

BYLAWS

American Baptist Churches of Los Angeles, Southwest & Hawaii

ARTICLE I - AFFILIATION

Section 1 – The American Baptist Churches of Los Angeles, Southwest & Hawaii (hereinafter known as the Region) shall pledge itself to promote the ministry and mission of the Kingdom of God within the member congregations, as an affiliate of and in covenant with the American Baptist Churches in the USA (hereinafter ABCUSA) within the Regional churches.

Section 2 – The Region’s assets are irrevocably dedicated to religious and charitable purposes. No part of the net earnings, properties, or assets of the Region, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Region.

ARTICLE II – PURPOSE STATEMENT

“Thy Kingdom come on Earth as it is in Heaven”

Section 1 – American Baptist Churches of Los Angeles, Southwest & Hawaii 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 by expanding the faithful witness of the Gospel of Jesus Christ.

ARTICLE III – REGIONAL MEMBERSHIP

Section 1 – The Region shall be comprised of member Baptist Churches within the area served by the ABC of LASH, cooperating with and contributing to the Region. Members may appoint delegates to this Region as follows:

a. Prior to the Annual Meeting of this Region each member Church may appoint as delegates its pastor and one representative, with an additional representative for each fifty of its members after the first hundred. Each of such delegates must be at least eighteen years of age and have experienced believers baptism and be a member of the appointing Member Church. The name and address of each delegate so chosen, together with a statement of the actual number of members on the active list of the church, shall be authorized by the Church on a form to be furnished by the Region, which form shall be returned to the office of the Region not less than seven days before the Annual Meeting of the Region.

b. Upon the filing with the Region of such authorization form, each person named thereon becomes a delegate of this Region for a term commencing on the date of the first succeeding Annual Meeting and continuing to but not including the date of the next succeeding Annual Meeting. When a person certified by a Church to the Region as

a delegate ceases to be a member of such Church such person ceases to be a delegate, and it shall be the duty of the Church to notify the Region of the termination of such person's membership and to furnish the Region an authorization showing the name and address of the person, if any, who has been selected by the Church as a replacement delegate for the unexpired term.

Section 2 – A church shall be received into the Region and ABCUSA by written application for membership with counsel from the Region's professional staff and with reference to ABC of LASH "Regional Expectations for a Cooperating Church" (Appendix A) and ABC of LASH's Covenant of Relationship & Mission Support (Appendix B-1 and B-2) and been duly approved, and by the vote of recommendation of a majority of the Board, to the Annual Meeting of the Region.

Section 3 – Upon recommendation of the Board of Directors, the Region may, by action of the Region in any Annual or Special Meeting, remove from the membership any Church which becomes non-cooperative in the work of the ABC of LASH.

Section 4 – Upon request of the General Secretary of ABCUSA, ABC of LASH will receive as associate members, for a two-year term, churches which are in good standing with ABCUSA. Upon request of the General Secretary and review of the Board of Directors of ABC of LASH the term may be extended for an additional two-year term by vote of the ABC of LASH Board. Associate Members are not members of the Region as defined above and no such reference shall constitute anyone as a Member within the meaning of Corporations Code Section 5056. References in these Bylaws to 'members' or "Members' are not references to such Associate Members."

Section 5 – Associate Members are entitled to administrative and programmatic resources of ABC of LASH, but are non-voting members without right to appoint delegates, representation on ABC of LASH Board of Directors or voting privileges at ABC of LASH business meetings. Associate members must actively support the mission of ABCUSA and ABC of LASH. Associate membership will cease once churches have received full membership in a new American Baptist Region or an existing Region.

ARTICLE IV - DIRECTORS

Section 1 – All members of the Board of Directors shall be a member of a participating church which is in good standing in an ABC of LASH Participating Church (Appendix A).

Section 2 – The number and qualifications of Directors on the Board shall be as set forth in the constitution of the Region. The Board of Directors (who need not be authorized delegates but who must possess all other qualifications of delegates) shall be elected for a term of three years and until their successors are elected, one-third being elected at each Annual Meeting of the Region. No director who has served as such for six consecutive years shall be eligible for reelection until the expiration of twelve months

from the end of his/her term of office. All elections shall be by ballot and there shall be no voting by proxy.

Section 3 – Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation, Constitution or Bylaws relating to action requiring approval by the members, the Region’s temporal activities, business and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board shall elect officers and appoint committees, fill all vacancies in offices, and make and ordain regulations with respect to the funds and bills, and the custody, management, acquisition and disposition of the real and personal property of the Region.

ARTICLE V - OFFICERS

OFFICERS

Section 1 – The officers of the corporation shall be President, Vice-President, Past President, Secretary, and Treasurer. These officers shall perform the duties prescribed by the Board.

Section 2 – The President shall serve no more than two consecutive, two-year terms. The Vice-President shall serve no more than two consecutive, two-year terms. Thereafter the Vice-President may serve as President. 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 serve until their successors are elected. Terms of office shall begin on January 1 of the year following the election.

Section 3 – All officers of ABC of LASH shall be members of an ABCUSA Cooperating Church (See Appendix A) and ABC of LASH Participating and Contributing Church (See Appendix B-1 and B-2)

ARTICLE VI - DUTIES OF OFFICERS

Section 1 – The President shall be the chief corporate officer and shall preside at all meetings of the Region, the Board of Directors, and the Executive Committee. The President shall see that the policies and actions of the Board are implemented by the Executive Minister. The President shall report to the Region and the Board on the condition of the affairs of the Region. The President shall be an ex officio member of all committees, ministry teams, and task groups except the Board Development Committee. An annual report shall be compiled and published in a timely manner by the President.

Section 2 – The Vice-President shall assume the duties of the President when the President is absent. The Vice-President shall hold responsibility for informally reviewing the Bylaws annually. When needed the Vice-President shall be a member of the bylaw review committee, monitoring the Region’s Goals and Objectives, and shall have powers and be charged with such duties as the Board or as the President may assign.

Section 3 – The immediate Past President shall serve on the Board as an ex-officio member and shall provide continuity within the Region.

Section 4 – The Secretary shall keep, or cause to be kept, the membership book of the Region and a book of minutes of the meetings of the Region, Board of Directors, and Executive Committee, and a record of the persons present at said meetings. The Secretary shall have such other powers and duties as the Board of Directors may prescribe.

Section 5 – The Treasurer shall serve as the chief financial officer, under the direction of the Board and shall review the financial affairs of the Region. The Treasurer shall see that accurate records are kept of the funds of the Region and shall present a written financial report at each annual meeting, and also to the Board of Directors at such times as the Board may direct. The Treasurer shall be a member of the Executive Committee.

Section 6 – The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books of account of the Region. The Treasurer shall disburse the funds of the Region as directed by the Board of Directors or the Executive Committee, and shall have such other powers and duties as the Board of Directors may prescribe.

Section 7 – Ex officio members of boards or committees shall not have voting power on such committee except that the President shall have the discretion to cast the deciding vote whenever committee members present are deadlocked in their vote on any matter.

ARTICLE VII – BOARD OF DIRECTORS

Section 1 – There shall be an Executive Committee of the Board empowered to act on behalf of the Board between meetings in all matters including, but not limited to, Human Resource Matters, Budget, and Audit, except where such action is contrary to established Board resolution or policy. The Committee shall be accountable to the Board, and all actions shall be reported to the Board at its next meeting. Further, the Board shall require the issuance of a bond, respecting the actions of the Treasurer, President and Regional Business Manager to protect from loss relating to the moneys paid to the Region and Funds paid out by order of the Board of Directors or Executive Committee, and checks must bear not less than two signatures of such persons as shall be authorized by the Board of Directors or Executive Committee.

Section 2 – The Executive Committee shall meet at least two times a year or at the call of

either the President or the Executive Minister.

Section 3 – A majority of the Executive Committee shall constitute a quorum.

Section 4 – The Executive Committee shall evaluate the work of the Executive Minister every four (4) years in consultation with the General Secretary, ABCUSA. The Executive Committee shall make a report to the Board on the job performance of the Executive Minister.

Section 5 – The Constitution and Bylaws shall be reviewed every five years by a committee appointed by the Executive Committee for that purpose. At least one (1) member of the committee shall not be a member of the Executive Committee.

Section 6 – The Executive Committee shall appoint a parliamentarian from the Board to interpret the Constitution and Bylaws.

Section 7 – The Board, in consultation with the President and Executive Minister, may appoint committees, ministry teams, and task groups as needed to accomplish its goals. Any group requiring funding must have its funding approved by the Executive Minister in consultation with the Executive Committee. Task forces shall be appointed for specific tasks and for specific periods of time and shall be disbanded upon completion of the tasks or period of time, whichever occurs first.

Section 8 – The Board shall, on a two-third majority of a quorum present, hire the Executive Minister. In hiring the Executive Minister, the Board shall act in consultation with the Office of the General Secretary or its representative.

Section 9 – The Board shall appoint a Succession Committee to recommend a qualified person to fill the office of the Executive Minister when a vacancy occurs. The Committee shall be comprised of a Past President, five members of the Board (appointed by the Board), and the President. The Past President shall convene the committee which shall elect its own chairperson. The personnel of the Succession Committee as originally comprised shall continue as members of the Committee until the office of Executive Minister has been filled. In the event of an inability or unwillingness to serve, of an original search committee member, the Board shall appoint a new qualified person to fill that original search committee member's position. The Succession Committee may consult with others as necessary.

Section 10 – The Board of Directors shall make a recommendation for an Interim Executive Minister as needed.

Section 11 – All Succession Committee members for Executive Minister must be members of a member church of the Region.

Section 12 – In order to optimize effective participation of Board members as well as be good stewards of the Region’s funds, it is expected that all Board members will attend all meetings of the Board and respective committees and teams to which they have been assigned, unless prevented by unavoidable reasons. Inability to attend such meetings should be communicated as far in advance as possible before the scheduled date of the meeting. All Board members are expected to arrive at all meetings on time, and remain until adjournment of each meeting (unless early departure is necessary due to unforeseen circumstances). A Director may be removed after two (2) consecutive, unexcused absences. Authority to grant excused absences shall be vested in the President or Vice-President.

ARTICLE VIII – EXECUTIVE MINISTER

Section 1 – The Executive Minister (EM), under the direction of the Board of Directors, shall have general supervision of all the interests of the Region. The EM must be an ordained American Baptist Minister or have his/her prior ordination recognized by the American Baptist Churches. The EM shall be an ex-officio member of all committees. In co-operation with the committees the EM shall ascertain where it will be advisable to undertake mission projects. The EM shall have the oversight of the missionaries, staff members, buildings, and properties of the Region and report thereon to the Board of Directors quarterly, or at such other times as it may require. The EM shall present the cause of the Region in the Churches as opportunity may offer. The EM shall conduct the correspondence of the Board of Directors, and make a statement of the work and plans of the Board of Directors to the Region at its meetings. The EM shall send notices to the proper persons of the times and places of meetings of the Region and Board of Directors. The EM shall notify all persons of their election to membership on the Board of Directors, and inform the chairman of every council and task force of the names of its members and the business for which it was appointed. The EM shall have custody of the corporate seal and shall affix it to such documents as require such seal. In addition to the duties defined in Article VI of the Constitution, the EM shall be responsible for relating the ministry and mission of the Region to ABCUSA and the ministry and mission of ABCUSA to the Region; shall represent the Region on the National Leadership Council (NLC) and the Regional Executive Ministers Council (REMC) and such other boards and committees as may be requested (within the limitation of time and responsibility for the total ministry of the Region) and shall serve as chief negotiator between the Region and ABCUSA in matters of mutual concern and contract, such as finances and program commitments. In exercising these responsibilities, the EM shall always be subject to the policies and priorities established by the Region through the Board and shall not commit the Region except as directed by the Region, the Board, its Executive Committee or other authorized agents of the Region. The duties enumerated above will be included in the job description prepared by the Executive Committee and approved by the Board of Directors.

Section 2 – The Executive Minister’s office shall contract with vendors and contractors for other regional responsibilities and needs (i.e. website, printing, finances).

Section 3 – The Ministerial Staff shall submit to the Executive Minister an annual written report for the Annual Ministry Report which is presented at the Annual Business Session during the Annual Meeting.

ARTICLE IX - MEETINGS

Section 1 – The Annual Meeting of this Region shall be held in the month of October each year at such time and place as determined by the Board of Directors. The date for the Annual Meeting may be changed, in special cases, by the Board of Directors or Executive Committee. Special meetings may be called by the Board of Directors. A quorum for a business session of the Regional meeting shall consist of one-third of the delegates registered at the time that the Regional meeting is convened providing that at least one delegate is registered from at least 20% of the Member churches in the Region for the transaction of business. The only exception to this has to do with breaking the Covenant of Relationship of the Region with ABCUSA. Any vote to break the Covenant of Relationship will require three-quarter (75%) vote of the Region.

Section 2 – Delegates who are unable to attend the Regional Meetings, due to distance, cost, or physical disability may participate in meetings of the Region via electronic medium. Such electronic medium shall be approved by the Region Board of Directors not less than 14 days prior to the meeting. Electronic medium shall include both audio and visual participation (e.g. Skype, Face Time, or other similar methods).

Section 3 – Minutes of a Regional Annual Meeting and of special meetings of the Region shall be reviewed by the Board for correction and approval. Thereafter, the minutes shall be submitted for approval at the next Regional meeting.

ARTICLE X - FISCAL YEAR

Section 1 – The fiscal year of this Region shall commence on the first day of January and close on the thirty-first day December.

ARTICLE XI - RULES OF ORDER

Section 1 – The rules contained in the latest version of Roberts' Rules of Order, or other rules of order approved by the Board of Directors, shall provide parliamentary authority for all meetings of the Region and of the Board and all committees of this Region except wherein they are inconsistent with the Articles of Incorporation, Constitution or Bylaws of this Region.

ARTICLE XII – AMENDMENTS

Section 1 – The Bylaws of the Region may be amended or revised by a three-quarters (75%) vote of the members of the Board of Directors present at any duly called meeting of the Board. The only exception to this has to do with provisions of the Bylaws relating to the Region's affiliation and relationship with ABCUSA. In such a case, the amendment or revision must be recommended by the Executive Committee and a copy of any proposed amendment or revision must be sent to all members of the Board of Directors at least two weeks prior to the meeting.

Section 2 – The Board of Directors may, on three-quarters (75%) vote, recommend that the Region break the covenant of relationship with ABCUSA. Thereafter, a vote of the Region at a duly convened Annual Meeting or a specially called meeting, on three-quarters (75%) majority of Delegates appointed by the Affiliate Churches is required to break the Covenant of Relationship with ABCUSA. Delegates may attend and vote via electronic means as set forth in Article IX, Section 2.

ARTICLE XIII – DISSOLUTION OF ORGANIZATION

Section 1 – On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Region shall be distributed to American Baptist Churches USA, for the benefit of the American Baptist Churches in the Pacific Southwest Region of the United States, provided that at that time it is organized and operated exclusively for religious and/or charitable purposes and has established its exempt status under Internal Revenue Code Section 501(c) (3). In the event American Baptist Churches USA is not so qualified, then such assets shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for religious and/or charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c) (3).

Amended May 4, 1986

Amended June 12, 2004

Amended May 5, 2007

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