

*Constitution and By Laws
Institute for Learning
of American Baptist Churches in Vermont and New Hampshire
adopted November 19, 2011, amended April 2014 and May 2015*

Article I

The name of this organization is Institute for Learning (IFL) of American Baptist Churches of Vermont and New Hampshire.

Article II: Purpose

The purpose of IFL is to increase the knowledge, skills, and faith of individuals in the local church, to encourage them to answer God's call in their lives, as church members, lay leaders, and, if God calls them to such, to become Lay Pastors. IFL provides opportunities for lay people and clergy in American Baptist Churches of Vermont and New Hampshire, as well as interested people from other churches within and outside the Region, to become more knowledgeable about Christianity (LEVEL ONE), to become effective Church leaders (LEVEL TWO), and to become Lay Pastors (LEVEL THREE).

Program Description

The program is designed for individuals who desire training to enhance their development as Christians, members of a church, and their ministry skills. It focuses on essentials and practical training of benefit to individuals and leaders in churches. This program of study seeks to provide the participants with theological and Biblical reflection on their call to ministry, and the nature of that ministry. Particular emphasis is given to the equipping of men and women for a wholistic ministry in the small, rural, New England church. IFL is primarily designed for those who have busy lives and multiple responsibilities, and want to grow in knowledge and grace.

Article III Governing Board

Membership

The Governing Board shall consist of the Director *ex officio*, who serves as administrator of the IFL program, following the guidelines of the Governing Board, and members from each of the following:

- a. American Baptist Men (chosen by ABM)
- b. American Baptist Women (chosen by ABW)
- c. Ministers Council (chosen by MC)
- d. Department of Professional Ministry (chosen by DPM).
- e. Two present participants, one from Level 1 or 2 and one from Level 3 recommended by the Support Group Leaders.
- f. One instructor teaching for IFL (elected by the Governing Board)
- g. One Mentor in IFL (elected by the Governing Board)
- h. Two alumni of any of the three levels (elected by the Governing Board)
- i. One faculty member in higher education (elected by the Governing Board)
- j. Support Group Leaders *ex officio*

An effort will be made to have representation on the Governing Board from each association in the Region. These representatives may serve in multiple roles, i.e. a member of the Governing Board might represent both American Baptist Women and an association.

Following New Hampshire law for non-profit organizations, at least five Board members are not related by blood or marriage.

Qualifications for members of the Governing Board

Those chosen or elected to serve on the Governing Board of IFL should demonstrate an interest in IFL, show exemplary character and Christian virtue. They shall be active members of ABC V/NH churches, with the exception of the faculty member in higher education who may be a member of a church in another association.

Term

Members of the Governing Board, with the exception of the Director, serve for three years, and may be re-appointed or re-elected for a second term, after which they must take one year off before coming back on the Governing Board. The faculty member from higher education may serve a one-year renewable term.

Terms begin July 1 and end June 30. Those asked to fill an unexpired term will remain in office until June 30, and that time is not counted in term limits.

Duties of the Governing Board

The Governing Board meets regularly to set policy, direction, and fees for the IFL program, as well as approve handbooks for the participants, instructors, mentors, and support group leaders; and to approve or adjust the program of studies, teachers, mentors, participants, and all aspects of IFL. The Director reports to the Governing Board. The Governing Board reports to the Department of Professional Ministry through the Chair of IFL. The Governing Board is responsible to the Department of Professional Ministry.

It is the responsibility of each member of the Governing Board to actively solicit needs and ideas from local churches and associations, and present them to the Governing Board, especially for strategic planning.

The Support Group Leaders organize quarterly meetings (or more often) of the Support Groups, the purpose being to provide support, encouragement, and fellowship for those enrolled in Levels Two and Three.

Removal of a member of the Governing Board

A member of the Governing Board may resign by contacting the Chair, who notifies the Nominating Committee.

A member of the Governing Board may be removed from office by a 2/3 vote of the Governing Board, provided the member has been given the reason, and a chance to address the Board directly.

Any Governing Board member who misses more than 3 meetings in one year is automatically removed from membership unless a letter is written to the Nominating Committee giving an explanation and request to remain in office.

Article IV Officers of the Governing Board of IFL

The officers shall be: Chair, Vice-Chair, Secretary, Minister of Finance, and Director ex officio.

Method of Selection of Officers

The officers are selected by the Governing Board, and, with the exception of the Director, are elected to serve three-year terms, July 1 – June 30. The Governing Board appoints a Nominating Committee in November, which presents a slate of candidates to the Governing Board at its April meeting, to be elected by majority vote. An officer may succeed him/herself for a second term, but is usually limited to two terms. If there are compelling reasons otherwise, a person may continue to serve beyond the two terms when it is my unanimous consent of the Governing Board. An officer may return to office after one year off (a Sabbatical).

Qualifications for serving as an officer on the Governing Board:

Officers must be members of the Governing Board in good standing who show exemplary character and Christian leadership skills that fit the positions in which they serve.

Removal from Office

An officer may resign, provided it is in writing. The courtesy of one month's notice is requested. The letter of resignation should be written to the Nominating Committee, with copies to the Chair and Clerk. An officer may be removed from office by a 2/3 vote of the Governing Board, provided the officer has been given the reason, and a chance to address the Board directly. Any officer who misses more than 3 meetings in one year automatically loses the privilege of office unless a letter is written to the Nominating Committee giving an explanation and request to remain in office.

Chair

The Chair of the Governing Board calls the meetings, sets the agenda, and serves as moderator. The Chair is an ex officio member the Department of Professional Ministry, and makes a report at each meeting. The Chair is the official correspondent for the Governing Board.

Vice-Chair

The Vice-Chair serves as Chair when the Chair is unable to attend, supports and coordinates the Mentors and Support Group Leaders, and performs any other duties as requested by the Chair.

Secretary

The Secretary keeps the minutes of all meetings of the Governing Board, and sends them by electronic or regular mail in a timely manner to all members of the Governing Board.

Minister of Finance

The Minister of Finance receives and keeps a record of income, writes checks to pay expenses, and keeps a record of the financial state of the Institute for Learning. A financial report is provided to the Governing Board annually and at each regular board meeting. The Minister of Finance represents the Institute for Learning in all manners related to banking. The second person authorized to serve as a signer, and who also holds authority over financial matters is the Chair of the Governing Board.

The fiscal year shall be from January 1 to December 31.

Nominating Committee

Three members of the Governing Board, who are not up for re-election as officers or as Governing Board members, are elected to the Nominating Committee by the Governing Board, at its November meeting. They serve for one year, and may be re-elected for two

terms. The Nominating Committee presents to the Governing Board at its April meeting a) a slate of candidates for membership on the Board, staggering the terms; b) next year's Nominating Committee; and c) officers that are up for re-election. The Nominating Committee contacts each of the groups/organizations listed in Article IV to solicit an IFL representative from that organization or group. When a member of the Governing Board or an officer does not complete a term, the Nominating Committee nominates a replacement to be approved by the Governing Board to serve until the end of the fiscal year, June 30.

DIRECTOR

Selection of the Director

The Director is appointed by the Governing Board. The Nominating Committee serves as a search committee for the position of Director. It advertises the position, collects resumes, checks references, conducts interviews, and submits the most qualified candidate to the Governing Board for approval.

Eligibility of the Director

The Director must have earned a Master's of Divinity degree, and a Doctorate is preferred. The Director must be ordained by the American Baptist Churches and hold current standing, should have pastoral experience and membership in a Baptist church. Priority is given to those with teaching and administrative experience in higher education. The candidate must show exemplary character and Christian leadership skills that fit the position.

Term Limits of the Director

The Director shall be appointed for five years, with the possibility of serving another five years, after which the Director must take a year off (a sabbatical) before serving again.

Duties of the Director

The Director shall:

- a. carry out the expectations of the Governing Board and Department of Professional Ministry.
- b. represent the Governing Board to the enrollees of the IFL program.
- c. set the calendar of courses and see that there is a variety of methods of delivery available.
- d. recruit qualified instructors, present them to the Governing Board for approval, orient approved instructors to IFL, support them throughout their teaching.
- e. work with instructors to select appropriate classroom sites that best meet the needs of participants; help make arrangements with sites for hosting courses.
- f. meet with applicants to help them follow the application process.
- g. work with the Minister of Finance and Chair to prepare an annual budget proposal that keeps IFL cost effective, and present it to the Governing Board for approval.
- h. attend meetings of the Governing Board of IFL.
- i. show exemplary character and Christian leadership skills that fit the position.
- j. help promote the programs of the IFL throughout the Region

Annual Assessment

The Chair and Director shall conduct an annual evaluation of the IFL program and work of the Director, based on the duties listed above, and present the results at the Governing Board meeting after the Director date-of-hire anniversary, usually at the August Board meeting.

Removal of the Director

A Director may resign, provided it is in writing with at least six month's notice. The letter should be written to the Nominating Committee, with copies to the Chair and Secretary of the Governing Board.

A Director may be removed by 2/3 vote of the Governing Board provided the Director has been given the reason, and a chance to address the Governing Board directly.

ARTICLE V MEETINGS of the GOVERNING BOARD

The Chair shall call at least three meetings a year of the Governing Board through written notice sent one month in advance:

At the April meeting officers and members of the Governing Board are elected, and the Annual Report is presented. The Annual Report is then given to the ABC Vt/NH at its Annual Meeting.

At the August meeting, the By Laws are reviewed, there is an orientation for new members, an evaluation by the Director and Chair, and goals are set for the year.

The strategic plans, budget, and by-law changes are presented for approval at the November meeting.

Special Meetings

Special Meetings may be called as needed, for the purpose of conducting the business stated in the call. Five-days' notice of agenda by telephone is required for a Special Meeting.

Quorum

All members are to be notified of all official meetings of the Governing Board. The quorum needed for conducting business shall consist of a majority (51%) of the membership on the Governing Board.

Article VI Parliamentary Authority

All business shall be conducted according to the current edition of Roberts Rules of Order (RRO).

Article VII Amendments to By Laws

By Laws may be adopted, amended or revised through a 2/3 vote of the Governing Board. By Laws may be changed at any time provided all By Law changes are presented to the Governing Board in writing one month before they are voted on.

Article VIII Conflict of Interest Policy

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Board member shall make known the potential conflict, whether disclosed by written statement or not, and after answering any questions that might be asked of him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Board member nor any other Board member with a pecuniary benefit transaction with the Institute shall vote on it. The Institute will comply with all the requirements of New Hampshire law where conflicts of interest are involved.

Article IX Articles of Dissolution

This organization may be dissolved upon the recommendation of the Governing Board or the Trustees of the American Baptist Churches of Vermont and New Hampshire. Upon the dissolution, assets shall be turned over to the American Baptist Churches of Vermont/New Hampshire, which is tax exempt under IRS Code Section 501.c.3 and is registered with the State of New Hampshire Department of Justice.