

CONSTITUTION OF AMERICAN BAPTIST CHURCHES OF OHIO

ARTICLE I

NAME AND AFFILIATION

- Section 1 The name of this organization shall be American Baptist Churches of Ohio (hereinafter known as the Region,) and formerly known as The Ohio Baptist convention.
- Section 2 The Region shall be a religious society and affiliated with American Baptist churches in the U.S.A. (hereinafter known as ABC/USA.)

ARTICLE II

MISSION STATEMENT

PURPOSES

- Section 1 **MISSION STATEMENT:**
American Baptist Church of Ohio is an expression of the Body of Christ in this world, called to provide a network of resources, support, and fellowship, and to enable member congregations to implement shared ministries in faithful witness to the Gospel of Jesus Christ.
- Section 2 **ADDITIONAL PURPOSES:**
- a. To promote the program and activities of ABC/USA and its affiliating and cooperating organizations; and to promote the organization and establishment of new churches and mission within the Region.
 - b. To give expression to its conviction upon moral, social, religious, and denominational issues.
 - c. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the unrestricted principal thereof exclusively to carry on and implement the mission objectives of the Region as herein stated for its religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under the Internal Revenue Code

of 1954, and its Regulations as they now exist or as they may hereafter by amended.

ARTICLE III

CONSTITUENCY

- Section 1 The Region shall consist of those affiliating Baptist churches and associations which share in its mission and cooperate in its programs in such manner and to such a degree as determined by the Board of Trustees known as the Board of Regional Ministries (hereinafter known as the Board.)
- Section 2 Member churches shall be received into the Region or dismissed according to procedures set forth by the Board.
- Section 3 The voting delegates at meetings of the Region shall consist of:
- a. All officially recognized professional church leaders in the Region registered at the Region's main office.
 - b. Delegates from cooperating churches on the basis of two delegates in addition to the recognized professional church leaders from each church plus one delegate for each one hundred resident members or major fraction thereof above the first one hundred as reported in its last annual church report.
 - c. All members of the Board.

ARTICLE IV

OFFICERS

- Section 1 The officers of the Region shall be President, Vice-President, Past President, Secretary, and Treasurer. These officers shall perform the duties prescribed by the Board and by the parliamentary authority adopted by the Region...
- Section 2 The President, Vice-President, and the Past President shall serve one-year terms. Thereafter the Vice-President shall serve as President for a one-year term and the President shall then serve as Past President for a one-year term. The Secretary and Treasurer shall each be elected to serve for one three-year term. All officers shall serve their elected terms or until their successors are elected. Terms of office shall begin on January 1 following the election.
- Section 3 An officer shall hold no more than one office at a time, and shall be eligible to serve no more than two consecutive terms in the same office.

ARTICLE V

BOARD OF REGIONAL MINISTRIES

(Board of Trustees)

- Section 1 There shall be a Board of Regional Ministries of forty-five persons. The board shall be comprised of:
- a. One representative elected by each affiliated association to serve no more than two three-year terms. Each representative shall be elected using the rotation sequence of layman, laywoman, and clergy as determined by the Board. The association shall at the same time elect an alternate in the same category to serve in the event of the resignation or death of the representative.
 - b. Election District Representatives from the Region to the General Board of ABC/USA.
 - c. One representative elected by each recognized auxiliary organization.
 - d. Five officers of the Region elected by the delegates at the Annual Meeting.
 - e. The number of persons needed to complete the 45-person Board to serve as members-at-large elected by the delegates at the Annual Meeting.
- Section 2 In addition to the persons in Section 1, the following persons shall be ex officio members of the Board with power to vote.
- a. Executive Minister of the Region
 - b. All Board Members Emeriti (as designated in Section 8 of this Article.)
- Section 3 All members of the Board shall be members in good standing of a church affiliated with the Region.
- Section 4 At each annual meeting of the Region, one-third of the number of at-large members required to constitute the Board shall be elected, except as additional elections are required to fill unexpired terms. No person who has served continuously for two successive terms shall be eligible for reelection until after the lapse of at least two years. No person whose salary or portion thereof is provided by the Region or ABC/USA or its agencies shall be eligible to be a member or serve as an officer of the Board except as herein provided.
- Section 5 The Board shall meet at least two times each year. The President or Executive Minister may call special meetings of the Board at any time.
- Section 6 Twenty members of the Board are necessary to constitute a quorum for a meeting of the Board. A lesser number may recess a meeting from time to time.

- Section 7 A majority of the Board is authorized to fill any vacancy until the next annual meeting.
- Section 8 By vote of the Region, upon recommendation of the Board, there may be Board Members Emeriti, not exceeding five in number.
- Section 9 The Board shall make its own Bylaws.
- Section 10 The Board shall establish an Executive Committee.
- Section 11 The Board shall appoint such committees, task groups, or working teams, as it deems necessary to accomplish the Board's goals and objectives.
- Section 12 The Board shall provide for the employment of an executive minister and such other professional staff as the Board may determine.
- Section 13 The Board shall devise and execute policy in the Region in accordance with the Constitution, shall manage the finances and shall transact the business between meetings of the region.
- Section 14 The Board shall approve an annual budget.
- Section 15 The Board shall make an annual report to the Region showing in appropriate detail the financial status and a report of the proceedings and work of the corporation.
- Section 16 Each Board member shall fulfill attendance requirements as set forth in the Bylaws.
- Section 17 The members of the Board shall constitute the members of the Baptist Foundation Inc.

ARTICLE VI

PROFESSIONAL STAFF

- Section 1 There shall be a chief executive officer of the Region to be known as the Executive Minister and such other professional staff as may be approved by the Board for such ministries, tenure, and salaries as the Board shall deem advisable.
- Section 2 The Executive Minister shall be the principal administrative officer of the Region and of the Board, under the jurisdiction of the Board.

The Executive Minister shall be an ex officio member of the Board and of all committees, task groups and working teams and shall coordinate their work.

The Executive Minister shall employ the office personnel, and, with the approval of the Board, shall employ the other professional staff, and shall supervise and coordinate their work.

The Executive Minister shall act as representative of the Region, but shall commit the Region only as directed by the Region, its Board, its Executive Committee or other authorized agents of the Region.

ARTICLE VII

ANNUAL MEETINGS

- Section 1 The annual meeting of the Region shall be held at a time and at a place as the Board shall determine.
- Section 2 Presentation of written documents such as resolutions or statements of concern may be presented from time to time during an annual meeting. Such presentations shall be governed by guidelines set forth in the Bylaws.
- Section 3 The delegates may designate certain sessions or parts of sessions as “Business Sessions” at each annual meeting. When such action has been taken, no business, except announcements and routine business shall be considered in any session not so designated, except by vote of two-thirds of the delegates present.
- Section 4 A quorum for a business session of an annual meeting shall consist of one-third of the delegates registered at the time the annual meeting is convened providing that at least one delegate is registered from churches from each of at least ten associations in the Region. Attendance or voting by proxy shall not be permitted.
- Section 5 It shall be the duty of a nominating committee to nominate candidates at the annual meeting of the Region for the offices to be filled. Additional nominations from the floor shall be permitted before the election at the annual meeting.
- Section 6 The President, or the President’s absence the Vice-President, or in the absence of both the immediate Past President, or in the absence of all three, a person chosen by the Region, shall preside.

ARTICLE VIII

FINANCES

- Section 1 The Region shall receive, maintain and administer a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively to carry on and implement the mission objectives of the Region as herein stated for its religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.
- Section 2 The fiscal year shall be the calendar year, January 1 – December 31.
- Section 3 A certified public accountant shall be retained by the Region to make an annual examination of the financial accounts of the Region and to make a report of the examination to the Board.
- Section 4 All persons having access to, or major responsibility for, the handling of monies and securities of the Region shall be bonded.
- Section 5 No Board member, Officer, employee of the Region, or other person shall receive at any time any of the net earnings or pecuniary profit from the operation of the Region, provided that this shall not prevent the payment to any such persons of reasonable compensation for services rendered to or for the Region in accordance with this Constitution, the Bylaws or applicable law, and no such persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution, liquidation or winding up of the affairs of the Region.
- No funds of the Region shall be loaned to any Board member, Officer or employee of the Region, or to any other entity in which a member of the Board or Officer holds a substantial financial interest, except in the instance of housing loans for professional staff secured by a real estate mortgage.

ARTICLE IX

AUXILIARY ORGANIZATIONS

- Section 1 Auxiliary organizations shall be those recognized by the Board of Regional Ministries. Although having the status of auxiliary organizations related to the Region, they will promote their activities and programs in the context of the total unified program of the Region. The Region will

give counsel to the auxiliary organizations in the promotion of the total American Baptist mission in Ohio.

ARTICLE X

DISSOLUTION OF ORGANIZATION

Section 1 Upon the dissolution of the Region or the winding up of its affairs, the assets of the Region shall be distributed exclusively to its successor, if it qualifies as an organization recognized under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or they may hereafter be amended and, if not qualified, then to ABC/USA or its successor as an organization recognized under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or may hereafter be amended.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Section 1 The rules contained in the latest edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Articles of incorporation of the Region, this Constitution and any Bylaws which the Board may adopt.

ARTICLE XII

AMENDMENTS

Section 1 The Region shall have the power to amend or alter the Constitution by a vote of two-thirds of the quorum at an annual meeting, provided written notice has been given at a previous meeting of such intention to alter or amend, or such alteration or amendment is recommended by the Board and a copy of the proposed alternation or amendment mailed to all member churches and associations at least two months prior to the annual meeting.