

**(PROPOSED) INTERIM TRANSITION BYLAWS**  
**FOR**  
**AMERICAN BAPTIST CHURCHES OF THE ROCKY MOUNTAIN REGION**

**I. PURPOSE OF INTERIM TRANSITION BYLAWS**

American Baptist Churches of the Rocky Mountain Region ("ABCRM" or the "Region") has recently undergone certain fundamental organizational changes. In addition, Colorado law governing nonprofit organizations has been revised since the existing Bylaws and Rules of Procedure governing the Region were substantially adopted in 1997. Accordingly, it is no longer in the best interests of the Region to continue to operate under the organizational structure set forth in such Bylaws and Rules of Procedure.

With the expected formation of the six Ministry and Mission Clusters in the place of the three Areas within the ABCRM by vote of the delegates in the 2005 Annual Session, many references to the configuration, duties, officers and members of the three Areas no longer apply. New language is needed to include these Ministry and Mission Clusters in the Region's new Bylaws.

The Region now wishes to initiate and implement a process to solicit input from its members, under legal consultation, regarding a revised operational structure and comprehensive new Bylaws. During such time as this process is ongoing and until such new Bylaws are adopted in accordance with the procedures set forth herein, the Region will be governed by these Interim Transition Bylaws. Accordingly, the Bylaws and Rules of Procedure (2004) are hereby superseded and replaced by these Interim Transition Bylaws. These Interim Transition Bylaws shall remain in effect until (i) the one year anniversary of their adoption or (ii) adoption of new Bylaws in accordance with the procedures set forth herein.

**II. MEMBERSHIP**

**A. Membership, Generally**

1. The Constituency. The constituency of the Region shall be American Baptist congregations which cooperate in its work.

a) Congregations shall make regular and proportionate contribution of benevolence funds to American Baptist Mission Support.

b) The congregations shall participate regularly in the support of the purpose of the

Region.

c) Congregations aligned with more than one denomination shall share proportionately their benevolence funds with these denominations.

## 2. Congregations

a) Upon the favorable recommendation of the appropriate Cluster, the Transitional Executive Board shall review applications and grant membership to any local congregation seeking affiliation with the Region's purpose and program.

b) The Transitional Executive Board also shall dismiss congregations upon application of the congregation and/or upon recommendation of the applicable Cluster.

## 3. Auxiliary and Related Organizations

a) The Transitional Executive Board shall have the authority to review applications and grant membership to any auxiliary organization or related organization which is regional in scope seeking affiliation with the Region.

b) Each applying organization shall have given evidence of support of the Region's purpose and program.

## B. Duties

The duties of the members, acting through the delegates are as follows:

1. To elect the officers of the Transitional Executive Board.

2. To receive input from the constituency to provide guidance and direction for the Region's staff, officers, Transitional Executive Board, and any departments, committees and task forces established by the Transitional Executive Board, in policy concerns.

3. To ratify the goals, objectives, and priorities as established by the Transitional Executive Board.

4. To review actions taken by the officers and the Transitional Executive Board, since the ultimate authority of the Region rests with the delegates in session.

a) Policy decisions made during each year must be provided to member churches two weeks before the Annual Session.

b) Affirmation of those actions is presumed unless questioned by a delegate, who must present the question in writing to the secretary by the end of the business period at which the subject was presented. The question must be brought up then or at the next business period for discussion and possible action.

5. To adopt the Region's annual budget. Authority to change the authorized expenditures subsequent to adoption of the budget is delegated to the Transitional Executive Board in light of unanticipated needs.

6. Determine the Region's ecumenical relationships.

### C. Meetings

#### 1. Annual Sessions

a) The Region shall meet in annual session at a time and place specified by the Transitional Executive Board.

b) Notification of sessions shall be made to all member congregations at least 30 days preceding the session.

#### 2. Special Sessions.

a) The Region shall meet in special session as called by the Transitional Executive Board or upon written request of forty (40) local congregations representing at least four Ministry and Mission Clusters.

b) Notification of sessions shall be made to all member congregations at least fifteen (15) days preceding the session.

#### 3. Quorum.

A quorum for the Annual and Special Sessions of the Region shall be a majority of the registered delegates with at least three (3) from each Ministry and Mission Cluster.

### D. Delegates

1. Each cooperating congregation is entitled to two (2) delegates to Region meetings for the first 150 resident members or fewer, plus one (1) delegate for each 150 resident members. (More than 75 additional resident members will entitle the congregation to an additional delegate.) These delegates shall be certified by the congregation as its official representatives.

2. Each delegate shall have one (1) vote.

3. An alternate delegate may be elected for each delegate.

4. Voting members of the Transitional Executive Board shall be voting delegates.

5. Others who are not delegates are encouraged to attend and may participate in

discussion of motions, but have no vote.

### III. TRANSITIONAL EXECUTIVE BOARD

1. Except as otherwise provided in the Colorado Revised Nonprofit Corporation Act (the "Act"), the Articles of Incorporation of the Region or these Interim Transition Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Region shall be managed by, its Transitional Executive Board.

2. The Transitional Executive Board shall be comprised of the following persons: the president, vice president, secretary, treasurer, immediate past president, executive minister, one representative chosen by the delegates at the Annual Session from each of the six Ministry and Mission Clusters, the president of the AB Women's Ministries of Colorado, the president of the AB Women's Ministries of Wyoming, the president of the ABCRM Ministers Council, the chair of the Region men's ministry, a representative from the Region youth organization selected by such youth organization, a representative from Camp WYOBA selected by such organization, all ABCUSA General Board members residing in the Region, and the five persons presently serving the Region as department chairs. The Transitional Executive Board will retain the option to call up to two more members of the Transitional Executive Board to assure diversity in geographical areas, gender, laity, clergy, and/or for specific expertise. The rest of the ABCRM professional staff will not be members of the Transitional Executive Board but will be invited to attend meetings of the Transitional Executive Board from time to time in their capacity as staff, as deemed appropriate by the Transitional Executive Board based on the particular expertise of such staff members.

Each member of the Transitional Executive Board shall serve until the earlier of (i) such time as new Bylaws of the Region are adopted or (ii) these Interim Transition Bylaws are no longer in effect.

3. At least three meetings of the Transitional Executive Board shall be held during the one year period following adoption of these Interim Transition Bylaws, as determined by the Transitional Executive Board. Additional meetings may be called as determined by the Board.

4. A majority of the members of the Transitional Executive Board in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Transitional Executive Board. The vote of a majority of the members of the Transitional Executive Board physically present or telephonically present at a meeting at which a quorum is present shall be the act of the Transitional Executive Board, unless otherwise required by the Act, the Articles of Incorporation, or these Interim Transition Bylaws.

If less than a quorum is present at a meeting, a majority of the persons present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

5. Subject to the Act, by one or more resolutions adopted by the vote of a majority of the members of the Transitional Executive Board present physically or telephonically at a meeting at which a quorum is present, the Transitional Executive Board may form one or more ministry advisory boards, committees, auxiliaries, or other bodies composed of such members, and having such rules of procedure as the Transitional Executive Board shall designate.

No such committee, advisory board, or other body shall have authority to incur any expense or make any representation or commitment on behalf of the Region without the express approval of the Transitional Executive Board.

#### IV. OFFICERS

##### A. Names

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Immediate Past President (if for any reason the Immediate Past President cannot continue to serve, the Transitional Executive Board shall select another Past President to fill the remainder of the term).

##### B. Terms

1. Officers shall be elected for one year or until their successors are elected.
2. Secretary and Treasurer shall be eligible to serve no more than five consecutive full year terms.
3. Other officers shall hold the same office for no more than two consecutive full terms.
4. Term of office shall commence January 1st following election.

##### C. Duties of Officers as a Group

1. Act for the Transitional Executive Board between regular sessions of the Board in cases of emergency.
2. Function as the personnel committee, with the addition of the chairperson of the committee designated by the Transitional Executive Board to have responsibility for

financial oversight. On the personnel committee, the executive minister will have voice but no vote.

3. Receive reports and advise the ABCRM staff.
4. Perform an annual performance and contract review of the executive minister in consultation with ABCUSA.
5. Other ABCRM staff will, from time to time as requested by the officers, according to their particular expertise, have a voice at meetings but no vote.
6. Meetings of the officers shall be held at least twice each year and at other necessary times upon the call of the president, vice president or executive minister.
7. The officers shall act as a group as follows: a majority of the officers (including, in the case of the personnel committee, the additional committee chair of the committee with responsibility for finance) shall constitute a quorum, and the vote of a majority of such officers physically present or telephonically present at a meeting at which a quorum is present shall be the act of the officers acting as a group, unless otherwise required by the Act, the Articles of Incorporation, or these Interim Transition Bylaws.

#### D. Duties of Particular Region Officers

##### 1. President

- a) Preside over meetings of the Region's Annual and Special Sessions.
- b) Serve as Chair of the Transitional Executive Board.
- c) Serve as the official Region representative where specified.
- d) Be an ex-officio member of all Region departments and committees established by the Transitional Executive Board.
- e) Sign, along with the secretary, all legal documents as authorized by the Transitional Executive Board acting as a group.
- f) Provide a written annual report to the Region Annual Session.

##### 2. Vice President

- a) Function in the absence of the President.
- b) Serve as Vice Chair of the Transitional Executive Board.

##### 3. Secretary

- a) Provide for the keeping of accurate minutes of the meetings of the Region's Annual and Special Sessions for publication.
- b) Maintain all records of the Transitional Executive Board and the officers meeting as a group.
- c) Sign, along with the President, all legal documents as authorized by the Transitional Executive Board and/or the officers meeting as a group.
- d) Assure notification of Annual and Special Sessions of the Region, meetings of the Transitional Executive Board, and of the officers meeting as a group.
- e) Inform persons of the appointment to office and/or board and committee membership, as determined by the Transitional Executive Board.

#### 4. Treasurer

- a) Provide for the receiving and holding in the Region office all monies and evidences of property owned by the Region and committed to the Treasurer's care by the Transitional Executive Board, and make appropriate reports.
- b) Serve as ex-officio member of such committee as may be established by the Transitional Executive Board for financial oversight.
- c) Periodically review vouchers issued for the payment of funds.
- d) Give an annual report to the Region.

#### 5. Immediate Past President

- a) Serve in a consultative function and advisory position.
- b) Perform other duties as assigned by the president.

#### 6. Region Executive Minister

1. Serve as Chief Administrative Officer of the Region, being responsible to the Transitional Executive Board and the official job description.
2. Secure, coordinate, supervise and be held accountable for the work of professional staff and non-professional staff.
3. Serve as a voting member of the Region Executive Minister's Council and the General Staff Council of ABCUSA.

4. Serve as ex-officio member of all Region departments, boards, and committees established by the Transitional Executive Board.

5. Represent the Region to other appropriate bodies.

## V. PARLIAMENTARY AUTHORITY

In all situations not specifically covered by these Bylaws and Rules of Procedure:

1. The consensus model of governance will be preferred.
2. In the event of no consensus, the most recent revision of *Roberts Rules of Order* shall be used as the basis of parliamentary authority.

## VI. ADOPTION OF BYLAWS

At the conclusion of the Region's process for reviewing its organizational structure and adopting new Bylaws, such new Bylaws shall be adopted at an Annual Session of the Region or at a special session of the Region called for that purpose in accordance with the following procedures:

1. Each proposed amendment shall be presented to the Transitional Executive Board not later than forty-five (45) days before the annual or special session of the Region where the amendment is to be considered. The Transitional Executive Board shall review each proposed amendment and may include a recommendation for or against adoption, with a summary of arguments for and against, in the list of proposed amendments provided to Region churches prior to the annual or special session where the amendment is to be considered.
2. Notice of such recommended amendment shall be given in the two issues, immediately prior to the meeting where the amendment is to be considered, of the Region's official publication or through a direct mailing to the member congregations at least one month in advance.
3. In an emergency the Transitional Executive Board, by a two-thirds vote, may present a proposed amendment for consideration at any regular or special session of the Region.
4. The adoption of an amendment shall be by a two-thirds vote of those delegates present and voting.