

## **By-laws Revision Update & Related Motion**

### **Background**

For at least five years, ABCORI has been operating with an organizational structure that differs from the one outlined in its by-laws.

At the annual business meeting in March 2020, delegates approved a motion “that the portion of the by-laws that specify elected members to the Ministry Teams be suspended until such time as the Board of Ministries or those authorized by the Board of Ministries considers a realignment of volunteer leadership more representative of the nature of region ministry going forward.”

Whatever plans the board had in 2020 to pursue realignment were put on hold through the COVID-19 pandemic and an executive minister transition. In 2022, the board resumed consideration of a governing structure that would clarify responsibilities; streamline decision-making; and better reflect the number of member churches and active individuals within ABCORI. The result was the interim structure that was proposed by the board at the March 2023 annual meeting and approved by the delegates.

Under that interim structure, the board was able to carry out its responsibilities to ABCORI while also giving attention to ABCORI’s mission; the role of the Board of Ministries; and trends impacting ABCORI and its member churches. As a result, the board grew in its understanding of the nature of its work and how to be more effective in its service to ABCORI.

Having worked within and evaluated the interim structure for one year, the board appointed a task force to begin a review and revision of ABCORI’s by-laws at the annual business meeting in March 2024. At the same meeting, delegates approved continuing the interim structure for one additional year while the by-laws task force undertook its work.

A by-law revision task force of Lynne Linden, chair (Warwick Central Baptist Church); Rev. George Barclay (Norwood Baptist Church); Rev. Del Demosthenes (Memorial Baptist Church); Meredith Eckel (Central Baptist Church, Westerly); and *ex officio* members Rev. Dr. Cal Lord (ABCORI president) and Rev. Dr. Courtney Davis Olds (ABCORI executive minister) met throughout 2024. Working from the most recent version of the by-laws, which was approved in 2013, the task force focused its efforts on Articles VI-XII. Those portions dealt with the structure of the board and committees, which had been identified as a primary area of concern in 2020.

In the process of review and revision, the by-laws task force sought input from ABCUSA; reviewed by-laws from other American Baptist regions; consulted resources specific to ministry organizations and non-profit governance; and considered feedback from ABCORI's Board of Ministries.

In January 2025, the task force presented a proposed revision of the by-laws to the Board of Ministries for their consideration. The board voted unanimously to present that proposed revision to the delegates at the March 2025 annual business meeting.

### **Highlights from Proposed By-laws Revision**

Because the task force had focused on the portions of the by-laws dealing with the structure of the board and committees, Articles I-IV contained few changes. Those that were proposed included updates to the names of the State of Rhode Island and American Baptist Churches USA; corrections to spelling, grammar, and redundancies; and edits to maintain consistency of wording throughout the by-laws. Proposed revisions to Article V included aligning the timing of the annual business meeting with ABCORI's fiscal year and adding a provision for electronic communication to reflect updated forms of communication.

Under the proposed revisions to Articles VI-X, the board and committee composition would be:

#### **Board of Managers**

(13 total members: 11 elected members with votes, 2 executive staff members without votes)

Officers: President  
Vice President  
Clerk  
Treasurer  
Executive Minister (without vote)

At Large: Six (6)  
Past President

Staff: Executive Minister (without vote) [also listed above under officers]  
Associate Executive Minister (without vote)

#### **Committees**

- Finance: 5 elected members; treasurer; president or vice president; executive minister (*ex officio* without vote)

- Personnel: 4 elected members; president or vice president; executive minister (*ex officio* without vote)
- Recruitment: 4 elected members; president or vice president; executive minister (*ex officio* without vote)
- Professional Ministry: 2 elected clergy members; 2 elected lay members; executive minister (*ex officio* with vote)
- Executive: officers as listed above

The proposed name of the board, Board of Managers, is a return to the name in use in the 1945 and 1970 versions of the by-laws and better reflects the board's governance responsibilities.

The proposed composition of the board and committees builds on and adapts the interim structure approved in 2023 and 2024. The size of the board is reflective of the small size of ABCORI as a region, as well as in alignment with expert recommendations for the ideal size of a non-profit board. Unlike in the interim structure or the structure outlined by the most recent version of ABCORI's by-laws, all voting members of the board are elected. This ensures that those making decisions for ABCORI are appointed to do so by its member churches via their delegates to the annual business meeting.

The number of at-large members of the board is doubled in the proposed revision. This brings additional voices to the board.

In the proposed revision, the board's responsibilities are largely unchanged from those outlined in the 2013 version of the by-laws. Wording revisions emphasize the board's fiduciary responsibility to ABCORI.

The committees proposed in the by-laws revision are the same as those in the interim structure, with the exception of the Standing Committee on Ordained Ministry being renamed the Professional Ministry Committee to reflect that not all pastoral or ministerial leaders within ABCORI are ordained clergy. The committee's responsibilities align with the corresponding committee in the 2013 version of the by-laws, with the finance committee assuming all responsibilities of the operations team except personnel.

The number of elected members on the finance, personnel, and recruitment committees is increased from the interim structure so that each now has at least 5 voting members. In another change from the interim structure, either the president or vice-president is a voting member of the finance, recruitment, and personnel committees. This enables the president and vice president to have a greater understanding of the work of the committees and the issues facing ABCORI.

Whereas committee chairs served on the board in the interim and previous structures, that is no longer the case in the structure outlined in the proposed revision. Committees continue to report to the board and a representative of a committee can be called upon to meet with the board if the committee's input or expertise is needed. Committee chairs, however, no longer have the added responsibility and time commitment of serving on the board.

In keeping with the suspension of ministry teams approved by the delegates in 2020, the proposed by-laws revision eliminates Article XI-Areas of Ministry Teams. These teams had not been fully filled prior to their suspension, nor had there been a clear understanding of how they were to function. The proposed by-laws revision includes a provision for executive staff to create working groups as needed to carry out the planning and/or execution of specific programming to fulfill the priorities established by the board. By design, working groups would have short tenures, dissolving whenever the specific programming on which it was focused was completed.

Proposed revisions to the remaining articles in the by-laws (Articles XII-XVI in the 2013 version) reflect corrections to spelling, grammar, and redundancies; edits to maintain consistency of wording throughout the by-laws; and revisions to clarify the autonomous nature of the American Baptist organizations with which ABCORI partners and cooperates.

### **Status & Next Steps**

The by-laws task force is confident in its work product. Likewise, the Board of Ministries expressed its support of the proposed revision when it voted unanimously in January to present the proposal to the delegates at the 2025 annual business meeting.

In light of the acrimony that has arisen within ABCORI in recent months and a pervasive posture of mistrust that has developed toward ABCORI leadership, the by-laws task force expressed to the board its concern that the proposed by-laws revision would not receive fair consideration in the current environment and the presentation of by-laws revision could further divisions within ABCORI. The board concurred.

During its meeting in early April, the Board of Ministries unanimously voted to postpone presentation of the proposed by-laws revision and instead present a modification to the interim structure as a next step toward a full by-laws revision:

## **Board of Ministries**

(13 total members: 11 elected members with votes, 2 executive staff members without votes)

Officers: President  
Vice President  
Clerk  
Treasurer  
Secretary (Executive Minister *ex officio* without vote)

At Large: Six (6)  
Past President

Staff: Executive Minister (without vote) [listed above under officers]  
Associate Executive Minister (without vote)

## **Committees**

- Finance: 5 elected members; treasurer; president or vice president; executive minister (*ex officio* without vote)
- Personnel: 4 elected members; president or vice president; executive minister (*ex officio* without vote)
- Recruitment: 4 elected members; president or vice president; executive minister (*ex officio* without vote)
- Standing Committee on Ordained Ministry (SCOM): 2 elected clergy members; 2 elected lay members; executive minister (*ex officio* with vote)
- Executive: officers as noted above

This modification builds on the interim structure that has been in place since 2023 and incorporates proposals from the by-laws revision task force to increase the number of elected members on the finance, personnel, and recruitment committees; have the president or vice president serve *ex officio* on the finance, personnel, and recruitment committees; increase the number of at-large members on the board; and eliminate *ex officio* positions on the board so that all voting board members are elected members.

Under this modification as under the interim structure in place since 2023, the responsibilities of the board would be those outlined in the 2013 version of the by-laws. Committee responsibilities would be those of the corresponding committee in the same by-laws, with the exception that the finance committee would assume responsibilities of the operations team and its committees with the exception of the personnel committee.

If this modified interim structure were adopted, ABCORI could live into a possible new structure on a trial basis and incorporate additional learnings into an eventual by-laws revision proposal. Additionally, the by-laws revision proposal could be presented at a time when ABCORI is not burdened by conflict and suspicion.

Therefore, the Board of Ministries moves:

That the modification to the interim structure as outlined above be adopted and implemented May 1, 2025, to be in effect for one year or until such time as a full by-laws revision is presented, whichever date is earlier.

Recognizing that the interim structure in place since 2023 expires as of this annual business meeting and recognizing that both the full board, committee, and team structure as outlined in the by-laws and the structure in place as of the 2020 decision to suspend the ministry teams are overly large and unwieldy for an organization of ABCORI's size, a motion will be entertained from the floor to extend the current interim structure until such time as a full by-laws revisions can be presented should the above motion fail.