

**Constitution
of the
North American Baptist Conference (NAB)**

1. Name

- 1.1 This organization shall be known as the North American Baptist Conference (hereinafter "The Conference.")

2. Purpose

- 2.1 The purpose of The Conference is to glorify God by making disciples of Jesus Christ at home and internationally:
- 2.1.1 by stimulating Associations and churches to make disciples;
 - 2.1.2 by facilitating the interdependence of member churches; and
 - 2.1.3 by providing services that are best done collectively.

3. Membership

- 3.1 The constituency of The Conference shall be the members of all Baptist churches belonging to Associations or Regions of The Conference. Each Association or Region shall:
- 3.1.1 establish policies and practices that are in harmony with The Conference Statement of Beliefs; and
 - 3.1.2 set the criteria for a church's membership in that Association or Region.
- 3.2 An "Association" is an organization of Baptist churches in a specific geographic area that has been formally recognized by The Conference.
- 3.3 A "Region" is a formal partnership of Associations that have been recognized by The Conference. For the purposes of this section, a partnership can include Associations that have formerly been recognized and have legally dissolved and can include Associations that remain recognized but that delegate their governance and administration in whole or in part to a Region.

4. Triennial Conference

- 4.1 The members of The Conference shall be called to assembly every three years.
- 4.2 The purpose of the Triennial Conference shall be:
- 4.2.1 to motivate the members to fulfill the Great Commission;
 - 4.2.2 to cultivate a sense of unity among members and the member churches; and
 - 4.2.3 to develop a deeper dimension of caring and outreach.
- 4.3 At each Triennial Conference there shall be a business session, during which voting delegates shall:
- 4.3.1 elect officers;
 - 4.3.2 transact any necessary business; and
 - 4.3.3 approve resolutions.
- 4.4 Any member church or delegate to the Triennial Conference may submit a proposed resolution in writing. Any resolution shall be referred without vote or discussion to the

General Council. The General Council may present the resolutions to the next business meeting of a Triennial Conference. If a resolution is not submitted to the next Triennial Conference by the General Council, the resolution may be submitted directly to the business meeting of the Triennial Conference by the delegate and considered, provided it receives a two-thirds vote approving consideration prior to discussion on the resolution.

- 4.5 All voting delegates must be members of a NAB member church or an Association approved church plant of The Conference and shall be in attendance at the Triennial Conference to exercise the vote. Voting by proxy shall not be permitted.
- 4.6 The voting delegates include:
 - 4.6.1 representatives of the member churches and church plants. Each church or Association approved church plant shall be entitled to send as delegates its senior pastor or alternate, members of the pastoral staff nominated by the church and one lay person for every fifty members of the church or fraction thereof;
 - 4.6.2 officers of The Conference;
 - 4.6.3 members of the General Council;
 - 4.6.4 board members of Cooperating Organizations;
 - 4.6.5 executive administrators and full time faculty of Taylor College and Seminary and Sioux Falls Seminary;
 - 4.6.6 missionaries appointed by The Conference;
 - 4.6.7 retired NAB pastors and missionaries;
 - 4.6.8 members of the Executive Team of The Conference Office; and
 - 4.6.9 the Regional Ministers.
- 4.7 A quorum for the business sessions of the Triennial Conference shall be 50 percent of registered delegates.
- 4.8 The Moderator shall appoint committees necessary for facilitation of the business functions of the Triennial Conference, subject to the approval of the delegates.

5. Officers

- 5.1 The officers of The Conference shall be the Moderator, the Vice Moderator, the Treasurer and the Executive Director.

5.2 Moderator

- 5.2.1 The Moderator shall:
 - 5.2.1.1 chair the meetings of the Triennial Conference, the General Council and the Executive Committee of the General Council;
 - 5.2.1.2 ensure The Conference complies with the Constitution and the General Council complies with the Constitution and the General Council Policy Manual;
 - 5.2.1.3 be the voice of the General Council to the Executive Director; and
 - 5.2.1.4 be the Corporate President.

5.3 Vice Moderator

- 5.3.1 The Vice Moderator shall serve in the absence of the Moderator.

5.4 Treasurer

- 5.4.1 The Treasurer shall:
 - 5.4.1.1 account for all funds received and disbursed by The Conference and shall serve as an advisor and resource person in Conference financial matters;

- 5.4.1.2 submit a financial report at each annual meeting of the General Council and a report to each Triennial Conference; and
- 5.4.1.3 be the Corporate Treasurer.

5.5 Executive Director

- 5.5.1 The Executive Director shall:
 - 5.5.1.1 be a member of an NAB Church;
 - 5.5.1.2 serve as the chief executive officer for The Conference;
 - 5.5.1.3 promote The Conference vision, goals and objectives to member churches, Associations and Regions;
 - 5.5.1.4 lead The Conference in the development and oversight of programs, activities, personnel, budget, operational policies, procedures, and strategies necessary to achieve The Conference mission, within limitations placed by the General Council;
 - 5.5.1.5 be an ex officio member, with right to vote, on the boards of all Cooperating Organizations and committees of The Conference;
 - 5.5.1.6 be the Corporate Secretary; and shall:
 - 5.5.1.6.1 be responsible for recording and distributing minutes of Triennial, General Council and Executive Committee of General Council meetings; and
 - 5.5.1.6.2 be responsible for distribution of materials for Triennial, General Council and Executive Committee of General Council meetings.

5.6 Election of Officers

- 5.6.1 The Officers shall be elected for three-year terms at the Triennial Conference.
- 5.6.2 The General Council shall receive the report of the Nominating Committee and present one or more nominations of candidates for Moderator, Vice Moderator, Treasurer and Executive Director to the Triennial Conference.
- 5.6.3 No salaried staff member of The Conference or of a Cooperating Organization shall be eligible for the position of Moderator, Vice Moderator, or Treasurer.
- 5.6.4 No person shall be eligible for election to the position of Moderator and Vice Moderator for more than one term. The persons in the position of Executive Director and Treasurer may be re-elected.

5.7 Cooperating Organizations

- 5.7.1 A Cooperating Organization shall be a ministry affiliated with NAB with its own legal identity, governing board, and statement of purpose, vision, and ministry.
- 5.7.2 A ministry affiliated with NAB that meets the requirements of a Cooperating Organization, may apply for Cooperating Organization status by making application to the General Council. Withdrawal from Cooperating Organization status shall be made following the same process.
- 5.7.3 The Cooperating Organization shall have their Directors appointed by the General Council. At least two thirds of the Board membership shall at all times be members of NAB churches, including its Chairman and President or Executive Director.
- 5.7.4 The Cooperating Organizations shall have their constitutions, and revisions, approved by the General Council.
- 5.7.5 The Cooperating Organizations are Sioux Falls Seminary, Taylor College and Seminary, Church Extension Investors Fund, Limited, Church Extension Investors Fund, Inc., North American Baptist Foundation of Canada, North American Baptist Foundation USA, and The North American Baptist Heritage Commission.

6. General Council

6.1 Membership

- 6.1.1 The voting members of the General Council shall be members of NAB Churches and shall include:
 - 6.1.1.1 the Officers;
 - 6.1.1.2 the past Moderator of The Conference;
 - 6.1.1.3 the appointed members of the Executive Committee of the General Council;
 - 6.1.1.4 one representative named by each member Association;
 - 6.1.1.5 representatives named by a Region; a Region shall name one representative for each Association or former Association that forms a part of the Region;
 - 6.1.1.6 the President of Sioux Falls Seminary;
 - 6.1.1.7 the President of Taylor College and Seminary;
 - 6.1.1.8 the President of the Church Extension Investors Funds;
 - 6.1.1.9 the President of the North American Baptist Foundations; and
 - 6.1.1.10 the Director of the North American Baptist Heritage Commission.
- 6.1.2 Non-voting members of the General Council shall be members of NAB Churches and shall include:
 - 6.1.2.1 Regional Ministers; unless they have been appointed to the Executive Committee by the General Council.
 - 6.1.2.2 the Chair of the Constitutional Change Committee, who shall also serve as parliamentarian;
 - 6.1.2.3 members of the Executive Team of The Conference Office;
 - 6.1.2.4 the representative of the North American Baptist Women's Ministries; and
 - 6.1.2.5 the representative of the North American Baptist Youth Ministry Leadership Team.
- 6.1.3 Each Association or Region shall designate an alternative representative to serve in the event that the elected representative is unable to serve or to attend a session. If an Association or Region representative shall move from the Association or Region, the alternate shall complete the term of office of the representative.

6.2 Authority

- 6.2.1 The General Council shall:
 - 6.2.1.1 serve as the governing body of the North American Baptist Conference, subject only to the decisions of the Triennial Conference. The Council shall have full authority to act between Triennial Conference sessions, except that the Council shall not have authority to amend this Constitution, (except to amend to make punctuation, spelling, format, and terminology changes such as recommended by the Constitutional Change Committee), or to act contrary to the provisions of the Constitution;
 - 6.2.1.2 be responsible for establishment of policies in keeping with the mission, vision, and core values of the NAB Conference. These policies shall emphasize the actions that are to be accomplished;
 - 6.2.1.3 work closely with the Executive Director and maintain close communication with member churches, Associations and Regions in order to ensure that the mission of The Conference is being carried out.
- 6.2.2 Without restricting the general authority of the foregoing, The General Council shall have authority:
 - 6.2.2.1 to serve as the Resolutions Committee for the Triennial Conference;
 - 6.2.2.2 to approve and to amend General Council Policies for the operation of the General Council;
 - 6.2.2.3 to appoint eleven members of the Executive Committee of the General Council; of this eleven there shall be a minimum of two and up to four Regional Ministers.
 - 6.2.2.4 to approve the annual budget of The Conference;
 - 6.2.2.5 to form subsidiary corporations as may be necessary for the holding of property or administering the assets and funds of The Conference;

- 6.2.2.6 to set policy for fund raising activities of The Conference;
- 6.2.2.7 to approve all purchases and sales of real property by The Conference;
- 6.2.2.8 to approve the constitutions (bylaws) and changes to the constitutions (bylaws) of the Cooperating Organizations and to receive reports from the Directors or Presidents and, through the Directors and Presidents, the Boards of the Cooperating Organizations;
- 6.2.2.9 to appoint the standing committees of The Conference and of the General Council, specifically including The Conference Constitutional Change Committee, the Triennial Conference Program Committee and The Conference Nominating Committee;
- 6.2.2.10 to establish and appoint members to Council committees and task forces, the membership of which need not be restricted to members of the Council;
- 6.2.2.11 to appoint the Directors of the Church Extension Investors Funds, the Directors of the North American Baptist Foundations, The Conference named Governors of the Heritage Commission, and The Conference named Trustees of the Sioux Falls Seminary and Taylor College and Seminary;
- 6.2.2.12 to appoint persons to fill vacancies in the Officers between meetings of the Triennial Conference;
- 6.2.2.13 to approve the appointment of the Chief Operating Officer of The Conference, if position is filled; and
- 6.2.2.14 to approve the application of a ministry affiliated with NAB that is seeking to become a Cooperating Organization.

6.3 Meetings

- 6.3.1 The General Council shall meet twice each calendar year, and at such other times as may be deemed necessary. The Council may hold meetings via conference call or other electronic means.
- 6.3.2 The Moderator and the Executive Director shall have authority to call meetings of the General Council; special meetings shall be called upon the request in writing of not fewer than ten members of the Council and shall be called not later than sixty days from receipt of the request.
- 6.3.3 The quorum for the meetings of the General Council shall be fifty percent of the voting members.

6.4 Executive Committee of the General Council

- 6.4.1 The Executive Committee of the General Council shall have full authority to act for the General Council between General Council sessions, except for the following items that must be acted on by the General Council: to change policies adopted by the General Council; to plan for distribution of Conference assets or Conference dissolution; to approve or recommend acts to members required to be approved by members; to fill vacancies on the General Council or on committees; to appoint or remove General Council members, Officers or Committee members; to adopt a plan of merger or consolidation; to dispose of assets or do anything contrary to the constitution.
- 6.4.2 The Executive Committee shall include the Officers, the Past Moderator, and eleven members appointed by the General Council; of this eleven there shall be a minimum of two and up to four Regional Ministers. No salaried staff member of The Conference or of a Cooperating Organization shall be eligible for the eleven appointed members of Executive Committee of General Council.
- 6.4.3 The General Council shall determine the term of office of the appointed members of the Executive Committee.
- 6.4.4 The Executive Committee shall include both men and women.
- 6.4.5 Agendas of the Executive Committee will be provided to the General Council members prior to the Executive Committee meetings.

6.4.6 Minutes of the Executive Committee meetings shall be provided to the General Council members following each meeting.

7. Amendments

This Constitution may be changed only by a two-thirds vote of delegates at a regular session of the Triennial Conference. Proposed amendments shall be submitted to the Constitutional Change Committee. The Constitutional Change Committee shall forward the amendments, together with its own recommendations thereupon, to the General Council. The General Council shall submit, in writing, the proposed recommendations, together with its own recommendations to the delegates at the Triennial Conference.

8. Effective Date

This constitution shall supersede any previously existing constitution of The Conference and shall become effective immediately upon adoption by the delegates at the Triennial Conference.

9. Authority

The Spirit of Christ shall be observed in all discussions at the Triennial Conference and the General Council. Questions of procedure shall be determined by reference to Robert's Rules of Order, 2003 revised.

Approved July 2015 Triennial