

BYLAWS
THE MINISTERS COUNCIL
of
The Cleveland Baptist Association
May 10, 2010

ARTICLE I - NAME

The name of this body shall be **The Ministers Council of the Cleveland Baptist Association**. This body shall be incorporated under the laws of Ohio.

ARTICLE II - MISSION STATEMENT

The Ministers Council is an autonomous, professional, multi-cultural organization of ordained, commissioned and lay Christian leaders within the American Baptist Churches in the Cleveland Baptist Association (CBA). We are women and men who advocate for and covenant with each other to deepen our spiritual journey and to increase our effectiveness, as persons who are accepting the call of God and church for the advancement of the Gospel mission of the church of Jesus Christ and to proclaim His truth in a prophetic voice as led by the Holy Spirit.

ARTICLE III - PURPOSE

Section 1. The purpose of this body is to build up the Church of Jesus Christ by sustaining and improving the ministerial leadership of the American Baptist Churches in the Cleveland Baptist Association.

Section 2. The Ministers Council is organized exclusively for religious, charitable and educational purposes. Consistent with its religious, charitable and educational status, (a) The Ministers Council shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of this body's net earnings shall inure to the benefit of officers, directors, or other private persons; and (c) this body shall take only actions permitted an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code ("the Code") and pertinent income tax regulations, as amended and as they may be amended.

Section 3. To achieve this purpose this body shall:

- a. establish and maintain professional and ethical standards of the Christian ministry;
- b. give support to the members of this body and be an advocate for them in their professional associations;
- c. interpret the appropriate roles of ministerial leadership to the constituent parts of our denomination and to the local American Baptist churches;
- d. encourage the recruitment and nurture of candidates for the various church vocations;
- e. provide a means for expression and debate by members of this body on issues that affect the professional leadership of the American Baptist Churches in the Cleveland Baptist Association;
- f. cooperate with the appropriate units of the American Baptist Churches in the Cleveland Baptist Association in matters of mutual interest and concern, including:

1. Recruitment

2. Placement
3. Compensation
4. Continuing Education
5. Counseling

Section 4. Upon dissolution of the Ministers Council or the winding up of its affairs, all assets of the Ministers Council, if any, after payment of valid claims against it shall, insofar as consistent with existing contractual obligations and subject to all legally enforceable claims or demands against the Ministers Council, pass to the Cleveland Baptist Association (CBA) in Cleveland, Ohio (also exempt from taxation under section 501(c) of the Code). Should the CBA no longer exist, the remaining assets shall pass to the National Ministers Council.

ARTICLE IV - RELATIONSHIPS

Section 1. The Ministers Council of the CBA cooperates with the Cleveland Baptist Association in the purposes and objectives of that body.

Section 2. The Ministers Council of the CBA is a related organization of the National body which exists within the Cleveland Region. It is recognized as a constituent council by the Ministers Council Senate when it:

- a. Is organized consistent with the Mission Statement, Bylaws and the purposes of the National body;
- b. Is structured with at least a recognized President, Secretary, Treasurer, and Senator(s); and
- c. Agrees to collect dues (national and local), and submit reports to the National body.

ARTICLE V- MEMBERSHIP

Section 1. Eligibility for membership in this body shall be for individuals who are licensed, ordained, commissioned, lay ministers, or students in seminary who are eligible for inclusion in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A., and who pay dues to this body.

Section 2. Membership in this body shall be for the calendar year.

Section 3. Dues for this body shall be payable by March 30th of each calendar year.

Section 4. Dues to this body shall be established by the elected officers with the approval of the membership. The privilege of voting and holding office in this body is reserved for those active members who pay dues.

Section 5. Honorary life membership shall be conferred upon those persons who are listed as retired in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A. and who were active members of this body for at least three of the five years prior to their retirement. Life members shall not be required to pay annual dues, but may choose to do so, and shall be considered active members.

Section 6. Membership in the Ministers Council shall cease when either:

- a. Dues are not paid;
- b. An individual is no longer eligible for inclusion in the Directory of Ministerial Leaders of the American Baptist Churches in the U.S.A.

Section 7. Seminary students who are enrolled in the American Baptist Personnel Services profile

system may become members of their regional and National Ministers Councils at half the normal dues.

ARTICLE VI - OFFICERS

Section 1. Titles: The officers of the Ministers Council shall be: a President; Vice President; Secretary, and a Treasurer. All officers of this body shall be active members of the Ministers Council at the time of their election.

Section 2. Term of office

- a. Each officer of the Ministers Council shall be elected to a three-year term.
- b. Officers shall not succeed themselves after serving full three-year term of office.

Section 3. Duties

- a. The President, or a Vice President so designated by the President, shall:
 1. Preside at all meetings of the Ministers Council
 2. Be an ex-officio member of all other committees of this body;
 3. Represent this body on the Trustee Board and the Department of Ministry of the CBA.
 4. Be authorized to sign checks.
- b. A Vice President:
 1. May serve in the place of the President when designated;
 2. Shall preside over the standing committee to which he or she has been elected.
 3. Be authorized to sign checks.
- c. The Secretary
 1. Keep an accurate record of the current proceedings of this body
 2. Provide for the safekeeping of the records and official documents of this body;
- d. The Treasurer
 1. Keep accurate records of all financial proceedings of this body, including membership records.
 2. Submit financial records for annual report.
 3. Be authorized to sign checks.

Section 4. Removal: An officer may be removed from office immediately by resignation, by a two-thirds vote of the body.

Section 5. Un-expired Terms: Any officer who resigns or is removed from office shall be replaced on an interim basis until the next calendar year when such appointment can be confirmed.

ARTICLE VII - SENATE

Section 1. Members elected to the Senate by this council shall be elected to a four-year term of office and shall not succeed themselves. In the event of a vacancy the officers shall determine a new term of office for the vacant position to assure that both the council will have continuity of representation.

Section 2. This council is entitled to one Senator for every one hundred national dues paying

members, or fraction thereof. This council is financially responsible for a minimum of 50% of the costs of **our** elected Senators. Additional Senators may be seated when the non-paying life membership numbers are included in the total membership count, provided that the council funds 100% of the expenses of each additional Senator.

Section 3. The Senate representative shall:

- a. Have the power and the duty to carry out the purpose of the Senate.
- b. Determine the general policies of the Senate and assign other functions to other committees;
- c. Discuss and formulate recommendations on issues of denomination-wide importance that affect the professional leadership, to the General Board, or to other appropriate units or boards, or to the Biennial Meeting of the American Baptist Churches in the U.S.A.;
- d. Elect the officers of the Senate, Senators-At-Large, and others specified by the National Senate Bylaws;
- e. Remove ineffective or non-productive officers;
- f. Recognize constituent ministers councils;
- g. Set the national Ministers Council dues, on recommendation of the Executive Committee;
- h. Adopt the budget of the Senate.
- i. Publish a professional journal as the occasion arises;
- j. Recognize up to two representatives of units of the American Baptist Churches in the U.S.A. who, by virtue of their portfolio shall address concerns of particular interest to the Senate, to serve as ex-officio on the Executive Committee. Appointments shall be for a two-year term and a person may be reappointed.
- k. Study, identify and codify the ethical standards of ministerial leadership, currently known as "The Covenant and Code of Ethics for Ministerial Leaders of the American Baptist Churches in the U.S.A." Amendments to the Code of Ethics shall require a two-thirds vote of the Senators present and voting, providing that notice of such recommended amendment has been given at least one month prior to the meeting. Final adoption of an amendment to the Code of Ethics shall require ratification by two-thirds of the constituent Ministers Councils within two years from the date of the Senate approval.

ARTICLE VIII - COMMITTEES AND TASK FORCES

Section 1. There shall be a chair person to head the following committees:

- a. Membership
- b. Fellowship
- c. Education

Section 2. Other committees or task forces may be established as the need arises.

ARTICLE IX - MEETINGS

Section 1. The Ministers Council shall meet monthly at a time and place designated by the Officers and at such other times as it may deem necessary. A quorum shall consist of 20% of the members of the Council.

Section 2. The Officers shall meet at least twice during the year. Special meetings may be called by the President. A quorum shall consist of three officers. Regular or special meetings may be held via electronic/video conferencing or in person.

ARTICLE X - PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order* shall be the manual to guide this body in all matters of parliamentary practice not prescribed in these Bylaws or special rules which this body may adopt.

ARTICLE XI - AMENDMENT OF BYLAWS

These Bylaws may be amended at any meeting of the Council by a two-thirds vote of the paid members present and voting, provided that the amendment has been recommended by the officers of this body and notice of such an amendment has been submitted in writing to all members at least one month prior to the meeting at which such amendment is to be voted upon, or provided that written notice of the proposed amendment is presented at a previous monthly meeting of the council and is signed by 20% of the members.

These Bylaws were adopted from the National Ministers Council Bylaws and amended for use with the Ministers Council of the Cleveland Baptist Association by a unanimous vote of the members present at the monthly meeting of May 10, 2010.

Members present:

Rev. Dr. Thomas W Gilmore, President
Rev. Camille Brown, Vice President
Rev. Dr. Margaret Mitchell, Secretary
Rev. Gloria Chaney, Education
Rev. Itherine Spencer, Membership
Rev. Dr. Leonard Thompson, Executive Minister of CBA
Rev. Kelvin Berry
Pastor Phillip Betts
Minister James Greenwood
Rev. Cory Jenkins
Rev. Ronald Maxwell
Rev. Dr. Marvin McMickle
Rev. Dr. Jeremiah Pryce
Rev. Christine Smith