

February 5, 2022

CONSTITUTION OF THE
American Baptist Churches of the Rochester Genesee Region

1979 Amended June 4, 2022

Article I. Name

The name of this association of churches shall be the American Baptist Churches of the Rochester Genesee Region (ABCRGR).

Article II. History

This association was founded in 1827 as the Monroe Baptist Association and changed its name in 1921, when it merged with the Rochester Baptist City Mission Society, to the Baptist Union of Rochester and Monroe County. In 1961 the name became Monroe Baptist Association of Rochester and Vicinity. In 1973 the name adopted was The American Baptist Churches of Monroe Association. In 1985, it became a covenanting organization of American Baptist Churches in the U.S.A. In 1988, the name was changed to American Baptist Churches of the Rochester/Genesee Region.

Article III. Mission Statement, Purpose and Objectives

Section 1: The Mission of ABCRGR is to “Support Congregations in Developing Leaders Who Transform Lives.”

Section 2. The purpose of ABCRGR shall be to promote the unity, growth and outreach of its member churches and to foster whatever else may serve to promote the interest of Christ in the world.

Section 3. The purpose shall be pursued through:

- a. Provision of resources in areas of leadership and program development, social concern, cooperative action and sharing of resources.
- b. Provision of information and promotion of support for concerns of the American Baptist Churches in the U.S.A. in accordance with our covenant relationship.
- c. Representation in the ecumenical community and the support of ecumenical outreach and mission.
- d. Promotion of fellowship, community awareness, information for and action by the churches on issues of concern to the communities where ABCRGR churches are situated.

Article IV. Membership

Section 1. Churches are to be received into ABCRGR by submitting a petition to the Executive Board setting forth their desire to be admitted, their faith, practice, and willingness to

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cooperate fully and effectively with ABCRGR and the American Baptist Churches in the U.S.A. (ABCUSA) The recommendation of the Executive Board and a three-fourths vote of all Delegates present and voting at a meeting of the Delegates shall be required to receive a church into membership.

Section 2. ABCRGR shall have the right to terminate the membership of any church when such church is out of harmony with established Baptist beliefs and practice or has withdrawn from the American Baptist Churches in the U.S.A. (ABCUSA) or has pursued a course detrimental to the good name of the ABCRGR. The recommendation of the Executive Board and a three-fourths vote of all Delegates present and voting at a meeting of Delegates shall be required to terminate the membership of any church.

Section 3. No less than ten (10) days prior written notice must be given to the Delegates prior to any action receiving or terminating the membership of any church.

Article V. Delegates

Section 1. Each member church shall be entitled to three (3) Delegates who shall be members in good standing in that church. These shall be the minister and two additional Delegates of legal age, appointed by such church. Churches shall be authorized to select alternate Delegates to substitute for any regular Delegates who are unable to attend a Delegates' meeting. Delegates from non-geographic churches may vote by mail ballot (electronic or postal service) except for the meeting held in conjunction with the Biennial Gathering.

Section 2. In addition to the Delegates, the officers of ABCRGR shall be members with full right to vote at all meetings of the Delegates.

Article VI. Officers

Section 1. The officers of ABCRGR shall consist of the President, Vice-President, Treasurer, Clerk, and the Executive Minister.

Section 2. The Executive Minister shall be elected for an indefinite term by three-fourths (3/4) vote of all Delegates present and voting at a meeting of the Delegates, and he/she shall continue to serve unless removed from office by resignation, or by death, or by a majority vote of all Delegates present and voting at a meeting of the Delegates. The Executive Minister shall be regarded as the spiritual leader and director of ABCRGR. It shall be his/her duty to report annually, in writing, on the affairs of the Region and to be responsible for the supervision of the work of the region and its staff.

Article VII. Executive Board

Section 1. The Executive Board shall have general charge and management of the affairs, funds, and property of the region. The members of the Board shall have the power and it shall be their duty to carry out the purposes of the region per its constitution and bylaws. The Board shall be responsible for the various programs of the region and the implementation of the

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goals adopted by the Delegates. The Delegates shall receive reports from the Executive Board during the year and monitor the implementation of the adopted goals.

Article VIII. Subsidiary Organizations

Section 1. A subsidiary organization shall mean an organization constituted under the auspices of ABCRGR to develop and implement programs within its own structural formation to promote the mission and purpose of ABCRGR.

Section 2. A subsidiary organization must be recognized and approved by affirmative vote of the Executive Board and three-fourths (3/4) vote of the delegates at a regularly held meeting of the delegates.

Section 3. A subsidiary organization shall be accountable to the Executive Board and shall render Annual Reports to the delegates at the annual meeting of the delegates.

Section 4. Each subsidiary organization shall by office elect a representative to serve as ex-officio voting member of the Executive Board.

Article IX. Bylaws

Written Bylaws which are not in conflict with this Constitution shall be adopted and/or amended by the Delegates per the procedure described in the Bylaws

Article X. Amendments

This constitution may be amended at any meeting of the Delegates by concurrence of not less than three-fourths of the Delegates present and voting, if written notice containing the substance of the proposed amendment has been mailed to all Delegates of record at least thirty (30) days before the date of the meeting at which the amendment is to be acted upon.

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BYLAWS OF THE
American Baptist Churches of the Rochester/Genesee Region
1979 Amended 2022

Article I. The Region Year

The Region year, including the fiscal year, shall be from July 1 to June 30.

Article II. Meetings of the Delegates

Section 1. The Delegates shall meet no more than three (3) times a year, except for specially called meetings, at such time and place as shall be fixed by the Executive Board. One (1) meeting every other year shall be designated to be the Biennial Meeting. The Biennial Meeting shall be an open meeting to which all members of the cooperating churches shall be invited without the right to vote. The Executive Board shall call a special meeting of the Delegates whenever so required in writing by Delegates representing at least five churches.

Section 2. Delegates from one third (1/3) of region churches shall constitute a quorum for the transaction of business at any meeting.

Section 3. The Delegates shall elect at the Biennial Meeting the officers of the Region, and the members of the Executive Board.

Section 4. The Delegates shall: (a) adopt the bylaws of the region and amend the same; (b) adopt an annual budget for the Region; (c) establish and monitor goals of the region; (d) instruct and advise the Executive Board; (e) promote fellowship within the region and its member churches and (f) determine the number of professional staff positions of the region.

Section 5. The Delegates shall have ultimate authority in all region matters. Executive Board minutes shall be distributed to delegates.

Section 6: All regular meetings of Delegates shall be publicized open meetings.

Section 7: Any Delegate may participate in a meeting thereof by means of a conference telephone, video conferencing, or similar device by which all persons can hear all other persons participating in the meeting at the same time.

Section 8: Unless otherwise restricted by the ABCRGR constitution or the by-laws, a vote on any action required or permitted to be taken by the delegates may be taken without a meeting if the delegates consent unanimously to that action. Such consent may be written or electronic. If written, the consent must be executed by the region president by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the region president. (If

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there is not unanimous consent, a meeting, electronic or in person, may then occur.) The resolution and the written consents thereto by the delegates shall be filed with the minutes of the proceedings of the delegates.

Article III. Agenda Mailings for Meetings

Section 1. Notices of Delegates' meetings with agenda and supportive data pertaining thereto shall be mailed electronically or by postal service to Delegates at least ten (10) days in advance of the meeting.

Section 2. Notices of Executive Board meetings with agenda and supportive data pertaining thereto shall be mailed electronically or by postal service to Board members at least five (5) days in advance of the meeting.

Article IV. Officers

Section 1. The officers of the region shall consist of the President, Vice President, Treasurer, Clerk, and the Executive Minister. The officers shall work together as an Executive Leadership Team.

Section 2. The President shall be elected for a term of two (2) years. It shall be his/her duty to preside at all meetings of the Delegates, to preside at all meetings of the Executive Board, to lead the Board in its work and to report for the Board at each meeting of the Delegates. A succession plan per the following categories shall be observed in the nomination and election of the President: Male Clergy, Lay Woman, Female Clergy, Lay Man in the nomination and election of the President.

Section 3. The Vice President shall be elected for a term of two (2) years after which she/he may be presented election as Region President. (See above succession plan.)

Section 4. The Treasurer shall be elected for a term of one (1) two-year term and may be reelected for an additional two-year term for a maximum total of four (4) years after which she/he cannot serve on the Executive Board again until at least one election cycle (two (2) years) has lapsed. It shall be the duty of the Treasurer to provide oversight for all funds of the region and to see that they be disbursed in accordance with the budget adopted by a meeting of the Delegates or as subsequently amended and revised by a majority vote of the Delegates; to make investments of the funds of the region at the direction of the Executive Board, and to assure that accurate records be maintained and to make such reports as the Executive Board may require.

Section 5. The Clerk shall be elected for one (1) two-year term and may be reelected for one additional two-year term for a maximum total of four (4) years after which he/she cannot serve on the Executive Board again until at least one (1) election cycle (two (2) years) has lapsed. It shall be the duty of the Clerk to keep a roster of the Delegates elected or appointed by each church and record the minutes of the meetings of the Delegates and the Executive Board.

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Section 6. A moderator pro tempore will be elected at any meeting at which the President and Vice President are absent.

Section 7. A clerk pro tempore will be appointed by the moderator at any meeting at which the Clerk is absent.

Article V. Executive Board

Section 1. The Executive Board shall consist of no more than nineteen (19) elected members each of whom shall be a member in good standing in a member church of the region. At least eleven (11) member churches of the region shall be represented on the Board. Any auxiliary organizations choosing to be represented also may have one ex-officio member, with vote. The region representative to the Board of General Ministries ABCUSA (BGM) shall also be ex-officio voting member of the Executive Board.

Section 2. Membership of Executive Board

- a. The Executive Board shall consist of the officers of the region and twelve At-Large members.
- b. The term of service for an At-Large member of the Executive Board shall be four years. An At-Large member of the Executive Board who has served for four (4) consecutive years shall, at the completion of his/her term not be eligible for reelection to the Executive Board until one full election cycle (two years) has passed.
- c. If the Region has a member serving on a national board of ABCUSA, that person will be nominated to serve ex-officio (voice and vote) on the Region board during their term of service on the national board. They will be presented as part of the slate of board members for election by the delegates.

Section 3. The Board shall appoint such committees and task forces as it may deem necessary or advisable.

Section 4. The Board shall assign liaison responsibilities to its members for ensuring communication with the churches of the Region and their Delegates.

Section 5. 50% +1 members of the Board shall constitute a quorum for the transaction of business.

Section 6. Should any member of the Board absent himself/herself unreasonably from three consecutive meetings of the Board without sending a communication to the president or clerk stating his/her reason for so doing, if his/her excuse should not be accepted by the members of the Board, his/her seat on the Board may be declared vacant.

Section 7. Whenever a vacancy occurs on the Board because of death, resignation or otherwise, it may be filled by a vote of a majority of the members then in office. A person so chosen shall hold office until the next meeting of the Delegates.

Article VI. Meetings

Section 1: All regular meetings of the Executive Board of the region shall be publicized open meetings.

Section 2: Any member of the Board may participate in a meeting thereof by means of a conference telephone, video conferencing, or similar device by which all persons can hear all other persons participating in the meeting at the same time.

Section 3: Unless otherwise restricted by the ABCRGR constitution or the by-laws, a vote on any action required or permitted to be taken by the board or a committee of the board may be taken without a meeting if the members of the board or committee of the board consent unanimously to that action. Such consent may be written or electronic. Such consent may be written or electronic. If written, the consent must be executed by the region president by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the region president. (If there is not unanimous consent, a meeting, electronic or in person, may then occur.) The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

Article VII. Committees of the Region

The organization of the committees of the region shall be structured under the Executive Board as it determines is necessary, with the exception of the standing Finance and Investment Committee (below). For other committees, any public releases or pronouncements or statement issued by any region committee must first be approved by the Executive Board.

Section 1. Finance and Investment Committee

- a. The Finance and Investment Committee shall consist of the Treasurer, an at-large member of the Executive Board (hereafter "Board Member"), and at least three additional members (hereafter "at-large member/s") appointed by the Executive Board.
- b. The Treasurer and Board member shall serve on the Finance and Investment Committee as long as their elected terms to the Executive Board. At-large members shall serve at the pleasure of the Executive Board. Those who are on the committee due to elected positions may serve the Finance and Investment Committee as at-large members following the ending of their term if appointed.
- c. The Finance and Investment Committee shall elect a chairperson (who shall not be the Treasurer) and a secretary from among their members for two-year terms. Minutes of meetings shall be distributed to the Executive Board within

Commented [SH1]: Best wording? IOW, can stay on as long as EB deems they're still adding value to the committee. However, at-large also need to be able to choose to go off themselves too. Concise wording needed.

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- two weeks following each Finance and Investment Committee meeting and shall be kept on file in the region office.
- d. The committee shall receive financial reports and determine financial and development policies and procedures. The committee shall oversee the work of the Treasurer and ensure adherence to good financial management practices, nonprofit accounting laws, ABCRGR constitution and bylaws, and other relevant ABCRGR policies. It shall prepare an annual budget to be presented to the Executive Board for approval, after which it shall be brought to the Delegates for adoption.

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Article VIII. Nominating Committee

The Nominating Committee shall be composed of At-Large Executive Board members whose term is expiring in any given cycle. The Nominating Committee shall elect a chairperson from amongst its members at its first meeting and notify the President and Executive Minister who the chairperson is. The Nominating Committee shall submit a list of its proposed nominees for officers, chairpersons, members of elected committees, and other special representatives as recommended by the Executive Board to all Delegates of record at least ten (10) days prior to the meeting in which the election is to take place. The committee should seek to present nominees for the Executive Board and committees from churches not currently represented on the board, and who reflect the racial, ethnic, gender, geographic, and cultural diversity of the region.

Article IX. Permanent Council on Ordination

Section 1. The Permanent Council on Ordination shall consist of the ordained ministers in good standing within the region and one lay representative from each church appointed by that church, all members of the Ordination Review Committee, and the Executive Minister. The Chairperson and Vice-Chairperson of the council shall be elected by the Delegates at the biennial meeting of the region. The term of office for each position shall be two (2) years. Persons having served as officers two (2) full terms shall not be eligible for reelection until at least one election cycle (two (2) years) has lapsed.

Commented [SH3]: Commission on Ministry?

- a. Section 2. The Permanent Council shall be convened at the request of a member church and on approval of the Ordination Review Committee or the Executive Board of the region. Representatives from one-quarter of the churches shall constitute a quorum. No more than two (2) candidates shall be examined at any one meeting.

Section 3. The Chairperson of the Ordination Review Committee and the Executive Minister shall nominate committee members who shall be approved by the Executive Board. Membership shall be composed of the officers of the Permanent Council, six (6) ordained ministers, and no less than two (2) lay representatives. Committee members shall serve for four year terms with terms expiring on rotation so that no more than three (3) members rotate off the committee in any given year.

Section 4. The duties of the Ordination Review Committee shall be to meet with and counsel all candidates recommended for ordination by member churches, to advise seminary

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students and candidates in steps to be taken toward ordination, to determine their readiness to be examined by the Permanent Council, and to recommend them to the Permanent Council for examination.

Section 5. The duties of the Permanent Council shall be to hear the extemporaneous account of each candidate for ordination concerning his/her Christian experience and call to ministry. Each candidate shall also prepare and circulate his/her ordination paper prior to the examination. The Permanent Council, following examination, shall recommend the candidate's church proceed with ordination, decline to make a recommendation, or refer the candidate back to the Ordination Review Committee for further advisement.

Section 6. At the request of a member church, the Ordination Review Committee shall have power to recognize the ordination of a person ordained outside the American Baptist Churches, provided the candidate is in harmony with the region's standards for recognition.

Article X. Delegates to Ecumenical Bodies

The Executive Board in concert with the Executive Minister shall designate representation to external organizations as necessary.

Article XI. Recommendations to Member Churches

The region recommends that the Constitution of each of its member churches include these provisions:

1. This church shall adhere to and be a member of ABCRGR and the American Baptist Churches in the U.S.A., and shall not resign or withdraw from any of these bodies except by a duly adopted amendment to the constitution of this church following a petition for such resignation or withdrawal signed by three-fourths of all the members of this church and following by at least thirty days a consultation thereto by the elected leadership of this church with the Executive Minister of ABCRGR;
2. The pulpit committee of this church shall confer with the Executive Minister of the ABCRGR on the qualifications and record of all candidates being considered for the pulpit of this church.
3. This church shall notify the Executive Minister of the ABCRGR of any proposed amendment or amendments to its constitution thirty (30) days prior to such action.

Article XIII. Amendments

These bylaws may be amended at any meeting of the region by a majority of the Delegates present and voting, provided the amendment is recommended by the Executive Board of ABCRGR and provided that written notice of such proposed amendment shall be mailed

Commented [SH4]: Can we actually have something in our bylaws that's a recommendation to a separate organization about their bylaws?

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electronically or by postal service to the member churches for dissemination to their Delegates not less than thirty (30) days prior to the vote.

This constitution and its bylaws, adopted in 2022, shall be considered to supersede and render invalid all previous constitutions and bylaws adopted by this organization.

Rules of Order of ABCRGR

1. The President, at the appointed hour for a meeting of the region, shall call the Delegates to order. In the absence of the President, the Vice President shall preside. In the absence of both the President and the President-elect, the first order of business shall be to elect a moderator pro tempore. In the absence of the Clerk, a clerk pro tempore shall be elected.
2. The Clerk shall proceed to call the roll of Delegates.
3. The minutes of the last meeting shall be approved.
4. All meetings shall be opened and closed with prayer.
5. Roberts' Rules of Order shall be recognized as authoritative in the conduct of the meetings.
6. Unanimity shall be sought in all decisions.

Commented [SH5]: This doesn't belong in bylaws. It's a procedure.