



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

PURPOSE STATEMENT

Section 1 PURPOSE 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 who is the Son of God.

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 be amended.



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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. The Region officers shall serve as the officers of the Region Board.

Section 2 The President and Vice-President shall serve two-year terms. Thereafter the Vice-President shall serve as President for a two-year term and the President may then serve as Past President for up to a two 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.



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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, except Vice-President, President, and Past President may only serve one term.

ARTICLE V

BOARD OF REGIONAL MINISTRIES (Board of Trustees)

Section 1 There shall be a Board of Regional Ministries of initially no less than 15 persons. The number of people on the board may be increased by the board. The Board shall be comprised as follows:

a. Qualified candidates will be nominated by affiliated associations, churches, and individuals. The nominated candidates will be placed into a leadership pool for the nominating committee to select the needed nominees for election at the Regional Business Meeting.

The nominating committee will use a criteria matrix for candidates as defined by the by-laws. The purpose of the matrix is to have a balanced board that represents the region. The representatives will serve a three-year term. The nominating committee's responsibilities will be defined by the by-laws.

b. Initially five board members will be elected to a one-year term, five board members will be elected to a two-year term, and five board members will be elected to a three-year term. In the event of the resignation or death of a board member, the board can appoint a board member from the leadership pool to fulfill the remainder of the vacated position.

c. The officers of the Region and Board will be elected by the delegates at the Regional Business Meeting.

Section 2 In addition to the persons in Section 1, the following persons shall be ex officio members of the Board.

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.



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Section 4 Elections at Regional Meeting

a. At each Regional Meeting, one-third of the number of members required to constitute the Board shall be elected. 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.

b. The representatives of the region to the General Board of ABC/USA will be elected at the Region Meeting. A representative to the General Board may serve both as a representative to the Board of Regional Ministries and the representative to the General Board of ABC/USA if they are elected to both positions. The representative does not have to serve as a representative to the Board of Regional Ministries.

Section 5 The Board shall meet no less than two times each year. The President or Executive Minister may call special meetings of the Board at any time.

Section 6 Two-thirds of the Board is necessary to constitute a quorum for a meeting of the Board.

Section 7 A majority of the Board is authorized to fill any vacancy.

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 establish its own Bylaws.

Section 10 The Board shall establish an Executive Committee. The Board shall develop written policies directing and limiting the Executive Committee.

Section 11 The Board shall appoint such ministry teams, committees, or task groups as it deems necessary to accomplish the Board's goals and objectives.

Section 12 The Board may invite any individual, consultant, or group to help the board for a set period as designated by the board.

Section 13 The Board shall provide for the employment of an executive minister and establish guidelines for other staff hiring by the executive minister.

Section 14 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.



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Section 15 The Board shall approve an annual budget.

Section 16 The officers of 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 17 Each Board member shall fulfill attendance requirements as set forth in the Bylaws.

Section 18 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 Region 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 Region Minister shall be the principal administrative officer of the Region and of the Board, under the jurisdiction of the Board.

- a. The Executive Region Minister shall be an ex officio member of the Board and of all committees, task groups and working teams and shall coordinate their work.
- b. The Executive Region Minister shall employ the office personnel and, following the policy of the Board, shall employ the other professional staff, and shall supervise and coordinate their work.
- c. The Executive Region 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.
- d. The Executive Region Minister shall follow the job description developed by the Board.

ARTICLE VII

REGIONAL MEETINGS

Section 1 Regional

- a. The regional meetings shall be held at a time and at a place as the Board shall determine.



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b. Presentation of written documents such as resolutions or statements of concern may be presented from time to time during a regional meeting. Such presentations shall be governed by guidelines set forth in the Bylaws as established by the Board.

c. The delegates may designate certain sessions or parts of sessions as “Business Sessions” at each 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.

d. A quorum for a business session of a regional meeting shall consist of one-third of the delegates registered at the time the regional 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.

e. It shall be the duty of a nominating committee to nominate candidates at the regional-meeting of the Region for the offices and representatives to be filled. Additional nominations from the floor shall be permitted before the election at the regional meeting.

Section 2 Special Region Meetings may be called by the Region Board. Two months advanced written notice with the purpose and agenda of the meeting must be sent to member churches and associations.

Section 3 The meeting shall be presided by the President, or in 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.

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.



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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



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501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or may hereafter be amended.

Section 2 In the event of dissolution and upon the satisfaction of all payments to creditors, all remaining assets shall be given to ABC USA or its successor organization as determined by the Board.

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 a regional 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 alteration or amendment mailed to all member churches and associations at least two months prior to the regional meeting.