

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.

In furtherance of the purposes set forth in its Articles of Incorporation, the Region exists to encourage and support the local church as it seeks to Be Christ in their community and the world.

ARTICLE III – THE REGION MEMBERSHIP

A. Membership of the Region is comprised of covenanting congregations, clusters, and affiliated ministries. Voting Members

The voting members of the Region shall be the covenanting congregations, churches (as defined below), which have been accepted as members by the Region's Board of Directors (the "Board;"). The Board's decision to accept a covenanting church as a member shall be made based on the five common criteria, as described below. Each such covenanting congregation church, 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 There shall be no non-voting members, and, as such, have no rights to vote for of the election of Board members or appoint delegates Region.

A. A covenanting congregation shall:

B. 1. Requirements for Membership

Covenanting churches are required to adhere to the following five common criteria:

1. Affirm and participate in the mission and purpose of the Region.
2. Conduct regular weekly services of worship and operate in conformity with the following generally accepted Baptist beliefs and practices:
 - a. Belief that Jesus Christ is Lord and Savior, and that the Bible is the divinely inspired word of God.
 - b. Belief that the local church is the fundamental unit of mission.
 - c. Belief that the committed individual Christian can and should approach God directly, and that individual gifts of ministry should be shared.
 - d. Belief that the call to evangelism and missionary work should be taken seriously.
 - e. Partake of two ordinances: believers' baptism and The Lord's the Lord's Supper.
 - f. Support religious freedom and respect the expressions of faith of by others.
 - g. Acknowledge that God's family extends beyond our local churches, and that God calls us to cooperative ministries.
 - h. Serve as Christ's witnesses for justice and wholeness.
 - i. Celebrate Honor the racial, and cultural, and diversity within our American Baptist family.
 - i. Respect the theological diversity witnessed within its membership and the autonomy of the local church.

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j.k. Heed the biblical call to renewal and witness.

3. Support the mission of the Region at responsible financial and volunteer levels. All churches are encouraged to give at least ten percent (10%) of their income to American Baptist mission, as a basis upon which to build their mission giving. Churches below this level are encouraged to move toward this goal at the rate of one percent (1%) per year. Congregations aligned with more than one denomination shall share their mission funds proportionately with these denominations.

3. 4. Demonstrate active participation in the broad mission of the Region by (a) providing annual financial support (as such requirements are set by the Board, from time to time) and (b) regularly attending and participating at the Gathering, by, at a minimum sending at least one delegate every two years (as described below, the Gathering meets annually and each covenanting church may send at least two delegates).

4. Retain an American Baptist pastor in good standing, as articulated in:

a. Who has signed the ABC-USA document "The Covenant and Code of Ethics for Ministerial Leaders of American Baptist Churches," amended 10/2004. A pastor who is not credentialed at the time of call by the congregation shall obtain recognition and good standing with the Region. A pastor of a multi-aligned congregation credentialed in another denomination shall obtain regional recognition of his or her credentials and maintain good standing with the Region; and

b. 5. Who affirms American Baptist polity and practice.

5. Share with the ABC family the impact of the church's ministries in reaching the community and world for Christ the Annual Report.

C. The Board shall determine the membership status of covenanting congregations from time to time based on these minimal criteria. Disassociation of Membership Status

Once a church has been accepted by the Board as a member of the Region, the church shall remain a member until the covenanting church resigns its membership or the disassociation process described below is initiated against such church and is final.

In cases where a covenanting congregation church seriously deviates, from the criteria in Section III(B) above, in the judgment of two-thirds or more of the region's Region's Executive Committee (as defined in Article VI below) from the criteria listed in Article III above, the Executive Committee shall direct the Region staff and/or representatives of the Executive Committee to make every reasonable attempt to determine and address the cause of the deviation. The Region staff or representatives of the Executive Committee shall report their findings to the Executive Committee no later than the date established by the Executive

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~~Committee. If this effort is ineffective~~ If the Executive Committee determines that further action is needed, the Executive Committee shall review the ~~region's~~ Region's relationship with the ~~congregation~~ church to determine if the ~~congregation~~ church should be disassociated with the ABCRM from the Region. For purposes of Colorado law, "disassociation" shall have the same meaning as "termination" under the Act. Should two-thirds of the Executive Committee determine that the disassociation of a ~~congregation~~ church is warranted, ~~it~~ the matter will direct the Region staff to notify the affected congregation, by Certified Return Receipt U.S. Mail, electronic notification, and verbal notification. Disassociation of a congregation removes the congregation's voting privileges for all matters requiring membership approval, and prohibits use of materials and references to the ABCRM, American Baptist Church, and ABC-USA in its public dealings. ~~be~~ advanced to the full Board with the recommendation to proceed with disassociation. At that time, the church shall be provided with at least 30 days' prior written notice of the Board meeting at which the Board will consider the proposed disassociation; such notice shall include the reasons for such proposed disassociation. The church shall have the opportunity to be heard by (i) providing a written statement to the Board not less than 5 days before the Board meeting detailing why the church should not be disassociated and/or (b) having a representative of the church and/or the church's pastor attend the Board meeting (in person or by electronic means, at the church's option) to provide such statement orally, as well as provide any additional information deemed relevant by the church and answer any questions of the Board. The Board shall then review and take action, provided that a quorum of at least two-thirds (2/3rds) of the Board members must be present at a meeting at which disassociation is to be considered, and a determination of the Region Board to disassociate a church must be approved by a two-thirds vote of the quorum present at such meeting. Once the Board has reached a final decision, notice shall be given to the affected church.

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~~The affected congregation~~ A church that is disassociated by the Board shall have access to an appeal process. ~~The Executive Committee and Region Staff shall establish the dates and deadlines necessary for appeal, based on the time frame of the next scheduled Annual Gathering in conjunction with the By laws of the individual congregation. Should the affected congregation~~ church choose to appeal the ~~Executive Committee's~~ Board's decision, ~~they~~ it shall file an official written appeal to the Region Board (as defined in Article V below) within thirty (30) days after receipt of notice of the Board's decision to disassociate the church, and, if no such notice is given, the decision of the Region Board shall be final. The official appeal ~~by the church~~ shall be made in writing and delivered by Certified Return Receipt U.S. Mail ~~This to the attention of the Region's Board Secretary at the ABCRM primary office address or to the Board Secretary's email address (which can be obtained from Region staff). If a notice of appeal is filed by the church, the Region Staff shall establish the dates and deadlines necessary for consideration of the appeal shall be ruled upon by the Region Board with at the next scheduled annual Gathering, based on the time frame of such annual Gathering; provided, however, that the church shall have no less than two-thirds (2/3) of its members present. A determination of the Region Board affirming the disassociation shall be carried by two thirds vote. Should the affected congregation then choose to contest the decision of the Region Board, this~~ 15 days prior written notice of the date on which such appeal ~~shall~~ should be heard ~~by the region as a whole at its next annual gathering~~. Appeals at the annual ~~gathering~~ Gathering may be made by the church by oral and/or written

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presentation. ~~A summary of the issues will be presented by single representatives of both the Region Board and the affected congregation church, after which a vote of the Gathering delegates shall be held by secret ballot. A determination of the Gathering affirming the disassociation shall must be carried approved by a two-thirds vote.~~

~~During of the delegates present. Disassociation of a church removes the church as a voting member and prohibits use of materials and references to ABCRM, American Baptist Church, and ABC-USA in its public dealings. Nonetheless, during the entire appeal process the affected congregation shall maintain voting privileges in regional matters.~~

B. Ministry and Mission Clusters

~~A **Ministry and Mission Cluster** (Cluster) consists of covenanting congregations in a limited geographical area as determined by the Board from time to time.~~

C. Affiliated Ministries

~~Affiliated ministries are those, which are regional in scope and support the Region's purpose. Such organizations may include regional groupings of clergy, men, women, and youth as determined by the Board from time to time.~~

ARTICLE IV – MEETINGS

~~The primary meeting while the appeal is active (i.e., until the final determination of the Region will be the delegates at the annual Gathering if the church appeals that far), the affected church shall maintain membership, including voting, privileges in regional matters.~~

D. Removal from Membership due to spurious Christian Witness

~~In the rare case that a covenanting church should corporately behave in such a way as to embarrass or spuriously affect the Christian Witness of the Region, another member covenanting church may by church vote file a complaint with the Region Board. Upon the receipt of two or more duly authorized complaints from member covenanting churches, the Executive Committee will authorize Region staff to review the complaints with the affected church and proceed in a process similar to that outlined above where the Executive Committee will review the complaint and make a recommendation to the Board, and the Board will review the proposed disassociation of the affected church at a meeting at which the affected church will have the opportunity to be heard. Should an affirmative vote of two-thirds or more of the Board members present at a meeting at which at least a two-thirds quorum is present occur to disassociate the church at that meeting, the affected church would have the same right to appeal to the annual Gathering.~~

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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 delivered when the transmission is complete. Any covenanting congregation may waive notice of any session before, at, or after such session.

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

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Any covenanting church may waive notice of any session before, at, or after such session.

D. Quorum and Voting

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A quorum for the Gatherings and Special Sessions of the Region shall be a majority of the registered delegates representing no ~~less~~ fewer than twenty percent (20%) of the Region's covenanting ~~congregations representing a majority of the clusters~~ churches. 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, those candidates receiving the highest number of votes cast in favor of their election are considered elected.

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E. Delegates

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E. 1. Meetings by Telecommunication

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Meetings of the Region may be conducted using any means of communication by which all delegates participating can hear each other during the meeting. Delegates participating in a meeting by this means are deemed present at the meeting.

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F. Delegates

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1. Each covenanting ~~congregation~~ church is entitled to appoint

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a. ~~a.~~ two (2) delegates to Region meetings for the first 150 members of such ~~congregation~~ church, and

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b. ~~b.~~ one (1) delegate for each additional 150 members, and

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c. ~~c.~~ one (1) delegate for each additional 75 members over and above 300.

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2. Each covenanting church shall determine the process for appointing such church's

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Adopted ABCRM Delegates 2016

b. Immediate Past President

b. 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 three 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

1. The Executive Minister shall work with the Nominating Committee shall present a slate of nominees to identify individuals to be nominated for elected Board member/director positions in compliance with the Region's Policy on Board Recruitment (as amended from time to time) and shall present such proposed nominations to the Board. The Board shall approve a finalized slate of nominations, which shall be brought forward 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 two years or until their successors are elected three-year terms and may serve a maximum of two consecutive terms as an elected director. Individuals elected to the offices of President, Vice President and Treasurer may serve beyond the six-year limitation while holding their respective office; provided, however, that no individual may serve more than a total of ten consecutive years as an elected director, regardless of any officer positions held. Terms of office shall commence at the close of the Gathering. To the extent possible, the terms of directors shall be staggered, so that approximately one-third of the directors' terms expire each year.

1. In addition:

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The President shall serve for a two-year term. No individual may serve as President for more than one consecutive term.

1. ~~2.~~ No individual may serve as Vice President for more than one consecutive term. ~~terms as President.~~

2. ~~3.~~ The Vice President shall serve for a two-year term. No individual may serve consecutive terms as Vice President.

3. No individual may serve as Treasurer for more than ~~two~~three consecutive ~~two-year~~ terms.

4. ~~No geographical representative may serve for more than two consecutive~~Notwithstanding the foregoing, any partial ~~terms-~~

~~5.~~ If the immediate Past President cannot continue served by an officer due to serve, the Executive Committee filling a vacancy or otherwise, shall select another Past President to fill the remainder of ~~not count towards~~ the term- limits described herein.

D. ~~D.~~ Duties of the Board

1. Act on behalf of the Region body between meetings.

2. The Board shall:

1. Provide oversight to the Region's vision, ~~programs,~~ and ~~staff resources.~~

2. ~~3.~~ Provide leadership for all meetings.

3. ~~4.~~ Adopt the annual budget.

4. ~~5.~~ Receive reports from and give guidance to the Executive Minister and the Region Administrator.

5. Appoint, ~~remove~~ give counsel to, evaluate, and ~~oversee~~ review the Executive Minister.

6. ~~E.~~ Fill Board vacancies as follows:

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 Board. A vacancy in the office of the President shall be filled by the currently-service Vice President. A vacant office 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

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member's predecessor in office until the next Gathering. Such unexpired term shall not constitute a full term for purposes of the term limitations set forth herein.

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E. Meetings; Notice

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1. ~~4.~~ At least ~~two~~four 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 ~~three~~ of the Board members.

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2. ~~2.~~ Notice of Meetings

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a. ~~1.~~ Requirements

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~~Notice of each Regular meetings of the Board may be held without notice.~~

~~In the case of a special meeting of the Board, notice, 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, as shown in the casebooks of a regular meeting, at least thirty (30) days, and in the case of a special meeting, Region, (i) at least seven (7) days prior thereto by the mailing of written notice by first class, certified, or registered mail, or (ii) at least ~~two~~ ~~(2)three~~ (3) days prior thereto by ~~delivery of written notice 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.

Oral notice is effective when communicated in a comprehensible manner.

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

b. ~~2.~~ Waiver of Notice

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A Board member may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this section, the waiver shall be in writing and signed by the Board member entitled to the notice. Such waiver

shall be delivered to the Region for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver.

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

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c. Meetings by Telephone Telecommunication

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

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F. Committees

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~~1. Subject to the Act (as defined in Article IV, D) by one or more resolutions adopted by the vote of a majority of the Board members present physically or telephonically at a meeting at which a quorum is present, the Board~~ The Board may form one or more ministry advisory boards, committees, auxiliaries, or other bodies composed of such members, and having such responsibilities and rules of procedure as the Board shall designate.

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~~2. The Board shall appoint members of the following Standing Committees and determine the function~~ responsibilities and rules of procedure of each: from time to time.

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~~a.~~

~~a. Ministerial Leadership Committee~~

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~~b. Personnel Investment Committee~~

~~c. Finance Committee~~

~~d. Mission Committee~~

~~e. Wyoba Advisory Committee~~

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~~c. Finance Committee~~

~~d. Mission Committee~~

~~e. Nominating Committee~~

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f. ~~_____~~ ~~f. Bylaws Review Committee~~

g. ~~_____~~ ~~g. Additional committees as necessary to facilitate the ministry and mission of the Region.~~

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. ~~G.~~ Quorum and Voting

1. ~~_____~~ ~~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 the vote of a greater number is otherwise required by the Act, the Articles of Incorporation, or these Bylaws.~~

2. ~~_____~~ ~~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. ~~_____~~ ~~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 Composition

The Executive Committee shall consist of the ~~officers~~ President, Vice President, Treasurer, and four Board members elected by the Board ~~Executive Minister/Secretary of the Region.~~

B. Duties of the Executive Committee

The Executive Committee shall:

1. ~~_____~~ ~~Act for the Board between sessions, subject to limitations in the Act regarding the authority of committees of the Board. 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.~~

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4. Perform an annual performance and contract review of the Executive Minister and the Region Administrator. ~~(the Executive Minister shall recuse himself from such review).~~

5. Fill Board vacancies.

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~~as 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

A. 4. Officer Positions

1. President

2. Vice President

3. Treasurer

4. Immediate Past President

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Committee,

b. ~~Serve~~ Serves as an *ex-officio* non-voting member of the Investment Committee,

c. ~~Serve~~ Serves as the liaison from the Finance Committee to the Executive Committee and the Board,

d. ~~Periodically review vouchers~~ reviews invoices, issued for the payment of funds-, payroll, credit card expenditures, and financials.,

e. ~~With the accountant and/or auditor, present a written annual financial report of the Region.~~

4. Immediate Past President

4. a. ~~Serve in a consultative function~~ Executive Minister/Secretary

a. Primary Spiritual Leader. The Executive Minister will guide the Region spiritually through study, regular preaching, and the annual worship service at the gathering.

Primary Leader of Leaders. This role has two functions: leading up 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.

5. Region Executive Minister / Secretary (the leading around. The Executive Minister)

b. ~~a. Provide spiritual pastoral provides leadership to the Region for the board above them along with his/her own staff.~~

c. ~~b. Primary Vision-Caster. The Region, represented by the Board, will work in concert with the Executive Minister to discern where God is calling the Region to go. The Executive Minister must be the lead communicator of this vision as the main voice and advocate for the future.~~

d. Primary Champion of Culture. Culture must start at the top. It is the Executive Minister's responsibility to set the tone for his team and lead the region by example.

e. Serve as Chief Executive Officer of the Region, being responsible to the Board

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and the official job description, ~~as amended from time to time,~~

~~c. Secure, coordinate, supervise, and be held accountable for the work of professional staff and non-professional staff.~~

~~f. d. Serve as voting member of the Board and committees.~~

~~g. Serve as a voting member of the Region Executive Minister's Council and the General Executive Council of ABCUSA/ABC-USA.~~

~~e. Serve as ex-officio voting member of the Board and committees with the exception of the Nominating Committee.~~

~~h. f. Represent the Region to other appropriate bodies.~~

~~g. Serve as a conduit for inter-business communications, including sharing pertinent correspondence with the Board.~~

~~i. h. Provide for record keeping of the Region, including:~~

~~1) i. The keeping of accurate minutes of the meetings of the Region's Gathering and Special Sessions. Provide for and maintain all records of the Board and the Executive Committee.~~

~~2) ii. Prepare and maintain other records and information required to be kept by the Corporation/Region under the Act.~~

~~3) iii. Authenticate records of the Corporation/Region.~~

~~4) iv. Distribute copies of minutes to the Minutes Approval Committee for review within two weeks (14 days) after the Gathering.~~

~~i. 6. Sign legal documents on behalf of the Region as authorized by the Board.~~

5. Region Administrator

~~a. a. Provide financial administrative leadership to the region. Region, Serve as the Chief Financial Officer, being responsible to the board and the official job description Executive Minister.~~

~~b. 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.~~

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d. Coordinate, supervise, and be held accountable for the work of the non-professional staff.

e.c. Serve as the Human Resource officer being responsible to the Region Board and official job description,

f. In mitigating circumstances, where the signing by authorized Board members is not practical or may cause loss to the Region, and where pre authorized by the President and the Executive Minister, may sign legal documents on behalf of the Region.

d. Will serve as acting Executive Minister in the event the Executive Minister is unable or unwilling to perform his duties.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

In all situations not specifically covered by the Act, the Articles of Incorporation, these Bylaws and Rules of Procedure:

A. A. The consensus/Consensus model of governance will be preferred/is the goal.

B. In the event of no consensus

B. For all matters at the Region meetings, including but not limited to Gathering, Board meetings, or any special session/Special Session of the Region, the most recent revision/current edition 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 proposed amendment to the Bylaws may be submitted to the Bylaws Review Committee/Region Board by any member of a covenanting congregation/church. Each proposed amendment shall be reviewed by the Bylaws Review Committee. Approved amendments shall then be presented to the Board for consideration.

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

B. C. An amendment to the Bylaws may also be proposed to the Gathering or Special Session of the Region by upon request of a minimum of fortytwenty percent (40/20%) of the covenanting congregations representing at least 75% of the Clusters churches. This proposal must be submitted to the Executive Committee/Region Board for publication at least sixty (60) days prior to the meeting where the amendment is to be considered.

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~~C. D.~~ Notice of such recommended amendment shall be given. Notice of each amendment to be considered by the members shall be given in accordance with the Act and Article IV of these Bylaws and shall state that the purpose or one of the purposes of the meeting is to consider the amendment, and the notice shall be accompanied by a copy or a summary of the amendment or shall state the general nature of the amendment. Notice of such proposed amendment also be presented in the two issues of the Region's official publication immediately prior to the meeting where the amendment is to be considered, or through a direct mailing to the member congregations at least one (1) month in advance.

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

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~~D. F.~~ Subject to any requirements requirement of the Act, the adoption of an amendment shall be by a two-thirds vote of those delegates present and voting. ~~at a meeting at which a quorum is present.~~

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ARTICLE X – DISSOLUTION OF THE ORGANIZATION

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In the event of dissolution, the Region shall, after paying or making provision for the payment of all liabilities of the Region, dispose of all of its assets exclusively for the purposes of the Region or by transfer to one or more organizations which are organized and operated exclusively for religious, educational or charitable purposes and shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code), or to the federal, state or local government, for a public purpose, as shall be determined by the Board, with first preference to be given to existing organizations of the American Baptist Churches USA. Any such assets not so disposed of shall be disposed of in accordance with the Act and consistent with the Region's status as an organization described in Section 501(c)(3) of the Code.

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The Region shall notify member churches and organizations in advance of the pending dissolution so that each body may take action they deem appropriate.

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

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ARTICLE XI – INDEMNIFICATION

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A. ~~A.~~ Scope of Indemnification

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

B. ~~B.~~ Savings Clause; Limitation

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

- Bylaws Adopted 1971
- Revised 1984
- Revised 1989
- Revised 1996
- Revised 1997
- Revised 2004
- Transitional Bylaws 2005
- Revised 2006
- Revised 2010
- Revised 2014
- Revised 2016
- Revised 2024

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