

**Appvd by Board
2/23/2024**

BYLAWS OF THE AMERICAN BAPTIST CHURCHES OF THE ROCKY MOUNTAINS

American Baptist Churches of the Rocky Mountains (the “Region”), a nonprofit corporation established under the laws of the State of Colorado in accordance with the Colorado Revised Nonprofit Corporation Act, C.R.S. § 7-121-101 et. seq. (the “Act”) has adopted these Bylaws effective as of September 21, 2024.

ARTICLE I – ORGANIZATION

A. Churches

The Region includes the American Baptist churches of Colorado, Wyoming, New Mexico, the eastern portion of Utah, and such other churches as may apply and be accepted as members.

B. Affiliation

The Region is the coordinating agency of covenanting churches for the American Baptist Churches in the USA, a New York not-for-profit corporation (“ABC-USA”).

ARTICLE II – PURPOSE

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 – MEMBERSHIP

A. Voting Members

The voting members of the Region shall be the covenanting 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 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. There shall be no non-voting members of the Region.

B. 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 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 Supper.
 - f. Support religious freedom and respect the expressions of faith 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. Honor the racial and cultural diversity within our American Baptist family.
 - j. Respect the theological diversity and the autonomy of the local church.
 - k. Heed the biblical call to renewal and witness.

3. 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 a pastor in good standing:
 - a. Who has signed the ABC-USA document "The Covenant and Code of Ethics for Ministerial Leaders of American Baptist Churches," amended 10/2004; and
 - b. Who affirms American Baptist polity and practice.

5. Share with the ABC family the impact of the church's ministries in the Annual Report.

C. 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 church seriously deviates from the criteria in Section III(B) above, in the judgment of two-thirds or more of the Region's Executive Committee, 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 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 Committee. If the Executive Committee determines that further action is needed, the Executive Committee shall review the Region's relationship with the church to determine if the church should be disassociated 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 church is warranted, the matter will 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.

A church that is disassociated by the Board shall have access to an appeal process. Should the affected church choose to appeal the Board's decision, it shall file an official written appeal to the Region Board 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 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 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 15 days prior written notice of the date on which such appeal should be heard. Appeals at the annual Gathering may be made by the church by oral and/or written presentation. A summary of the issues will be presented by single representatives of both the Region Board and the affected church, after which a vote of the Gathering delegates shall be held by secret ballot. A determination of the Gathering affirming the disassociation must be approved by a two-thirds vote 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 while the appeal is active (i.e., until the final determination of the Region 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.

ARTICLE IV – MEMBER MEETINGS

The primary meeting of the Region membership will be the annual Gathering; however, Special Sessions may also be held.

A. The Gathering

1. The Region membership shall meet annually through its delegates at a time and place specified by the Board.
2. The functions of the delegates at the Gathering include:
 - a. To affirm the vision for the Region as established by the Board.
 - b. To elect Board members.
 - c. To receive the Region's audited financial statements and annual budget.
 - d. To vote on business items.

B. Special Sessions

A Special Session may be called by the Board and shall be called by the Board upon written request of two-thirds of the covenanting churches stating the purpose(s) for which the Special Session is to be held.

C. Notice of Gathering and Special Sessions

Except as otherwise required by the Act, written notice of each Gathering or Special Session stating the place, date, and time of the session, and, in the case of a Special Session, the purpose or purposes for which the session is called, shall be delivered to each covenanting church no fewer than 30 days before the date of the meeting in the case of an annual Gathering and no fewer than 30 days before the date of a Special Session. Such notice may be given personally, by mail or private carrier, or by electronic transmission, or any other form of wire or wireless communication, by or at the direction of the President, or the Executive Minister, or other officer or person calling the meeting.

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.

Any covenanting church 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 fewer than twenty percent (20%) of the Region's covenanting 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 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.

E. Meetings by Telecommunication

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.

F. Delegates

1. Each covenanting church is entitled to appoint
 - a. two (2) delegates to Region meetings for the first 150 members of such church, and
 - b. one (1) delegate for each additional 150 members.

Each covenanting church shall determine the process for appointing such church's delegates, which may include a church vote or appointment by the pastoral leadership of the church.

2. Delegates shall be certified by their church as its official representative(s) in advance of the Gathering or Special Session. A delegate must be a member in good standing of the covenanting church which he/she represents.
3. Each delegate present shall have one (1) vote and may not vote by proxy.
4. Members of the Board shall be voting delegates.
5. Certification of delegates will be confirmed by the President or his or her designee as the registrar at the beginning of each business session.

ARTICLE V – REGION BOARD

Except as otherwise provided in the Act, the Articles of Incorporation of the Region, or these 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 Board.

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

A. Composition

The Board shall be comprised of individuals who are members of covenanting churches.

1. The following Board members shall be elected by the delegates at the Gathering:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Six at-large members who reflect the diversity of the Region.
2. The following Board members shall serve by virtue of position:
 - a. Executive Minister/Secretary
 - b. Chair of the Ministerial Leadership Committee

B. Election of the Board

1. The Executive Minister shall work with the Nominating Committee to identify individuals to be nominated for elected 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.

C. Terms

Elected Board members shall serve for 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.

In addition:

1. The President shall serve for a two-year term. No individual may serve consecutive terms as President.
2. 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 three consecutive two-year terms.

Notwithstanding the foregoing, any partial terms served by an officer due to filling a vacancy or otherwise shall not count towards the term limits described herein.

D. Duties of the Board

The Board shall:

1. Provide oversight to the Region's vision and resources.

2. Provide leadership for all meetings.
3. Adopt the annual budget.
4. Receive reports from and give guidance to the Executive Minister and the Region Administrator.
5. Appoint, give counsel to, evaluate, review, and remove the Executive Minister.
6. 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 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.

E. Meetings; Notice

1. At least 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 three of the Board members.
2. Notice of Meetings
 - a. Requirements

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 books of the 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 three (3) days prior thereto by delivery of written notice by personal delivery, private carrier or telephone, 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 electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

- b. Waiver of Notice

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.

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.

c. Meetings by Telecommunication

Members of the Board or any committee thereof (including 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.

F. Committees

1. The Board may form one or more ministry advisory committees, auxiliaries, or other bodies composed of such members, and having such responsibilities and rules of procedure as the Board shall designate.
2. The Board shall appoint members of the following Standing Committees and determine the responsibilities and rules of procedure of each from time to time.
 - a. Ministerial Leadership Committee
 - b. Investment Committee
 - c. Finance Committee
 - d. Mission Committee
 - e. Wyoba Advisory Committee
 - f. Nominating Committee
 - g. Additional committees as necessary to facilitate the ministry and mission of the Region.

G. Quorum and Voting

1. A majority of the eligible, voting 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 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. If less than a quorum is present at a meeting, a majority of the Board members present may adjourn the meeting.
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. Composition

The Executive Committee shall consist of the President, Vice President, Treasurer, and Executive Minister/Secretary of the Region.

B. Duties of the Executive Committee

The Executive Committee shall:

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 (the Executive Minister shall recuse himself from such review).

C. Meetings

The Executive Committee shall meet at least twice annually, between Board meetings or 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 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. Officer Positions

1. President
2. Vice President
3. Treasurer
4. Executive Minister / Secretary
5. Region Administrator

B. Duties

1. President

- a. Presides over meetings of the Region's Gathering, meetings of the Board, and Special Sessions.
- b. Serves as the official Region representative where specified by the Board.
- c. Serves as an *ex-officio*, non-voting member of all Region committees established by the Board, with the exception of the Nominating Committee.
- d. Has the authority to sign legal documents as authorized by the Board and/or officers acting as a group.
- e. Provides a written annual report to the Gathering.

2. Vice President

- a. Functions in the absence of the President.
- b. Completes an unexpired term of the President.

3. Treasurer

- a. Serves as the chair of the Finance Committee.
- b. Serves as an *ex-officio*, non-voting member of the Investment Committee.
- c. Serves as the liaison from the Finance Committee to the Board.
- d. Periodically reviews invoices, issued for the payment of funds, payroll, credit card expenditures, and financials.

4. 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.
- b. Primary Leader of Leaders. This role has two functions: leading up and leading around. The Executive Minister provides leadership for the board above them along with his/her own staff.
- c. 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 and the official job description, as amended from time to time.

- f. 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 ABC-USA.
 - h. Represent the Region to other appropriate bodies.
 - i. Provide for record keeping of the Region, including:
 - 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.
 - ii. Prepare and maintain other records and information required to be kept by the Region under the Act.
 - iii. Authenticate records of the Region.
 - iv. Distribute copies of minutes to the Minutes Approval Committee for review within two weeks (14 days) after the Gathering.
 - j. Sign legal documents on behalf of the Region as authorized by the Board.
5. Region Administrator
- a. Provide financial administrative leadership to the Region. Serve as the Chief Financial Officer, being responsible to the Executive Minister.
 - b. Serve as an *ex-officio*, non-voting member of the Region Board.
 - c. Serve as the Human Resource officer.
 - 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. Consensus model of governance is the goal.
- B. For all matters at Region meetings, including but not limited to Gathering, Board meetings, or any Special Session of the Region, the most 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. A proposed amendment to the Bylaws may be submitted to the Region Board by any

covenanting church. Each proposed amendment shall be reviewed by the Board. If approved by the Board, each proposed amendment shall be presented to the covenanting 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. An amendment to the Bylaws may also be proposed to the Gathering or Special Session of the Region upon request of a minimum of twenty percent (20%) of the covenanting churches. This proposal must be submitted to the Region Board for publication at least sixty (60) days prior to the meeting where the amendment is to be considered.
- C. 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.
- D. Subject to any 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.

ARTICLE X – INDEMNIFICATION

A. Scope of Indemnification

The Region shall advance expenses to and indemnify each 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 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. 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 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