

**CONSTITUTION OF
AMERICAN BAPTIST CHURCHES of
LOS ANGELES, SOUTHWEST & HAWAII**

ARTICLE I

NAME AND AFFILIATION

Section 1 – The name of this organization shall be American Baptist Churches of Los Angeles, Southwest & Hawaii (hereinafter known as the Region,) and formerly known as the Los Angeles Baptist City Mission Society (dba American Baptist Churches of Los Angeles and American Baptist Congregations of the Southwest & Hawaii).

Section 2 – The Region shall be a religious society and affiliated with American Baptist Churches in the U.S.A. or its successor organization. (Hereinafter known as ABCUSA.)

ARTICLE II

PURPOSE STATEMENT

Section 1 PURPOSE STATEMENT:

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.

Section 2 – ADDITIONAL PURPOSES:

a. To promote the program and activities of ABCUSA and its affiliated and cooperating organizations; and to promote the establishment and planting of new Churches and Missions within the Region.

b. To give expression to its convictions relating to the theological, moral, social, and denominational issues.

c. To receive and maintain assets of real and personal property (cash or otherwise) subject to the restrictions and limitations set forth below. The assets shall be used 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 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III

CONSTITUENCY

Section 1 – The Region shall consist of those affiliated Baptist churches which share in its mission and cooperate in its programs in such manner and to such a degree as determined by the Board of Directors (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.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 – There shall be a Board of Directors of no less than 9 persons. In no event shall the number of Board members exceed 15 persons. The exact number of directors should be fixed within these limits by resolution adopted by the Board. The Board shall be comprised as follows:

a. Qualified candidates will be nominated by affiliated churches and individuals. The nominated candidates will be placed into a leadership pool for the Board Development Committee to select the necessary nominees for election at the Regional Business Meeting.

The Board Development Committee will use a criteria matrix for candidates as defined by the Bylaws. The purpose of the matrix is to have a balanced Board that represents the Region. The representatives will serve a three-year term. The Board Development Committee's responsibilities will be defined by the Bylaws and must include at least two non-board members.

b. The Directors (who need not be certified 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 Corporation (to be determined by the total number of Directors serving). No Director who has served as such for six consecutive years shall be eligible for re-election until the expiration of twelve months from the end of such Director's term of office. All elections shall be by ballot and there shall be no voting by proxy.

c. Board members will be elected by the delegates at the Regional Business Meeting and shall begin their term of service January 1 of the following year.

Section 2 – In addition to the persons in Section 1, the following persons shall be ex-officio members of the Board but shall have no voting rights.

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 as outlined in Appendix A & B-1, B-2.

Section 4 – Elections at Regional Meeting

- a. The voting delegates at meetings of the Region shall consist of:
- b. Pastor and one delegate for the first 100 members, with an additional delegate for each additional 50 members.
- c. All members of the Board.
- d. Except as otherwise determined by the Board of Directors, and as set forth in the Bylaws, no person whose salary, or portion thereof, is provided by the Region or ABCUSA or its agencies shall be eligible to be a member or serve as an officer of the Corporation.

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 on no less than 72 hours notice.

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

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

Section 8 – By a majority vote of the delegates at the Regional Business Meeting, upon recommendation of the Board, there may be Board Members Emeriti, not exceeding three in number.

Section 9 – The Board shall establish Bylaws for the Region.

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

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

Section 12 – The Board may invite any individual, consultant, or group to help the Board for a set period not to exceed 12 months as designated by the Board.

Section 13 – The Board shall provide for the employment of an Executive Minister.

Section 14 – The Board shall devise and execute policy in the Region in accordance with this constitution and the Bylaws. It shall manage the finances and transact the business between meetings of the Region.

Section 15 - The Board shall approve an annual budget.

Section 16 – 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 at meetings as set forth in the Bylaws.

ARTICLE V

OFFICERS

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

Section 2 – The President shall serve no more than two consecutive, two-year terms. The Vice-President shall serve not 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 and until their successors are elected. Terms of office shall begin on January 1 of the year following the election.

Section 3 – The Executive Committee shall be comprised of the officers of the corporation and two other members of the Board of Directors as determined by the Board in consultation with the Executive Minister.

ARTICLE VI

PROFESSIONAL STAFF

Section 1 – There shall be a Chief Executive Officer of the Region to be known as the Executive Minister. The Board of Directors may appoint such additional ministerial staff as deemed necessary, in consultation with the Executive Minister.

Section 2 – The Executive Minister shall be the principal administrative officer of the Region and of the Board, under the jurisdiction and supervision of the Board.

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

b. The Executive Minister shall be responsible for hiring and supervising, following the policies of the Board, all ministerial and office staff.

c. The Executive Minister shall act as representative of the Region at all functions wherein the Region's policies may be impacted but shall commit the Region only as directed by its Board, its Executive Committee or other authorized agents of the Region.

d. The Executive Minister shall fulfill all of the job descriptions developed by the Board of Directors.

ARTICLE VII

REGIONAL MEETINGS

Section 1 – Regional

a. The Annual Regional meeting shall be held at a time and at a place as the Board shall determine.

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 Region may designate certain sessions or parts of sessions as "Business Sessions" at its annual meeting.

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 at least 20% of the churches in the Region. Voting by electronic media as defined in the Bylaws shall be permitted.

e. It shall be the duty of a Board Development Committee to nominate candidates to the Board at the Annual meeting of the Region for the offices and representatives to be filled. No nominations from the floor shall be permitted.

Section 2 – Special Region Meetings may be called by the Board of Directors. Two months advanced written notice with the purpose and agenda of the meeting must be sent to member churches. No business other than that provided in the notice shall be conducted at this special meeting.

Section 3 – The meeting shall be presided over by the President, or in his/her 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 board.

ARTICLE VIII

FINANCES

Section 1 – The Region shall receive and maintain assets of real and personal property (cash or otherwise) subject to the restrictions and limitations set forth below. The assets shall be used 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 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 ministerial staff secured by a real estate mortgage.

ARTICLE IX

Reserved

ARTICLE X

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).

ARTICLE XI

RULES OF ORDER

Section 1 – The rules contained in the latest edition of Robert’s Rules of Order, or other rules of order approved by the Board of Directors, 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 any 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 transmitted to all member churches at least one month prior to the Regional 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 Affiliated 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.