

Field Code Changed

**BYLAWS OF
THE AMERICAN BAPTIST CHURCHES OF THE ROCKY MOUNTAINS**

Adopted 1971
Revised 1984
Revised 1989
Revised 1996
Revised 1997
Revised 2004

Transitional Bylaws 2005

~~Revised 2006~~

~~Revised 2010~~

ARTICLE I – ORGANIZATION

A. Name

This organization shall be called **American Baptist Churches of the Rocky Mountains** (the Region), a not-for-profit organization. The Region includes the American Baptist congregations of Colorado, Wyoming, New Mexico, the eastern portion of Utah, and such other congregations as may apply and be accepted.

B. Affiliation

The Region is the coordinating agency of covenanting congregations for the American Baptist Churches USA.

ARTICLE II – PURPOSE

American Baptist Churches of the Rocky Mountains is a spiritual community of local congregations collaborating in ministry and mission under the lordship of Jesus Christ for the expansion of the kingdom of God.

ARTICLE III – THE REGION

Membership of the Region is comprised of covenanting congregations, clusters, and affiliated ministries. Voting members of the Region shall be covenanting congregations which have been accepted as members by the **Region’s Board** (the Board). Each such covenanting congregation, through its delegate(s) and in accordance with the procedures set forth herein, shall be entitled to vote in an election of Board members and on any other matter requiring membership approval. Clusters and affiliated ministries shall be non-voting members, and, as such, have no rights to vote for the election of Board members or appoint delegates.

A. A covenanting congregation shall:

- 1. Affirm and participate in the mission and purpose of the Region.

- b. To elect certain Board members.
- c. To receive the Region's audited financial statements and annual budget.

B. Special Sessions

- 1. The Region may meet in Special Session to deliberate on a specific agenda item.
- 2. A Special Session may be called by the Board and shall be called by the Board upon written request by forty percent (40%) of the covenanting congregations representing at least four Clusters.

C. Notice of Gathering and Special Sessions

Except as otherwise prescribed by statute, written notice of each Gathering or Special Session stating the place, date, and time of the session, and, in the case of a Gathering, the proposed agenda, and in the case of a Special Session, the purpose or purposes for which the session is called, shall be delivered no fewer than 30 days nor more than 60 days before the date of the session. Such notice shall be given either personally, by mail or private carrier, or by facsimile, electronic transmission, or any other form of wire or wireless communication, by or at the direction of the President, or the Secretary, or other officer or person calling the meeting, to each covenanting congregation. If mailed by first class mail, such notice shall be deemed delivered five days after deposit in the United States mail, addressed to each member at such member's address as it appears in the records of the Region, with postage thereon prepaid. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile, electronic transmission or by any other form of wire or wireless communication, such notice shall be deemed to be given when the transmission is complete. Any covenanting congregation may waive notice of any session before, at, or after such session.

D. Quorum and Voting

A quorum for the Gatherings and Special Sessions of the Region shall be a majority of the registered delegates representing no less than thirty percent (30%) of the Region's covenanting congregations representing at least three Clusters. With respect to all matters other than the election of Board members, action is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required by **Colorado Revised Nonprofit Corporation Act** (the Act). In an election of Board members, that number of candidates having the highest number of votes cast in favor of their election are elected to the Board.

E. Delegates

- 1. Each covenanting congregation is entitled to appoint

- 1 a. two (2) delegates to Region meetings for the first 150 members of such
2 congregation, and
- 3
- 4 b. one (1) delegate for each additional 150 members, and
- 5
- 6 c. one (1) delegate for each additional 75 members over and above 300.
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- 8 2. Delegates shall be certified by their congregation as its official representative(s). A
9 delegate must be a member in good standing of the covenanting congregation which
10 he/she represents.
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- 12 3. Each delegate present shall have one (1) vote and may not vote by proxy.
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- 14 4. Members of the Board shall be voting delegates.
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- 16 5. Certification of delegates will be confirmed by the registrar at the beginning of each
17 business session.
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19 **ARTICLE V – REGION BOARD**

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21 Except as otherwise provided in the Act, the Articles of Incorporation of the Region or these
22 Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and
23 affairs of the Region shall be managed by its Board.

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25 No committee, advisory board, or other body established by the Board shall have authority to incur
26 any expense or make any representation or commitment on behalf of the Region without the express
27 approval of the Board.

- 28
- 29 A. The Board shall be comprised of individuals who are members of covenanting
30 congregations which financially support the Region.
- 31
- 32 1. The following Board members shall be elected by the delegates at the Gathering:
33
- 34 a. President
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- 36 b. Vice President
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- 38 c. Secretary
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- 40 d. Treasurer
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- 42 e. Five members representing all geographical areas of the Region.
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- 44 2. The following Board members shall serve by virtue of position:
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- 46 a. Executive Minister

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- b. Immediate Past President
- c. Chair of the Ministerial Leadership Committee
- d. All ABCUSA General Board members residing in the Region
- e. One representative from each of the functioning affiliated ministries as selected by those affiliated ministries. Any individual will be limited to 4 consecutive years of membership on the board.

- 3. The Board will retain the option to call up to two more members of the Board to assure diversity in ethnicity, gender, laity, clergy, and/or for specific expertise.
- 4. The Region professional staff shall attend Board meetings by virtue of their position with no vote except for the Executive Minister.

B. Election of the Board

- 1. The Nominating Committee shall present a slate of nominees for elected Board member positions in the form of a motion to the delegates at the Gathering.
- 2. Further nominations may be made from the floor.
- 3. No delegate shall be allowed to nominate more than one person for election to the Board.

C. Terms

Elected Board members shall serve for ~~one two~~ years or until their successors are elected. Terms of office shall commence at the close of the Gathering.

- 1. No individual may serve as President for more than ~~two consecutive~~one terms.
- 2. No individual may serve as Vice President for more than ~~two consecutive~~one terms.
- 3. No individual may serve as Secretary for more than ~~five two~~ consecutive terms.
- 4. No individual may serve as Treasurer for more than two consecutive terms.
- 5. No geographical representative may serve for more than two consecutive terms.
- 6. If the immediate Past President cannot continue to serve, the Executive Committee shall select another Past President to fill the remainder of the term.

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D. Duties of the Board

1. Act for the Region between meetings.
2. Provide oversight to the Region’s vision, programs, and staff.
3. Provide leadership for all meetings.
4. Adopt the annual budget.
5. Appoint, remove, and oversee the Executive Minister.

E. Meetings; Notice

1. At least two meetings of the Board shall be held annually. Additional meetings may be called as determined by the Board. Special meetings of the Board may be called by or at the request of the President or Executive Minister, or forty percent (40%) of the Board members. The person or persons authorized to call special meetings of the Board may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board called by them.

2. Notice of Meetings

a. Requirements

Notice of each meeting of the Board stating the date, time, and place of the meeting shall be given to each Board member at such Board member’s business or residential address, in the case of a regular meeting, at least thirty (30) days, and in the case of a special meeting, at least seven (7) days prior thereto by the mailing of written notice by first class, certified, or registered mail, or at least two (2) days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission, or any other form of wire or wireless communication (and the method of notice need not be the same as to each Board member).

Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

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2 Oral notice is effective when communicated in a comprehensible manner.

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4 If transmitted by facsimile, electronic transmission or other form of wire or
5 wireless communication, notice shall be deemed to be given when the
6 transmission is complete.

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8 b. Waiver of Notice

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10 A Board member may waive notice of any meeting before or after the time
11 and date of the meeting stated in the notice. Except as otherwise provided in
12 this section, the waiver shall be in writing and signed by the Board member
13 entitled to the notice. Such waiver shall be delivered to the Region for filing
14 with the corporate records, but such delivery and filing shall not be
15 conditions of the effectiveness of the waiver.

16
17 A Board member's attendance at or participation in a meeting waives any
18 required notice to that Board member of the meeting unless: (i) at the
19 beginning of the meeting or promptly upon the Board member's later arrival,
20 the Board member objects to holding the meeting or transacting business at
21 the meeting because of lack of notice or defective notice, and does not
22 thereafter vote for or assent to action taken at the meeting; or (ii) if special
23 notice was required of a particular purpose pursuant to the Act or these
24 Bylaws, the Board member objects to transacting business with respect to the
25 purpose for which such special notice was required and does not thereafter
26 vote for or assent to action taken at the meeting with respect to such purpose.

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28 c. Meetings by Telephone

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30 Members of the Board or any committee thereof (including without
31 limitation, the Executive Committee) may participate in a regular or special
32 meeting by, or conduct the meeting through the use of any means of
33 communication by which all Board members participating may hear each
34 other during the meeting. A Board member participating in a meeting by this
35 means is deemed to be present in person at the meeting.

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37 F. Committees

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

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45 | 2. The Board shall appoint members of the following Standing Committees and
46 determine the function and procedure of each:

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- a1. Ministerial Leadership Committee
- b2. Personnel Advisory Committee
- c3. Finance Committee
- d4. ~~Investment Mission~~ Committee
- e5. Nominating Committee
- f6. Bylaws Review Committee
- g7. Additional committees as necessary to facilitate the ministry and mission of the Region.

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3. The Investment Committee will be composed of three members elected by the body at the Annual Gathering. Terms shall be served on a rotating basis.

G. Quorum

- 1. A majority of the Board members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. The vote of a majority of the Board members physically present or telephonically present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by the Act, the Articles of Incorporation, or these Bylaws.
- 2. If less than a quorum is present at a meeting, a majority of the Board members 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.
- 3. If a quorum is present when a duly called or held meeting is convened, the Board members present may continue to transact business until adjournment, even though the withdrawal of Board members originally present leaves less than the proportion or number otherwise required for a quorum unless a quorum call is made.

ARTICLE VI – EXECUTIVE COMMITTEE

A. Names

The Executive Committee shall consist of the officers and three Board members elected by the Board.

B. Duties of the Executive Committee

1. Act for the Board between sessions. Any decisions, other than confidential personnel matters, shall be reported to the Board for information or ratification.
2. Deal with all personnel matters in consultation with the Personnel Advisory Committee.
3. Receive reports from and give guidance to the Executive Minister and the Region Administrator.
4. Perform an annual performance and contract review of the Executive Minister and the Region Administrator.
5. Fill vacancies.

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Any vacancy of an elected Board member, with the exception of the President, may be filled by the affirmative vote of a majority of the members of the Executive Committee. A vacant office that was held by an ex officio Board member shall remain vacant unless and until a successor satisfies the criteria for designation to such office. A Board member elected, appointed or designated to fill a vacancy shall hold the office for the unexpired term of such Board member's predecessor in office until the next Gathering. Such unexpired term shall not constitute a full term.

C. Meetings

The Executive Committee shall meet at least twice annually, between Board meetings or for emergencies determined by the President or Executive Minister.

D. Quorum

1. A majority of Executive Committee members in office before a meeting begins shall constitute a quorum, and the vote of the majority of such Executive Committee members physically present or telephonically present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless otherwise required by the Act, the Articles of Incorporation, or these Bylaws.
2. If less than a quorum is present at a meeting, a majority of the Executive Committee members 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.

ARTICLE VII – OFFICERS OF THE REGION

A. Names

1. President
2. Vice President

- 1 3. Secretary
- 2
- 3 4. Treasurer
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- 5 5. Immediate Past President
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- 7 6. Executive Minister.
- 8
- 9 7. Region Administrator
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11 B. Duties

- 12 1. President
- 13
- 14 a. Preside over meetings of the Region's Gathering and Special Sessions.
- 15
- 16 b. Appoint three persons to serve as the Minutes Approval Committee for the
- 17 Gathering business sessions.
- 18
- 19 c. Serve as the official Region representative where specified by the Board.
- 20
- 21 d. Serve as an ex-officio non-voting member of all Region committees
- 22 established by the Board, with the exception of the Nominating Committee.
- 23
- 24 e. Sign, along with the Secretary, all legal documents as authorized by the
- 25 Board and/or officers acting as a group.
- 26
- 27 f. Provide a written annual report to the Gathering.
- 28
- 29 2. Vice President
- 30
- 31 a. Function in the absence of the President.
- 32
- 33 b. Complete an unexpired term of the President.
- 34
- 35 c. Serve as Vice Chair of the Board.
- 36
- 37 d. Serve as Chair of the Executive Committee.
- 38
- 39 e. The Vice President does not automatically become the next President.
- 40
- 41 3. Secretary
- 42
- 43 a. Provide for the keeping of accurate minutes of the meetings of the Region's
- 44 Gathering and Special Sessions. Maintain all records of the Board and the
- 45 Executive Committee.
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- b. Distribute copies of minutes to the Minutes Approval Committee for review within two weeks (14 days) after the Gathering.
 - c. Sign, along with the President, all legal documents as authorized by the Board and/or the officers acting as a group.
 - d. Authenticate records of the Corporation.
 - e. Prepare and maintain other records and information required to be kept by the Corporation under the Act.
4. Treasurer
- a. Serve as an ex-officio voting member of the Finance Committee.
 - b. Serve as an ex-officio non-voting member of the Investment Committee.
 - c. Serve as the liaison from the Finance Committee to the Executive Committee and the Board.
 - d. Periodically review vouchers issued for the payment of funds.
 - e. With the accountant and/or auditor, present a written annual financial report of the Region.
5. Immediate Past President
- a. Serve in a consultative function and advisory position.
 - b. Perform other duties as assigned by the President.
 - c. Serve as Chair of the Nominating Committee.
 - d. Serve as Chair of the Gathering Committee.
6. Region Executive Minister
- a. Provide spiritual pastoral leadership to the Region.
 - b. Serve as Chief ~~Administrative-Executive~~ Officer of the Region, being responsible to ~~the Board~~the Board and the official job description.
 - c. Secure, coordinate, supervise and be held accountable for the work of professional staff and non-professional staff.

- d. Serve as a voting member of the Region Executive Minister’s Council and the General Executive Council of ABCUSA.
- e. Serve as ex-officio voting member of the Board and committees with the exception of the Nominating Committee.
- f. Represent the Region to other appropriate bodies.

7. Region Administrator

- a. Provide financial administrative leadership to the region. Serve as the Chief Financial Officer, being responsible to the board and the official job description.
- b. Serve as an ex-officio non-voting member of the Region Board, the Executive Committee, the Investment Committee, the Finance Committee and the Personnel Advisory Committee.
- c. With the cooperation of the Executive Minister, secure non-professional staff.
- d. Coordinate, supervise and be held accountable for the work of the non-professional staff.
- e. Serve as the Human Resource officer being responsible to the Region Board and official job description.

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ARTICLE VIII – PARLIAMENTARY AUTHORITY

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

- A. The consensus model of governance will be preferred.
- B. In the event of no consensus at the Gathering or any special session of the Region, the most recent revision of Roberts Rules of Order shall be used as the basis of parliamentary authority.

ARTICLE IX – AMENDMENT OF THE BYLAWS

These Bylaws may be amended at any Gathering or at a Special Session of the Region called for that purpose as follows:

- A. An amendment to the Bylaws may be submitted to the Bylaws Review Committee by any member of a covenanting congregation. Each proposed amendment shall be reviewed by the

1 Bylaws Review Committee. Approved amendments shall then be presented to the Board for
2 consideration.

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4 B. If approved by the Board, each proposed amendment shall be presented to the covenanting
5 congregations no fewer than forty-five (45) days before the Gathering or Special Session of
6 the Region where the amendment is to be considered.

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8 C. An amendment to the Bylaws may be proposed to the Gathering or Special Session of the
9 Region by a minimum of forty percent (40%) of the covenanting congregations representing
10 at least four Clusters. This proposal must be submitted to the Executive Committee for
11 publication at least sixty (60) days prior to the meeting where the amendment is to be
12 considered.

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14 D. Notice of such recommended amendment shall be given in the two issues of the Region's
15 official publication immediately prior to the meeting where the amendment is to be
16 considered, or through a direct mailing to the member congregations at least one (1) month
17 in advance.

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19 E. In an emergency the Board, by a two-thirds vote, may present a proposed amendment for
20 consideration at any Gathering or Special Session of the Region.

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22 F. Subject to any requirements of the Act, the adoption of an amendment shall be by a two-
23 thirds vote of those delegates present and voting.

24 25 **ARTICLE X – DISSOLUTION OF THE ORGANIZATION**

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27 In the event of dissolution, the Region shall, after paying or making provision for the payment of all
28 liabilities of the Region, [transfer all remaining assets to American Baptist Churches, USA or its](#)
29 [successor organization. Should this organization no longer exist, the Board shall](#) dispose of all of
30 its assets exclusively for the purposes of the Region or by transfer to one or more organizations
31 which are organized and operated exclusively for religious, educational or charitable purposes and
32 shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the
33 Internal Revenue Code of 1986, as amended (the Code), or to the federal, state or local government,
34 for a public purpose, as shall be determined by the Board. Any such assets not so disposed of shall
35 be disposed of in accordance with the Act and consistent with the Region's status as an organization
36 described in Section 501(c)(3) of the Code.

37
38 Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the
39 disposition of property and assets held by the Region upon trust or other condition, or subject to an
40 executory or special limitation, and such property, upon dissolution of the corporation, shall be
41 transferred in accordance with the trust, condition or limitation imposed with respect to it.

42 43 **ARTICLE XI – INDEMNIFICATION**

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45 A. Scope of Indemnification

1 The Region shall advance expenses to and indemnify each Board member (as defined in the
2 Act), officer, employee, fiduciary, agent and volunteer of the Region against such expenses
3 and liabilities, in such manner, under such circumstances, and to such extent, as required or
4 to the maximum extent permitted by the Act, as amended from time to time or as required
5 by other provisions of law; provided, however, that the Region shall not advance expenses
6 incurred in defense of a claim brought by or in the right of the Region. The Region may in
7 its discretion purchase insurance insuring its obligations hereunder or otherwise protecting
8 the persons intended to be protected by this section. The Region shall have the right, but
9 shall not be obligated, to indemnify any agent of the Region not otherwise covered by this
10 section to the fullest extent permissible under the laws of the State of Colorado.
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12 B. Savings Clause; Limitation

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14 If any provision of the Act or these Bylaws dealing with indemnification shall be invalidated
15 by any court on any ground, then the Region shall nevertheless indemnify each party
16 otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any
17 applicable provision of the Act or these Bylaws that shall not have been invalidated.
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