

**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.