

## **BY-LAWS**

American Baptist Churches of Indiana and Kentucky

Adopted October 2, 1993

Amended October 19, 2001

Amended October 15, 2004

Amended September 30, 2006

### **ARTICLE I**

#### **NAME AND AFFILIATION**

- Section 1. The corporate name of this organization shall be the Indiana Baptist Convention, Inc. doing business as the American Baptist Churches of Indiana and Kentucky (hereinafter referred to as the Region.)
- Section 2. The organization shall be a covenanting Region of the American Baptist Churches, in the USA (hereinafter referred to as ABC/USA) and shall cooperate with ABC/USA in the support of denominational activities. The Region shall provide a means by which the members may communicate with ABC/USA.

### **ARTICLE II**

#### **MISSION STATEMENT**

- Section 1. The Region is an interdependent fellowship of American Baptist churches.
- We are called to be the people of God;  
(Ephesians 2:16)
  - we are empowered by the Holy Spirit;  
(Acts 1:8)
  - we are called to be a united people;  
(John 17:21)
  - we are commissioned by Christ to bear witness and make disciples throughout the world;  
(Matthew 28:19-20)
  - we seek to fulfill the saving, healing, liberating work of Christ.  
(Luke 4:18-22)

Therefore, the mission of the Region is to glorify God and unite our cooperating churches in carrying out ministries which flow from our response to the word of God and the Lordship of Jesus Christ.

- Section 2. It is the intention of the Region to rely on the gifts of all cooperating churches, regardless of size, and all their members, regardless of gender, age, clergy, laity, ministry position, ethnicity, or geography. We shall empower all members of cooperating churches to participate equally under the guidance of the Holy Spirit to carry out the common task of ministries which flow from our response to the word of God and the Lordship of Jesus Christ.

### **ARTICLE III DEFINITIONS**

Cooperating Churches: Members of the Region.

Biennial Meeting: The Biennially scheduled gathering of cooperating churches for the purpose of worship, growth, fellowship, communication and for conducting the business of the Region.

Areas: Geographical area assignments for the cooperating churches.

Associations: Congregations, usually in a geographical proximity, who voluntarily agree to cooperate with one another for the purpose of fellowship, worship, accountability and training.

Institutional Support Process Ministries: Organizations which are inter-region in nature, but complimentary to the Region's purposes and programs.

Commissions: Groups of persons responsible for carrying out Region ministries specifically assigned to them.

Committee: A group with a regular and diverse task, whose membership shall be designated, including term of office when assigned.

Delegates: Representatives from each cooperating church of the Region who are entitled to vote at a Biennial Meeting.

Executive Committee: Region Board members, as defined by the Rules of Procedure, who are responsible for carrying out the work of the Region Board in between Region Board meetings.

Executive Staff: The Executive Minister, the Associate Executive Minister, and the Region Resource Ministers.

Area Ministry Team: The group in each Area consisting of Area officers and representatives responsible for overseeing programming in each Area.

Region: Indiana Baptist Convention, Inc. doing business as the American Baptist Churches of Indiana and Kentucky.

Region Board: The group composed of the Area elected members, General Board members of ABC/USA from this Region, Region officers, Region elected members, presidents of Related Organizations, and chairpersons of Region committees and commissions, responsible for conducting business for the Region between the Region's Biennial Meetings.

Related Organizations: Organizations of people from the cooperating churches which further the mission of the Region and give tangible evidence of supporting the Region's purposes and programs.

Task Force: A group whose membership, task, and length of service shall be designated by the appointing group. Normally the task will be achievable within a short period of time and is non-recurring and narrow in scope.

## **ARTICLE IV MEMBERSHIP**

- Section 1. The constituency of the Region shall be cooperating churches, Related Organizations, and Institutional Support Process Ministries which cooperate with its work.
- A. The Region and its members shall be autonomous, interdependent bodies in voluntary relationships. The Region shall maintain a relationship with the ABC/USA. Member churches of the Region may choose to relate to the ABC/USA and the region or only to the Region.
- Section 2. Expectations of Cooperating Churches.
- 2.1 When a church lies within the geographic boundaries of an association within the Region desires membership in the Region it shall apply through either the Association, Area, or Region, whichever is appropriate. Each application shall first be approved by either the Association or Area, and then acted on by the Region Board at its next regular meeting. Under extraordinary circumstances the Region Board may receive a congregation into Region membership without prior action by an Association or Area.
- 2.2 Congregations seeking membership shall present evidence of support of the Region's purposes, programs and a commitment to make regular and proportionate contributions to the mission budget of the Region and/or ABC/USA organizations and institutions recognized by the Region.
- 2.3 Congregations may be dismissed from membership upon their request or by recommendation from their Association or Area. The Region Board shall act upon the request.
- Section 3. Expectations of Related Organizations.
- 3.1 These organizations will normally be separate corporate bodies with their own managing boards. They shall be regional in scope and give tangible evidence of supporting the Region's purposes and programs. The President of the related organization shall serve as a member of the Region Board.
- 3.2 The Region Board shall have the authority to review applications and grant membership to a related organization which is regional in scope.
- Section 4. Expectations of Institutional Support Process Ministries.
- 4.1 These organizations are inter-region in nature, but complimentary to the Region's purposes and programs. They seek to relate to the Region and its congregations. Institutional Support Process Ministries shall be entitled to send a representative to the Region Board and the Region's Biennial Meetings, but without vote and privilege.

4.2 The Region Board shall have the authority to review applications and grant membership to an Institutional Support Process Ministry which is inter-regional in scope.

Section 5. Statement of Autonomy and Interdependence.

5.1 The American Baptist Churches of Indiana and Kentucky shall comply with the ABC/USA Declaration on Autonomy and Interdependence adopted by the Region Board on May 31, 1984. The document is attached as Appendix A.

**ARTICLE V  
BIENNIAL AND SPECIAL MEETINGS OF THE REGION**

Section 1. There shall be a Biennial Meeting of the Region, on the off year of the ABC/USA Biennial Meeting, at a time and place determined by the Region Board at least two (2) years in advance.

Section 2. A special meeting of the Region can be called by delegates at a Biennial Meeting or by the Region Board, provided thirty (30) days written notice has been given to the cooperating churches and the Areas.

Section 3. One hundred (100) delegates with representation from all Areas shall constitute a quorum.

Section 4. Each cooperating church of the Region shall be entitled to appoint three (3) persons plus an additional person for each fifty (50) resident members of the congregation to serve as delegates to the Region's Biennial meeting.

4.1 The voting members from a Cooperating member church which chooses to relate only to the Region, but not to the ABC/USA, shall have full voting privileges except they may not vote on matters relating to the "Covenant of Relationship" between the Region and ABC/USA or the election of ABC/USA General Board members. These voting privileges and restrictions shall also apply to Executive Committee and Region Board members.

**ARTICLE VI  
PARLIAMENTARY AUTHORITY**

Section 1. Any proposals or motions which shall affect the structure of this Region to be acted upon by the delegates the Region's Biennial Meeting shall be presented in written form to the Region Board at least ninety (90) days prior to the Biennial Meeting.

Section 2. In all situations not specifically covered by these By-Laws and Rules of Procedure, the most recent revision of Roberts Rules of Order shall be used as a basis of parliamentary authority. Prior to each Biennial Meeting the President shall appoint a Parliamentarian.

**ARTICLE VII  
OFFICERS OF THE REGION**

- Section 1. Officers of the Region shall be President, Vice-President, Secretary, Treasurer, and the Immediate Past President. No salaried employee of the Region shall be eligible as an officer of the Region.
- Section 2. Officers shall perform the duties prescribed by the Rules of Procedure.
- Section 3. The Region Nominating Committee shall nominate the officers at the Region's Biennial Meeting. The election of all officers shall be by ballot. When there is only one (1) nominee for an office, the Secretary shall cast an elective ballot.
- Section 4. The term of office shall be two (2) years, from the close of the Biennial Meeting at which they are elected until the close of the next Biennial Meeting. The President and Vice-President shall not be eligible to serve more than one (1) term. The President shall have served on the Region Board prior to being nominated and elected. The Secretary shall not be eligible to serve more than two (2) consecutive terms. The Treasurer shall not be eligible to serve more than three (3) consecutive terms.

**ARTICLE VIII  
REGION BOARD**

- Section 1. The Region Board shall have all of the powers of the Region except as limited by the By-laws, Rules of Procedure, or specific action of the Region in session.
- Section 2. The Region Board shall be composed of the following persons:
- 2.1 Officers of the Region. (See By-laws, Article VII)
- 2.2 Region elected members. There shall be Sixteen (16) members elected by the delegates at Biennial Meetings. The members shall be elected to serve four (4) years, with eight (8) being elected at each Biennial Meeting. The member shall take office at the close of the Region's Biennial Meeting at which the member is elected. Region elected members shall not be eligible to serve more than one (1) term consecutively. These members shall be assigned to a region commission or committee.
- 2.3 Presidents of Related Organizations. Presidents of Related Organizations as defined in the Rules of Procedure shall serve on the Region Board during their entire term as president. These members shall begin serving on the Region Board at the close of the Region's Biennial following their election.
- 2.4 General Board Representatives. General Board representatives of ABC/USA who represent the ABC of IN-KY shall serve on the Region Board during their entire General Board term.

2.5 Area Elected Members. The Moderator, Financial Coordinator, and one (1) Area Ministry Team representative shall serve on the Region Board. These members shall begin serving on the Region Board at the close of the Region's Biennial Meeting following their election. They shall continue to serve on the Region Board until replaced by the subsequent person holding that office.

2.6 Chairpersons of Region committees and commissions. These persons shall begin serving on the Region Board at the close of the Region's Biennial Meeting.

Section 3. Any person who serves as a Region Board member in more than one (1) category at the same time is entitled to only one vote. No salaried employee of the Region shall be eligible for election to the Board.

Section 4. The officers of the Region shall be empowered to sign all legal documents of the Board.

Section 5. There shall be three (3) regular meetings of the Region Board annually.

Section 6. Members of the Region Board shall forfeit their office upon failing to attend two (2) consecutive Region Board meetings without an excused absence.

Section 7. The Region Board is empowered to fill any vacancy of an officer, region elected member, or chairperson of a commission or committee by election at its next regular meeting upon nomination by the Nominating Committee.

Section 8. The Region Board shall perform the duties prescribed in the Rules of Procedure in addition to the following:

- a. Establish and maintain the Rules of Procedure;
- b. Conduct business for the Region;
- c. Set goals in keeping with the mission of the Region;
- d. Establish a monetary policy;
- e. Manage the assets of the Region;
- f. Employ Executive Staff.

## **ARTICLE IX COMMITTEES OF THE REGION**

Section 1. There shall be an Executive Committee of the Region Board which shall prepare the Board's agenda and act on behalf of the Board between sessions.

1.1 The Region board shall assign responsibilities consistent with the Rules of Procedure. The limitations of action shall be determined by the Region Board.

1.2 The Executive Committee shall be composed of members as outlined in the Rules of Procedure.

Section 2. Region Standing Committees

2.1 Biennial Meeting Program Committee. This committee shall plan the Region's Biennial meeting. The Committee shall report to the Region Board and shall be composed of members as outlined in the Rules of Procedure.

2.2 Personnel Committee. This committee shall be composed of persons as outlined in the Rules of Procedure. The Committee shall be the link between the Region Board and the Region Staff, as they maintain personnel policies, present candidates, conduct appraisals, and recommend compensation as detailed in the Rules of Procedure. The Committee shall report to the Region Board.

2.3 Finance Committee. This committee, constituted of persons as outlined in the Rules of Procedure, shall stay knowledgeable of and oversee all financial operations of the Region while reporting and making recommendations to the Region Board.

2.4 Nominating Committee. This committee, composed of members as outlined in the Rules of Procedure, shall function throughout the year making recommendations to the Biennial Meeting and Region Board as needed. The Committee shall report to the Region Board.

Section 3. Task Forces may be appointed by the Region Board or Executive Committee to meet current relevant needs, to study concerns, or to assist with various ministry projects.

## **ARTICLE X REGION WIDE MINISTRY COMMISSIONS**

Section 1. Region Ministry Commissions shall oversee specific ministries within the Region, as defined by the Rules of Procedure.

## **ARTICLE XI AREAS OF THE REGION**

Section 1. The Region shall be divided into geographic Areas, in order to develop programming and ministries to meet the specific needs of cooperating churches, accessing the resources of the Region as well as those of the local churches. The geographical boundaries of the Areas shall be determined by the Region Board.

Section 2. Annual and Special Meetings of the Area

2.1 The responsibility for each Area rests with the delegates in its Annual Meeting, except where this responsibility has been entrusted to its Area Ministry Team.

2.2 Each Area shall meet annually, at a time and place to be determined by its Area Ministry Team. The function of the Area Annual Meeting shall be as outlined in the Rules of Procedure.

2.3 Special Meetings of an Area may be called by its Ministry Team in consultation with the Area's Resource Minister, the Executive Minister, or upon

request of one-fourth of the cooperating churches, providing thirty (30) days notice is given in writing to the congregations within the Area. Written notice shall include the purpose of the meeting. Business conducted shall be limited to that purpose.

2.4 Each cooperating church of the Region within the Area shall be entitled to appoint three (3) persons plus an additional person for each fifty (50) resident members of the congregation to serve as delegates at Annual or Special Meetings of the Area.

### Section 3. Area Ministry Team

3.1 A Ministry Team shall be established in each Area to identify and meet programming and ministry needs for the cooperating churches and ministers within its Area, with the assistance of the envisioning work of the Region Board and the assistance of the Executive Minister, the Area's Resource Minister, and Region Staff.

3.2 The officers of each Area Ministry Team shall be Moderator and Financial Coordinator.

3.3 Four (4) representatives shall be elected at the Area Annual Meeting. At the first meeting of the Area Ministry Team following the Area Annual Meeting; one representative shall be appointed to serve as Secretary, one representative shall be appointed to serve on the Region Board, one representative shall be appointed to serve as Chair of the Area Annual Meeting Program committee, and one representative shall be appointed to serve as Chair of the Area Nominating Committee.

3.4 The officers and representatives of the Area Ministry Team shall perform the duties prescribed by the Rules of Procedure.

3.5 Under the leadership of the representative who chairs the Nominating Committee, the Area Ministry Team shall nominate new members of the Area Ministry Team at the Area Annual Meeting. The election of all members of the Area Ministry Team shall be by ballot. When there is only one (1) nominee for an office, the secretary shall cast an elective ballot.

3.6 The term of office for the members of each Area Ministry Team shall be two (2) years.

3.7 Membership balance on the Area Ministry Team with regard to gender, age, clergy, laity, ministry position, ethnicity, and geography shall be sought.

3.8 General Board members of ABC/USA from each Area shall also serve on their Area Ministry Team.

3.9 There shall be three (3) meetings of the Area Ministry Team annually. The Area Ministry Team shall perform duties as outlined in the Rules of Procedure.

Section 4. Committees of the Area. The Area Ministry Team shall serve as both the Annual Meeting Program Committee and the Area Nominating Committee.

4.1 The Annual Meeting Program Committee shall work under the leadership of the Annual Meeting Chair. In each Area, this committee shall plan and implement the program for the Area Annual Meeting. The committee shall be composed of members of the Area Ministry Team and a pastor and layperson from the host congregation, and the Area's Resource Minister as outlined in the Rules of Procedure.

4.2 The Nominating Committee shall work under the leadership of the Nominating Chair. This committee shall present nominations for all elective positions to the Area Annual Meeting. The committee shall be composed of members of the Area Ministry Team as outlined in the Rules of Procedure.

Section 5. Area Task Force groups may be appointed by the Area Ministry Team to meet needs not otherwise provided for in this structure.

## **ARTICLE XII REGION STAFF**

Section 1. The Region will be served by a staff of professional ministers and support persons under the accountability and supervision of the Executive Minister.

## **ARTICLE XIII INDEMNIFICATION AND DISSOLUTION**

Section 1. The members of the Region Board and its officers are accountable only to the Region. In all other respects the Region shall indemnify and hold harmless members of the Region Board and its officers.

Section 2. Upon the dissolution of the Region the assets of the Region shall be distributed exclusively to its successor, if it qualifies as an organization recognized under the provision of Section 501(c)(3) of the current Internal Revenue Code and its regulations, or if not qualified, then to ABC/USA, or its successor as an organization recognized under the provision of Section 501(c)(3) of the current Internal Revenue Code and its provisions.

## **ARTICLE XIV AMENDMENTS**

Section 1. The By-Laws may be amended at any Biennial Meeting of the Region by two-thirds vote of the delegates present and voting, provided: that such amendments have been approved at a meeting of the Region Board and that an announcement of the intended action and copies of the proposed amendments have been mailed to cooperating churches at least thirty (30) days in advance of the Biennial Meeting where such action is anticipated.