

Constitution and By-Laws

American Baptist Churches of Vermont and New Hampshire

Adopted October 22, 2011

ARTICLE ONE: NAME

The name of this corporation will be the American Baptist Churches of Vermont and New Hampshire

ARTICLE TWO: SEAL

The seal of this Corporation shall be circular and shall include thereon its name and the year of incorporation. It shall also carry the initials VBSC and ABC/NH.

ARTICLE THREE: PURPOSE

The purpose of this organization is to serve its member churches as they fulfill Christ's mission by offering assistance in keeping with the covenant we make together.

ARTICLE FOUR: COVENANT

The covenant as written below shall govern all ministries and policies of the American Baptist Churches of Vermont and New Hampshire. All Rules of Procedure adopted by the Region will be in accord with this covenant. The covenant reads as follows:

The American Baptist Churches of Vermont and New Hampshire rejoices in Christ Jesus, our Savior and Lord and covenant as servant partners in God's Kingdom by:

- **seeking the mind of Christ through the authority of the Scriptures and the counsel of the Holy Spirit.**
- **encouraging and empowering cooperation in mission service among the churches and ministries locally, nationally, and internationally.**
- **providing encouragement, opportunities for training, and resources for Christian service and discipleship for all people.**
- **establishing new churches and renewing existing churches.**
- **counseling with each other to affirm and ordain ministers of the gospel.**
- **living and working with the American Baptist Churches USA.**

ARTICLE FIVE: REAFFIRMATION AND REVISION OF THE COVENANT

The Board of Trustees of the American Baptist Churches of Vermont and New Hampshire will review Article Four in years ending with the number 5 (e.g. 2015) to evaluate progress in fulfilling the covenant and to discern if additions, deletions, or modifications should be made to the ministries of the Region.

In years ending in “0” (e.g. 2020), the Board of Trustees, as a whole or by a task force, will conduct an open review of “Our Covenant” and propose any changes that seem good and right to make in accord with the first bullet point of the covenant. This review will be presented to the Annual Gathering of all churches in that year.

The opening paragraph and first bullet point on the covenant are not subject to revision without an amendment to these by-laws.

The duly elected delegates of the Annual Gathering may vote to affirm a proposed modified covenant by a two-thirds vote. If so voted, the revised covenant shall replace the current Article Four. Lacking a two-thirds vote, the current covenant will remain in force.

ARTICLE SIX: MEMBERSHIP

Section One: Member churches of the American Baptist Churches of Vermont and New Hampshire shall be those who affirm “Our Covenant” in Article Four. Churches listed as member churches at the time of adoption of this constitution and by-laws shall be considered member churches.

Section Two: The Convocation of Churches shall have the authority to admit or dismiss churches from the American Baptist Churches of Vermont and New Hampshire upon the recommendation of the Board of Trustees. Such recommendations shall be by two-thirds vote of the Board of Trustees. A simple majority of voting delegates present and voting at the Convocation of Churches will be required to adopt the recommendation of the Board.

ARTICLE SEVEN: THE ANNUAL GATHERING AND THE CONVOCATION OF CHURCHES

Section One: All member churches of the American Baptist Churches will be called to gather at least annually. This annual gathering will provide opportunities for the people of the American Baptist Churches to pray, worship, receive instruction, and encourage one another in Christ’s work

The delegates and officers voting in this gathering will be known as The Convocation of Churches. All meetings of The Convocation will be open to all members and friends of the Region. During the Annual Gathering appropriate time will be given for The Convocation of Churches to select officers, review an annual budget, receive reports about the status and progress of the Region’s ministry, and to deliberate and make decisions concerning issues that may arise.

Section Two: Each delegate will be allowed one vote and must be a member of the church he or she represents. No proxy voting will be allowed.

Section Three: **The Convocation of Churches** may additionally meet at the call of the Executive Committee, the Board of Trustees, or by petition of fifteen percent of member churches to deliberate and make decisions about matters that may arise between annual gatherings. The pastors and clerks of each church shall receive written notification by U.S. Mail at least three weeks before a special meeting. The matters requiring action will be included in the notification along with sufficient background material to allow churches to pray and think carefully about the matters to be decided.

Section Four: Member churches may send voting delegates to the Annual Gathering by the following apportionment. The pastor of the church shall have one vote. Two voting delegates will be apportioned for the first one hundred active members of any church in Vermont and New Hampshire that is affiliated with the American Baptist Churches of the USA (e.g. 1 to 100 members awards two delegates.) An additional delegate will be awarded for each extra one hundred members (e.g. a church of 101-200 will have three delegates; a church of 201-300 will have four delegates, etc.). The active

membership of a church will be determined by that number reported to the Region in the annual report submitted by local church clerks.

Section Five: All duly ordained or commissioned American Baptist Ministers, Chaplains or Missionaries not currently serving a local church who are in good standing and members of a member church of the American Baptist Churches of Vermont and New Hampshire will be entitled to be At Large Delegates with a vote without reducing the number of delegates allowed from the churches in which they are members.

ARTICLE EIGHT: OFFICERS

Section One: The officers of the Region shall be the President, the First Vice President, the Second Vice President, the Treasurer, Secretary and ABCUSA General Board Representative.

Section Two: The President, First Vice President, and Second Vice President shall serve for two years. The Second Vice President and the First Vice President will be nominated for the next higher office at the Annual Gathering that comes after they have served two years. The Board of Trustees may recommend otherwise by majority vote if they believe it necessary and wise to make an exception to this pattern. The offices of President, First Vice President, and Second Vice President must alternate between clergy and lay members. These offices shall also rotate by association and gender over time.

Section Three: A Treasurer shall be elected by the Convocation of Churches and serve for renewable one year terms. The Treasurer shall oversee the financial assets of the Region and make complete and accurate reports to the Board of Trustees and the Convocation of Churches.

Section Four: The President shall preside over all meetings of the Board of Trustees and the Convocation of Churches. In the President's absence, the duty will fall to the First Vice President. In the absence of both of these, the Second Vice President shall preside.

Section Five: A member of the paid staff may serve as Secretary of the Region if duly nominated and elected by the Convocation of Churches. This person shall be responsible for keeping accurate minutes of the meetings of the Board of Trustees and the Convocations of Churches and maintaining records pertaining to the Region and the churches. The Board of Trustees may decide that a member of the paid staff will function as the Secretary of the Region. If the Board of Trustees decides to follow this course, the paid staff so designated will be accountable to the Board of Trustees for performance of these duties as a part of her or his job description.

Section Six: The ABCUSA General Board Representative will represent the Region at the General Board ABCUSA or its future equivalent. He or she will be a voting member of the Board of Trustees.

Section Seven: All committees and task forces of the Region shall be appointed by the President in consultation with appropriate staff and will be subject to provisional approval by the Executive Committee and final approval by the Board Trustees. Provisional approval means a committee may be appointed and begin work before a meeting of the Board of Trustees. Final approval is required at the next meeting of the Board, when members may be added or removed at the Board's discretion.

ARTICLE NINE: DUTIES OF OFFICERS AND REGION MINISTER

The Officers of the Region shall perform their duties outlined in the Constitution and By-laws of the Region and shall carry out their duties in consultation with any paid staff functioning in the role of Region Minister.

Section One: **The President** shall convene and preside over all meetings of the Executive Committee. He or she may convene an Executive Committee meeting at any time provided the Board of Trustees are informed within two days that the meeting has been called and the purpose of the meeting.

Section Two: **The First Vice President** may preside over all meetings of the Region when the President is absent, incapacitated or designated to do so by the President.

Section Three: **The Second Vice President** may preside over all meetings of the Region in the absence of both the President and First Vice President.

Section Four: All meetings of the boards, committees, and convocation shall be conducted with respect and in Christian love as guided by Roberts Rules of Order.

Section Five: **The Treasurer** shall be the custodian of the current and invested funds of the Region and shall provide for the disbursement of funds as directed by the Board of Trustees in accordance with the budget of the Region. He or she shall give complete reports at regularly called meetings of the Board of Trustees and shall submit all accounts for review on even numbered years and for full audit by a certified public accountant retained by the Board of Trustees on odd numbered years.

Section Six: Those serving in the capacity of **Region Minister** shall be specifically designated to do the following:

- a) Initiate visits to the churches, pastors, and associational meetings within the Region in keeping with the covenant of the Region. Such staff shall become acquainted with the associations and churches of the Region in ways that serve the mission and work of these churches and associations.
- b) Direct, guide, and supervise the work of the Region in accordance with the Constitution and By-laws and the Rules of Procedure and as directed by the Board of Trustees.
- c) Advise the Executive Committee about all proposals it makes to the Board of Trustees and the Region.
- d) Persons serving in this capacity may convene a meeting of the Executive Committee at any time. The Board of Trustees will be informed of the convening of this meeting within two days of the notice being given to the Executive Committee along with agenda items to be discussed.
- e) Sign and execute all legal documents and deeds as secretary of the Region as directed by the Board of Trustees. All financial and/or investment documents must be approved by Executive Committee at the direction of the Board of Trustees.
- f) Serve as an ex-officio member with voice but no vote of any committee or task force of the Region as she or he deems wise or as directed by the Executive Committee or Board of Trustees.
- g) Represent the Region to the American Baptist Churches USA and the wider community of churches.
- h) Relate to the American Baptist Churches USA as our Region Secretary. Only one member of the paid staff will be designated to fulfill this duty in accordance with the Covenant of the American Baptist Churches USA.
- i) Act as representative and spokesperson for the Region.

ARTICLE TEN: EXECUTIVE COMMITTEE

Section One: An Executive Committee will be composed of the officers of the Region (with the exception of the General Board Representative) and staff serving in roles as a Region Minister. Paid staff will serve with voice but no vote. The Executive Committee will guide the mission of the Region

on behalf of the Board of Trustees between its regular meetings in accordance with decisions made by the Board. In instances where the Executive Committee's decisions would create new policy, the matter must be immediately referred to the entire Board of Trustees for resolution. Only the Board of Trustees can make Board policy.

The Executive Committee will make recommendations to the Board as appropriate. Past officers and former General Board Representatives of the Region may be invited to consult with the Executive Committee at its discretion from time to time with voice but no vote.

The Executive Committee shall serve as a long range planning committee for the Region unless it designates a Task Force for that purpose. It shall propose the establishment of Task Forces and nominations for occasional needs of the Region as they arise; specifically but not limited to staff search committees.

The Executive Committee will also provide regular supervision of all staff as directed by the Board of Trustees.

ARTICLE ELEVEN: THE BOARD OF TRUSTEES

Section One: The Board of Trustees shall be responsible for the management of the affairs, business and property of the American Baptist Churches of Vermont and New Hampshire. The Board shall be accountable to the Convocation of Churches for all decisions made in the name of the Corporation. The Board shall initiate programs, appoint standing committees, and task forces in order to carry out the particulars of the Covenant in Article Four.

Section Two: The Board of Trustees will meet at least three times during the year as determined by the Executive Committee in consultation with the Region's staff. A special meeting of the Board of Trustees may be called by those serving in the capacity of a Region Minister and the President, the Executive Committee, or upon petition to the President of five members of the Board. A minimum of fourteen days shall be required for a special meeting to be called.

Section Three: The Board of Trustees shall adopt a budget to be reviewed by the delegates of the Convocation of Churches. This budget shall include an explanation for how all financial obligations will be met. The procedure for adopting this budget will be stipulated in the Rules and Procedures of the Region.

Section Four: The Board of Trustees shall be composed of the officers of the corporation as named in Article Eight Section One. Each association shall elect one member of the Board at an Annual Meeting of the Association. Balance between clergy and lay, male and female, should be sought. Members should state that they are willing to serve and be selected on the basis of their faith and ability.

At-large trustees will be nominated by the Nominating Committee and elected by the Convocation of Churches at the Annual Gathering. The number of At-large trustees will be equal to the number of trustees elected by the associations. The Nominating Committee will be encouraged to nominate At-large trustees to meet the Region's need for skills and experience for the ministry of the Region. The Nominating Committee shall seek to maintain geographic, theological, gender and ethnic balance over time.

Auxiliary and Affinity organizations of the Region will be invited to send a representative. Auxiliary organizations will consist of all such organizations recognized in the Rules of Procedure of the Region. Such organizations will be in agreement with the Covenant in Article Four. Auxiliary organizations will be invited to send a representative with voice and vote. Affinity organizations will be invited to

send a representative with voice and no vote. These organizations will be identified and recognized according to the Rules of Procedure of the Region.

Section Five: Members of the Board of Trustees shall serve for a term of three years. They may be re-nominated and elected to serve a second three year term before being required to step down for at least one year.

Membership terms shall be staggered so that roughly one third of the Board will stand for election each year. The precise timing of this will be outlined in the Rules and Procedure of the Region.

Section Six: The Board of Trustees shall oversee the Region's work through Standing Committees designated to carry out each point of the Covenant in Article Four. These standing committees shall issue a report annually to the Convocation of Churches. The standing committees shall make recommendations and reports to the Board of Trustees throughout the year.

Standing Committees shall be comprised of at least two members of the Board of Trustees and invited members who shall serve for no more than three one year terms consecutively. Invited members are those who are not members of the Board of Trustees but who are asked to serve because of their interest and/or expertise. These committees should reflect the geographic, theological, gender and ethnic diversity of the Region over time. Standing Committees shall be approved at the first meeting of the Board of Trustees after the Annual Gathering.

Standing Committee members will be selected by the Board of Trustees upon recommendation by the Executive Committee. The Board shall invite people to serve on these committees or task forces by a procedure proposed by the Executive Committee and approved by the full Board. The Standing Committees and Task Forces of the Region and those currently serving will be included in the Annual Report of the Region.

The programmatic sections of Article Four shall be designated by bullet points. The first bullet point should be seen as the guiding principle for all ministry done in the Region. Standing committees shall be formed to fulfill the vision of the other points. Article Four is quoted here for the convenience of the reader. Standing Committees will be selected to carry out the work of the bullet points left in bold face type below.

We, the American Baptist Churches of Vermont and New Hampshire rejoice in Christ Jesus, our Savior and Lord and covenant as servant partners in God's Kingdom by:

- *seeking the mind of Christ through the authority of the Scriptures and the counsel of the Holy Spirit.*
- *encouraging and empowering cooperation in mission service among the churches and ministries locally, nationally, and internationally.*
- *providing encouragement, opportunities for training, and resources for Christian service and discipleship for all people.*
- *establishing new churches and renewing existing churches.*
- *counseling with each other to affirm and ordain ministers of the gospel.*
- *living and working with the American Baptist Churches USA.*

Members of Standing Committees will serve for three years and may be selected to serve an additional three year term before taking a required one year absence. After the one year, they will be eligible to be re-nominated.

Section Seven: Any Standing Committee responsible for ordination or the recognition of ordination of ministers of the gospel will have a representative from the Ministers Council, either its president or a designate, in addition to the members from the Board of Trustees and any others named and confirmed by the Board.

Section Eight: Additional standing committees shall be appointed in addition to those formed to carry out the Covenant of Article Four. **The Annual Gathering Committee** will be chaired by the First Vice President. **The Nominating Committee** will be chaired by the Second Vice President. **The Standing Committee on Budget** will be chaired by the Treasurer. **The Standing Committee on Investments** will be chaired by the Treasurer. **The Staff Relations Committee** will select a chairperson on its own.

a) **The Nominating Committee** will offer slate of officers and at-large trustees to be nominated according to the Constitution and By-laws of the Region. This will be made at least six weeks before the Annual Gathering. Biographical information about all candidates shall be sought and made available. If the Nominating Committee has made a good faith effort to secure these biographies and have received no information the committee will state this in their report to the Region.

Alternative nominees will be accepted by the Region office up to two weeks before the Annual Gathering. These nominations will be made with the consent of the person nominated and should include biographical information in keeping with the standard used by the Nominating Committee. The Executive Committee will review the list of prospective nominees to assure that the nominees have the required skills to perform the positions to which they are nominated. If the Executive Committee determines that the candidate is not qualified, it will make this known to those making the nomination. The alternative nominee may withdraw his or her nomination at this point or continue knowing that the determination of the Executive Committee will be noted as candidates are presented to the Convocation of Churches prior to selection.

The report of the Nominating Committee will be considered as a slate to be adopted by a single motion. If seconded and voted by a majority of the delegates at the Annual Gathering, the candidates will be duly elected. If alternative nominations for offices have been received and validated, these offices will be excluded from the slate to be voted upon. Positions so contested shall then be selected by voting delegates using a secret ballot. The candidate receiving the most votes will be selected.

b) **The Annual Gathering Committee** will plan and supervise the Annual Gathering of the Region. They will register and certify the voting delegates for the Convocation of Churches. They will provide ample time for voting delegates to meet as a Convocation of Churches to decide the business of the Region in an open session. This will not preclude other activities or workshops from happening at the same time if the committee so chooses.

c) The Executive Committee will appoint a **Standing Committee on Budget** and a **Standing Committee on Investments** to be approved by the Board of Trustees. The Treasurer, President, and at least two Board of Trustees members will be selected. Persons serving as Region Minister will also serve. Three persons selected solely for their expertise in matters of finance and budgeting will serve. These three persons may or may not be an officer or Board member but three people so qualified must serve on these committees.

d) The **Standing Committee on Investments** shall assure that the funds and investments of the Region are being managed by principles of Christian ethics and for the benefit of the churches of the Region. They will retain accredited financial counselor with the approval by the Board of Trustees.

e) **The Staff Relations Committee** will support paid staff with a ministry of advocacy, encouragement, prayer, and honest feedback.

Section Nine: The Board of Trustees may appoint Task Forces to perform studies, seek qualified candidates for staff positions, or develop programs as the need arises. These Task Forces shall serve for a period determined by the Board of Trustees and shall make reports or recommendations as directed by the Board.

Task Forces shall include at least two trustees. A general invitation to participate will be issued by the Board of Trustees to non-board members and people will be selected to serve on the basis of interest and expertise. The diversity of the Region should be reflected in task forces if at all possible as defined in Article Eleven, Section Four, paragraph 2.

Members of Task Forces will serve one year terms and may, with the consent of the Board, serve continuous one year terms for the life of the Task Force. Task Forces should complete the work they have been charged to do within five years but may be extended by vote of the Board of Trustees.

The Board of Trustees shall inform the member churches and the Convocation of Churches of any Task Forces it creates.

Section Ten: The Board of Trustees shall make recommendations to the Convocation of Churches about the admission or dismissal of churches, personnel matters, and other issues as it deems appropriate.

Section Eleven: Proxy voting will not be allowed in meetings of the Board of Trustees unless electronic media can be used that will allow members so voting to participate in the deliberations and let their votes be heard and recognized by those present at the meeting of the Board.

ARTICLE TWELVE: STAFF

Section One: Upon the recommendation of the Board of Trustees, the Convocation of Churches may retain staff to carry out the work of the Region as described in the Covenant (Article Four). The Board of Trustees will submit job descriptions and a staffing plan to the Convocation of Churches for approval by a simple majority vote.

Section Two: Any person or group of persons called to function as a Region Minister will be recommended by the Board of Trustees and elected by a properly called meeting of the Convocation of Churches. The conditions of call, job description, and compensation package will be included in any recommendation brought forward by the Board of Trustees. In the event that two or more staff are hired to carry out these duties, one of these shall be designated as the official business agent for the Region. A staff member will be designated as the official liaison with ABCUSA. These duties may be combined in a single job description or divided.

Section Three: Anyone called to serve under Section Two shall serve for indefinite terms. The Board of Trustees shall consult with the General Secretary of ABCUSA before making their recommendation as mandated in the ABC Covenant of Relationships.

Section Four: Other staff may be called to perform services as deemed necessary by the Board of Trustees and will serve indefinitely. All job descriptions and staffing plans will be made available to the Convocation of Churches at the Annual Meeting.

ARTICLE THIRTEEN: AFFILIATED AND AFFINITY ORGANIZATIONS

Affiliated and Affinity Organizations of the Region are recognized by the Board of Trustees and the Convocation of Churches to be important ministries that are in keeping with the mission and Covenant of the Region. These shall be designated and endorsed for their service and historical connection to the life and work of ABC/VNH. Mission organizations established by American Baptists or by American Baptist churches in the Region may seek recognition as an affiliated organization by requesting that the Board of Trustees make a recommendation to the Convocation of Churches. Such organizations will be in agreement with the Covenant in Article Four of The Constitution and By-Laws. Such requests will be considered on the merits of the organization's ministry and their meeting the other criteria mentioned in this rule. A current copy of the by-laws of Affiliated Organization will be kept on file with the Region Secretary.

Section One: **Affiliated Organizations** shall be recognized or have their recognition withdrawn by a majority vote of the delegates of the Convocation of Churches upon the recommendation of the Board of Trustees. Both conditions must be met.

Affiliated Organizations will be invited to all meetings of the Board of Trustees with voice and vote. These organizations will designate those who will speak on their behalf to the Board and those presiding at meetings are obligated to allow such spokespersons to speak and participate with a vote.

Section Two: **Affinity Organizations** may be formed by five or more churches that affirm a common sense of mission, principle, or form of ministry. These organizations will be recognized by the Board of Trustees upon petition and a majority vote of the Board of Trustees. Such organizations will be in agreement with the Covenant in Article Four of The Constitution and By-Laws. They will participate on the Board of Trustees with voice but no vote.

ARTICLE FOURTEEN: ASSOCIATIONS

Section One: Associations shall be the most basic unit of joint ministry in the Region. They are to be formed in a way that will maximize joint effectiveness of the mission and work of Christ in and among the churches of the Region. They shall be governed by a set of by-laws written and approved by the association and agreed to by the Board of Trustees. The associations will work in the spirit of "Our Covenant" as articulated in Article Four.

To assure a uniform standard for the recognition of ordinations, the Board of Trustees will assure that the same ordination process is written into the by-laws of each Association.

Section Two: Associations will meet annually for edification, encouragement, election of officers, and other purposes it deems useful. Associations are encouraged to meet more frequently.

ARTICLE FIFTEEN: RULES OF PROCEDURE

Section One: The Board of Trustees will propose Rules of Procedure to carry out its business and the ministry of the Region in accordance with these by-laws. The Rules of Procedure will be approved by a majority vote of the Convocation of Churches to take effect.

Section Two: The Rules of Procedure will be published in the Annual Report of the Region and will be immediately available to anyone on request.

Section Three: Rules of Procedure may be proposed by any member church or any member of the Board of Trustees and will be referred to the Executive Committee. The Executive Committee will appoint a Task Force to draft a recommendation about the proposed Rule of Procedure to the Board of Trustees. The party proposing the Rule of Procedure will be informed about how the proposal is being considered.

The Executive Committee or designated Task Force may recommend passage of a proposed Rule of Procedure to the Board of Trustees. This proposal may be amended from the original proposal in committee. If this is the case, the original writer will be informed of the changes made. The Executive Committee or Task Force may decide to recommend that no action be taken. In either case the party proposing the rule of procedure will be informed.

A proposed Rule of Procedure will be adopted if it receives a simple majority vote of the Board of Trustees at a properly called meeting. The proposal shall be given to the Board of Trustees no later than two weeks before the meeting. The proposal may be amended at the meeting and adopted.

Section Four: Any changes in the Rules of Procedure of the Region will be reported to the Convocation of Churches at the Annual Meeting. Copies of the changes will be available four weeks before meeting. The changes may be rescinded upon a motion brought by at least three churches or five members of the Board of Trustees. Notification of such a motion must be received by the Region office at least two weeks before the Annual Gathering and notification of the motion will be sent to all pastors and church clerks of member churches. A motion to rescind the Rule of Procedure will require a two-thirds vote of the delegates to pass. If the motion to rescind passes, any Rule of Procedure that was replaced by the one rescinded will be reinstated.

ARTICLE SIXTEEN: PUBLISHING OF THE BY LAWS

A copy of the By Laws of the American Baptist Churches of Vermont and New Hampshire currently in force will be printed in the Annual Report of the Region and shall be available from the Region office to anyone on request.

ARTICLE SEVENTEEN: AMENDMENTS

Section One: These by-laws may be amended by a two-thirds majority vote of the delegates of the Convocation of Churches at any properly called meeting. The text of the amendment will be mailed to the pastors and clerks of member churches, all officers and members of the Board of Trustees, and all staff at least ninety days before said properly called meeting.

The Executive Committee will advise the voting delegates to pass, reject, or choose to make no recommendation concerning a proposed amendment

Section Two: For the first eighteen months of the life of this document, the Executive Committee or a Task Force established by the Executive Committee will evaluate the efficacy of this Constitution and By-Laws and propose amendments and modifications to the Trustees and Convocation of Churches as needed. Approval of necessary changes will be made by the second annual meeting after approval of this Constitution and By-Laws. Two and a half years after this annual meeting, the Executive Committee or a Task force established by the Executive Committee will conduct another evaluation and

make any recommendations it deems necessary. After this period, the provisions under Section One will be followed.

Section Three: Additional procedures for amending these by-laws may be established in the Rules of Procedure provided they do not contradict this article.

ARTICLE EIGHTEEN: TRANSITIONAL ARRANGEMENTS

This Constitution and By-Laws will take effect on the call to order of the Annual Gathering of June 2012 along with the Rules of Procedure provided they are adopted by the annual gathering of June 2011.

All necessary arrangements for an orderly transition from the former Constitution and By-laws and Rules of Procedure will be articulated in a Rule of Procedure to be adopted.

ARTICLE NINETEEN: OWNERSHIP OF RECORDS

All letters, emails dealing with business of the Region, minutes, and official records are considered to be the property of the American Baptist Churches of Vermont and New Hampshire. Hard copies, records stored on computer hard drives, and other means of retrieval and storage of such records will be left with Region upon the end of service of any paid staff or officer. Complete and full access to such records will always be available upon request to those who have generated these documents. Proper standards of confidentiality must be followed in terms of any documents that are not a part of the official records of the Region. All public documents (e.g. official reports, minutes, documents, etc.) will be available upon written request with advice of counsel.

ARTICLE TWENTY: DISSOLUTION

In the event of dissolution of this corporation, all its assets shall vest in such successor organizations of this corporation as may at that time be created, provided that at the time of dissolution any such organization be duly organized and qualified as an exempt organization under the Internal Revenue Code or if there be no successor organization, then to the American Baptist Churches, USA.

ARTICLE TWENTY ONE: CONFLICT OF INTEREST

The American Baptist Churches of Vermont and New Hampshire shall have a policy relating to conflicts of interest concerning officers, Board members, and employees. The specific policy will be articulated in the last numbered rule of procedure for easy reference.

Rules of Procedure

American Baptist Churches of Vermont and New Hampshire

Adopted October 22, 2011

Rule One (relating to all meetings)

All meetings of the Convocation of Churches, the Board of Trustees, Standing Committees, and Task Forces of the Region will be open to any member of a member church of the Region.

Section One Executive Session: Any portion of a meeting that materially affects individuals or material interests of the churches of the Region or that would customarily be considered confidential under the Code of Ethics of the Ministers Council of ABCUSA will be held in executive session. The same will be true for any matter of negotiations that may be necessary in the course of the Region's work. In executive session, no official record shall be kept and all discussion shall be protected by standards of confidentiality. Any action taken as a result of the executive session must be recorded as an official action after the body has come out of executive session in minutes or a report subject to open access by all member churches or individuals.

Section Two: Presiding members of any of these bodies may determine the extent of reasonable input that will be allowed by observers in a way that will allow the work of the body to be done decently and in order.

Rule Two: Affiliated Organizations

With the approval of these Rules and Procedures the following organizations will be recognized as Affiliated Organizations.

- American Baptist Women's Ministries
- American Baptist Men
- The Institute for the Laity
- The Ministers Council
- Holy Spirit Renewal Ministries
- Camp Sentinel Ministries
- Gove Hill Ministries

Rule Three: Associations

Section One: As of the date of the adoption of these Rules of Procedure the Associations of the Region shall be:

- The Southeast Association
- The Central Association
- The Lakes Association
- The Monadnock Association
- The Southern Association
- The Green and White Mountain Association
- The Southwest Association
- The Northwest Association

Rule Four: Rules of Procedure for Adopting Policy Positions and Statements of Concern at the Convocation of Churches

The following rule of procedure will be used to ensure a fair and orderly means of presenting, discussing, and acting on resolutions, statements of concern, policy statements, communications or other statements of position on issues including but not limited to, moral, ethical, theological, doctrinal, political or public policy (hereinafter referred to as a “statement”). This rule does not apply to amending processes for the Constitution and By-laws.

Section One: Items as described above may be placed on the annual agenda by the following means:

- A. Items raised in advance of the Annual Gathering
 - i. Any member of an ABC/VNH church may bring such a statement in writing to an appropriate board or committee, which must vote by majority to forward the statement as received or amended to the Executive Committee.
 - ii. Any member congregation may, by majority vote, bring a statement to their Association where it will be voted on according to the Association’s policies. If Region action is desired, the Association must vote by a majority to forward the statement as received or amended to the Executive Committee.
 - iii. The Board of Trustees or any organization listed under Rule Seven of these Rules of Procedure may forward a statement to the Executive Committee.
 - iv. The Executive Committee shall consider the statement or appoint a Task Force for this work. The statement will be then be sent to the Board of Trustees with a recommendation to accept, reject, or amend the statement. Reasons for the recommendation will be given. The originators of the statement will be informed in advance of Board Action. If an amended statement is brought to the Board, the original will be submitted as well.
 - v. The Board of Trustees may adopt the statement as amended, adopt the original statement, or adopt a statement as amended by the Board, The Board may also vote to reject the statement. Any action taken on the proposed statement will be by majority vote. The originators of the statement will be informed of the action taken by the Board within seven days of their action.
- B. Items may be raised from the floor of the Convocation of Churches provided discussion and questions are made to clarify the statement without debating it. If two-thirds of the delegates vote to consider the statement for action, a date for a Convocation meeting to act on the statement will be made by a two-thirds vote.

Section Two: The Executive Committee will verify that the above conditions have been met, and will notify the churches that the statement will be considered by the Convocation of Churches at least 60 days prior to the meeting. Statements must be received in writing by the Executive Committee at least 90 days prior to a special meeting or the Annual Gathering. The Executive Committee cannot amend or vote on the statement. It may, however, suggest changes to the body of origin, which that body may or may not choose to incorporate.

Section Three: The statement will be voted on at the Convocation of Churches, allowing no more than 40 minutes of discussion at the discretion of the Executive Committee. This time limit may,

however, be waived by a 2/3 vote of the assembled delegates. Passage of any statement shall by a 2/3 vote.

Section Four: Statements are adopted as serious statements of Christian concern, and should be treated as such, even though statements are not binding on individual churches or church members. Dissenting churches may publicly register their dissenting view and function autonomously from the statement which shall guide the Region as a whole. Any statements duly passed will serve as guidelines for the operation of the Region, its board, standing committees, task forces, policies and staff. Churches dissenting from the stated position of the Region shall not be denied support or privileges of Region affiliation in any manner or form.

Rule Five: Support Staff

The Board of Trustees will approve a staffing plan and all job descriptions for staff in the Region. Staff acting in the role of Region Minister can hire and supervise staff in accordance with the approved plan.

If the staffing plan or job descriptions change, the Board of Trustees will be required to approve these changes.

The Board of Trustees can review the staffing plan and job descriptions at their discretion.

Rule Six: Transition

Section One: These Rules of Procedure as adopted in October 2011 will take effect upon the call to order of the Convocation of Churches during the Annual Gathering in June 2012.

Section Two: For the purpose of implementing the rotation of terms for representatives from the Associations to the Board of Trustees the following procedure will be practiced. Each Association will have its name placed in a container and names will be drawn. The first third of Associations drawn will elect representatives to the initial board for one year, the second third for two years and the remainder will elect for the full three year term. This drawing will be made immediately after the adoption of the Constitution and By-Laws and Rules of Procedure by the delegates of the Corporation.

As standing committees are first formed, the procedure followed to designate initial term lengths for the Board of Trustees may be followed to assure an orderly rotation of members.

The Nominating Committee will have received nominees from each Association during its regular nomination process and these will be considered duly elected for the terms determined by the drawing described in the first paragraph.

At-large trustees called for under the Constitution and By-Laws will be nominated for one, two, and three year terms to insure orderly transition. The Nominating Committee shall arrange the terms for each position and nominate candidates. At-large trustees under the former Constitution and By-Laws may be nominated for the incoming Board. Otherwise terms of service for these trustees will end at the call to order of the 2012 Annual Gathering.

Rule Seven: Conflict of Interest

I. PURPOSE: Conflict of interest, or even the appearance of conflict of interest, by Board members or staff must not compromise the mission of the American Baptist Churches of Vermont and New Hampshire (hereafter referred to as “the Region”).

Conflict of interest means any financial or other interest which conflicts with the service of an individual because: 1) it could impair the individual's objectivity; or 2) it could create an unfair advantage for any person or organization.

Consequently, there exists between the Region and its Board, officers, and management employees a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of the Region honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Region. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Region or knowledge gained from their position for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

II. COVERED PERSONS: This policy applies to all Board members, officers, members of a standing committee of the board, and all employees who can influence the actions of the Region (collectively, "Covered Persons"). For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning the Region. Each Covered Person shall receive a copy of this policy and shall sign an acknowledgement that he/she has received, understands and shall comply with this policy.

III. NATURE OF CONFLICTING INTEREST: A conflict of interest may arise if a Covered Person has a disqualifying relationship with third parties dealing with the Region. A "disqualifying relationship" means formal affiliation with an organization other than the Region (such as being an officer, Board member, trustee, member, owner [either as sole proprietor or partner], shareholder, employee or agent), or relationship by blood, marriage or significant long-term relationship with a person so affiliated with such an organization.

IV. INTERPRETATION OF THIS STATEMENT OF POLICY: The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Covered Persons will recognize such areas and relation by analogy. The Region expects that all Covered Persons will abide by the spirit as well as the letter of this Policy.

The fact that one of the interests described in Section III exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of the Region.

However, it is the policy of the Board that the existence of any potentially conflicting interest shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Covered Persons to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures

V. DISCLOSURE POLICY AND PROCEDURE: Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed;
2. The related party is excluded from the discussion and approval of such transaction, but may provide information if requested to do so;

3. The Board has determined, by the affirmative vote of a 2/3 majority of all disinterested Directors, that the transaction is in the best interest of the Region.

Disclosure within the Region should be made to the President who shall determine whether an apparent conflict exists and is material, and who shall bring such matters, if material, to the Board.

The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Board. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of the Region and the advancement of its mission.

VI. ANNUAL REPORTS: To address questions of conflict of interest, for the protection of both the individual and the organization, each Covered Person shall submit annually a list of his/her business and charitable affiliations to the Board Chair. This list will be maintained in the corporate records of the Region.