation of its work, in consultation with the
210 REM or the related staff member.
211 c. All committees and commissions submit regular reports to the Board.
212 d. The Board shall determine additional rules of procedures governing these entities when
213 not specified in these Bylaws.

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215 **SECTION 2 – PERSONNEL COMMITTEE:**

- 216 a. Membership: Composed of the President, Vice President, Treasurer, and one at-large
217 Board member as voting members and the Secretary as a non-voting member. Region
218 legal counsel may be requested to serve on the committee as a non-voting ex-officio
219 member, as needed.
220 b. Duties:
221 i. Annually review staff salaries and make recommendations to the Finance Committee
222 accordingly.
223 ii. Administer regular performance reviews of the REM.
224 iii. Handle all other employee-related matters referred to the committee according
225 to personnel policies or through request of the REM.
226 iv. Make personnel policy revision recommendations to the Board as needed.
227 c. Meetings: Meets minimally one time a year and additionally upon the call of the
228 President or REM. Quorum shall be three members.

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230 **SECTION 3 – FINANCE COMMITTEE:**

- 231 a. Membership: Composed of six voting members, including the Treasurer, at least two
232 at-large Board members, and three individuals who shall be jointly appointed by the
233 Treasurer, the President, and the REM. Committee members, other than the two at-
234 large Board members, may serve a maximum of six consecutive years. The Chair shall
235 be selected annually within the committee but shall not be the Treasurer.
236 b. Duties:
237 i. Oversee all finances of ABC/WI, including the care and sale of property belonging
238 to ABC/WI and any purchase of property, with all such sales and purchases being

- 239 subject to ratification by the Board.
- 240 ii. Reviews the application of churches desiring aid for construction or improvement
- 241 of property and makes recommendations to the Board; approves requests for
- 242 loans in the amount of \$10,000 or less.
- 243 iii. Prepares and recommends the annual budget to the Board.
- 244 iv. Manages stewardship of invested funds of ABC/WI.
- 245 v. Attends to all other financial matters referred to it by ABC/WI or the Board.
- 246 c. Meetings: Meets minimally three times a year and additionally upon the call of the
- 247 Chair, the Treasurer, or the REM. Quorum shall be four voting members.
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249 **SECTION 4 – PROGRAM COMMITTEE:**

- 250 a. Membership: Composed of no less than five and no more than eight voting members,
- 251 including the Vice President, two at-large Board members, and two individuals who
- 252 shall be jointly appointed by the Vice President, the President, and the REM. Each
- 253 affiliating body may also appoint a member to the committee. Terms of service shall be
- 254 one year.
- 255 b. Duties: Plans the program for the Annual Meeting of ABC/WI, which is approved by the
- 256 ABC/WI delegates present at the meeting.
- 257 c. Meetings: Meets minimally three times a year. Quorum shall be four voting members.
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259 **SECTION 5 – NOMINATING COMMITTEE:**

- 260 a. Membership: Composed of eight voting members, including two at-large Board
- 261 members, plus six individuals who shall be elected by the voting delegates at the
- 262 Annual Meeting. The elected six members shall be divided into three two-member
- 263 classes, each serving a staggered three-year term. One class shall be elected by vote
- 264 at the Annual Meeting each year. Committee members, other than the two at-large
- 265 Board members may serve a one three-year term, or an unexpired term followed by
- 266 one three-year term, after which they shall not be eligible for re-election until one year
- 267 has elapsed. The Chair shall be selected annually within the committee.
- 268 b. Duties:
- 269 i. Solicits input about, actively seeks for, and communicates with potential persons
- 270 to serve in the various positions within ABC/WI and to represent ABC/WI among
- 271 our various partners.
- 272 ii. Prepares the annual slate of nomination for open Board and Nominating
- 273 Committee positions for election at the Annual Meeting.
- 274 iii. Regularly provides a contact list of potential persons for service on ABC/WI
- 275 committees, commissions, and collaboratives to appropriate Chair.
- 276 iv. Regularly provides to the Board President and the REM a contact list of interested
- 277 persons for board service with ministry partners, such as the Board of General
- 278 Ministries ABCUSA, Milwaukee Christian Center, and Project Focal Point.
- 279 c. Meetings: Meets minimally two times a year. Quorum shall be five voting members.
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281 **SECTION 6 – AD HOC COMMITTEES:**

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

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

- 285 a. Membership: Composed of six voting members, consisting of minimally two at-large
- 286 Board members, one appointed individual from the Affiliating Bodies representing

- 287 women's and men's ministries in Wisconsin, and two additional individuals who shall be
288 jointly appointed by the Chair, the President, and the REM. Commission members,
289 other than the at-large Board members, may serve a maximum of six consecutive
290 years. The Chair shall be selected annually within the commission.
- 291 b. Duties: Promotes Christian education, campus ministry, evangelism, church growth,
292 mission service in the state, nation and world, social justice and stewardship education.
 - 293 c. Meetings: To be held at such times and places as they may determine, after
294 consultation with the REM. However, such meetings shall not be held during the
295 Annual Meeting sessions without the consent of the President or the REM.

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

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

309 **ARTICLE III: COLLABORATIVES**

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

320 **ARTICLE IV: PARTNERSHIPS**

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

325 **SECTION 1 – AFFILIATING BODIES**

- 326 a. The Affiliating Bodies shall be the Wisconsin chapters of: American Baptist Men,
327 American Baptist Women's Ministries, and Ministers Council.
- 328 b. The Affiliating Bodies may appoint a representative to serve as an ex-officio member to
329 the Board.
- 330 c. Affiliating Bodies shall be invited to have representation within ministries of ABC/WI as
331 set forth in these bylaws and shall welcome the REM, or the REM's appointee, to
332 meetings of their governing entity.
- 333 d. Affiliating Bodies may select their own officers, adopt their own bylaws, and outline their
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own policies, providing such bylaws and policies are in harmony with the most current 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

383 of ABC/WI, yet may appoint another region staff member to fulfill ex-officio duties as
384 necessary.

385 **ARTICLE VII: FINANCIALS**

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

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

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

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

403 **ARTICLE VIII: MISCELLANEOUS**

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

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

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

417 **ARTICLE IX: AMENDMENTS**

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420 These bylaws may be amended or repealed by a two-thirds vote of duly qualified
421 delegates present and voting at any Annual Meeting of the ABC/WI. Proposed
422 amendments shall be recommended by the Board. All amendments must be published in
423 two successive issues of the current official communication newsletter of the Region office
424 prior to a vote of the delegates.

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427 Recent Revisions:
428 *October 12, 2019*
429 *November 1, 2014 (corrections only)*
430 *October 15, 2011*