

The Bylaws of Mission Northwest

Article 1 – Name and Principle Office

- 1.1 This organization shall be called Mission Northwest, hereafter referred to as the Region or “M-NW”, an Idaho Corporation. The Region is a voluntary association of American Baptist Churches of Idaho, Montana, Utah, and Washington, and such other churches as may apply and be accepted.

Article 2 – Mission

- 2.1 M-NW is an evangelical mission agency, committed to orthodoxy in its theological stance, to the historic Baptist confessions of faith and the theological statement “Commonly Held Essentials” (written and affirmed by delegates in session at the M-NW 2002 Biennial Convention).
- 2.2 The mission of M-NW is to grow healthy, mission-focused churches that multiply disciples and churches. Furthermore M-NW will help each member church to fulfill the mandate of the Great Commission (Matthew 28:19-20), Great Commandment (Matthew 22:37-39) and the Great Criteria of Jesus Christ (Matthew 25:31-46).
- 2.3 M-NW, as an expression of the church of Jesus Christ, and in pursuit of its mission (1) shall provide services to local congregations and (2) shall provide a channel through which local congregations shall discharge their wider mission to member churches of the Region, and to all the world.

Article 3 – Authority and Indemnification

- 3.1 The ultimate authority for the Region rests with the delegates in its Assembly. The Region Board shall be the Board of Directors of Mission Northwest. The Region Board transacts the business of the Region between Assembly meetings. Rules governing the frequency of the Assembly, call for Special Meetings and Delegate qualifications are determined in the Standing Rules.
- 3.2 M-NW shall indemnify any Board Member, employee or agent of this Corporation for liability incurred by such person in the appropriate exercise of his or her duties with respect to the corporation pursuant to Chapter 3, Section 30-3-88 of the Idaho Non-Profit Corporation Code or any successor statute.

Article 4 – Governance

- 4.1 Scripture affirms the local church as the fundamental unit of mission. While the Region exhibits characteristics similar to a church, it is created by, and exists for its member churches. Therefore, as M-NW fulfills its mission it will resource churches, plant new churches and perform services that meet their needs, in order for member churches to succeed in evangelism, outreach, disciple-making and church health.
- 4.2 Fundamental to M-NW is the autonomy of individual churches to assess their own needs and the needs of the population they serve, and to embrace a unique, spirit-led vision in doing their part to fulfill the Great Commission (Matthew 28:19-20) and the Great Commandment (Matthew 22:36-39) in a manner which is consistent with the Great Criteria (Matthew 25:31-46) of Jesus Christ.
- 4.3 The Region will be a self-governing but cooperating affiliate of American Baptist Churches in the USA (ABC-USA). Member churches of M-NW have the opportunity and option of relating to the American Baptist Churches in the USA.
- 4.4 For representative, administrative and programming purposes the Board of the M-NW may create

geographic and/or ministry units within the Region. Examples of such units may be Leadership Learning Communities, Associations and Areas. The Board is not limited by these examples, nor are such units required to exist. These units will not be separate corporations, but will remain units of the Region, and will be subject to policies and procedures established by the Board. These units may not hire staff, make real estate transactions, or engage construction contracts.

- 4.5 The M-NW Board will adopt and establish Standing Rules which implement these Bylaws providing guidelines, procedures, policies, job descriptions and other details appropriate to Standing Rules.

Article 5 – Membership

- 5.1 Membership as a Cooperating Church or an Affiliating Church is open to Baptist churches and multi-aligned churches within Washington, Idaho, Montana, Utah, Nevada and beyond. Consistent with the Bylaws and Standing Rules, the Board will establish and publish criteria and procedures for membership, discipline, and disaffiliation. Membership applications will be considered by the full Board, and, if approved, will be solemnized by a Covenant based on the Expectations for Member Congregations in the Standing Rules. Disciplinary actions will also be reserved for the full Board.

Article 6 – Officers of the Region

- 6.1 The corporate officers of the Region shall be:
- President
 - Vice President
 - Treasurer
 - Secretary, who shall serve as the Executive Minister

The duties of the officers are specified in the Standing Rules.

- 6.2 The President and Vice President shall be elected at the Assembly for two-year terms, or until their successors are elected and qualify.
- 6.3 The Treasurer shall be appointed by the Region Board under terms and conditions set by the Board.
- 6.4 The Executive Minister will be the designated Secretary of the Region, shall have full power and vote, and will not be subject to election. The Executive Minister may delegate the taking of minutes. The Executive Minister shall be appointed by the Region Board under terms and conditions set by the Board.

Article 7 – Region Board

- 7.1 The implementation of the Region's purpose shall be the responsibility of its staff, under the guidance and oversight of the Board.
- 7.2 The Board shall consist of elected members, regional officers, and ex officio members as specified in the Standing Rules. All members will be certified as participating members of Cooperating or Affiliating churches of the Region. If they should move from the Region, not maintain good standing with a member church, fail to diligently attend to their duties, or be otherwise disqualified, the Board may declare their service completed and their office open. The Board may act to fill any open position until the next regular election cycle.
- 7.3 The Board may create governance, administrative, and investigative teams as needed. These teams remain under the jurisdiction of the Board, and must adhere to regional Bylaws, Standing Rules, and policies.

- 7.4 All Board members are voting Delegates of the Assembly.
- 7.5 Fifty percent of the Board members in good standing and attending shall constitute a quorum for the conduct of business.

Article 8 – Staff

- 8.1 The Board is responsible for the hiring and dismissal of the Executive Minister. The Executive Minister is the chief staff officer of the Region, and the designated Secretary of the corporation. The duties of the Executive Minister will be specified in the Standing Rules and in policies and procedures established by the Board.
- 8.2 The Executive Minister supervises the entire regional staff. The Executive Minister has full authority to hire and dismiss regional staff within the constraints of the Region Budget and in consultation with the Executive Committee of the Region Board.

Article 9 – Rule of Conduct

- 9.1 The general rule for the conduct of all meetings will be Christian civility and consensus. At the Chair's discretion or at the request of any two voting members the Chair must institute the most recent edition of *Democratic Rules of Order* by Francis for a specified time or for an entire business meeting.

Article 10 – Charitable Intent and Dissolution Statement

- 10.1 This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.
- 10.2 This corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code section 501(c)(3) (or the corresponding section of any future federal Internal Revenue law). Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2).
- This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.
- 10.3 No part of the net earnings of the Region shall inure to be the benefit of any member, trustee, officer of the Region, or any private individual (except reasonable compensation may be paid for service rendered to or for the Region affecting one or more of its purpose), and no member, trustee, officer of the Region or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Region.
- 10.4 Upon the dissolution of this corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to Christian organizations organized and operated exclusively for like faith, mission and purpose and that are tax exempt under Internal Revenue Code Section 501(c)(3). Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article 11 – Amendments

11.1 These Bylaws may be amended at any Assembly meeting, provided that each proposed amendment shall first be presented to the Board and that notice be sent by certified mail to each cooperating member church at least one month before the Assembly; and that they are adopted by a two-thirds vote of those present and voting. Absentee or proxy ballots will not count for amendments.

11.2 Amendments must be initiated by one of the following methods:

- (a) Recommendation of the Region Board or its duly appointed bylaws committee. Such recommendation requires approval of two-thirds (2/3) of the members of the Region Board present and voting.
- (b) Recommendation of any member congregation that has approved the recommended change(s) and has obtained approval of 11 more of the Region's member congregations, all of which have voted on the proposed change(s) at a duly authorized congregational meeting and who have submitted in writing the date of their meeting and the results of that vote (total for, against, and abstaining) to the congregation that originated the recommendation. A copy of these written approvals must be attached to the recommendation and forwarded to the Region Board by the originating congregation.

These Bylaws of the American Baptist Churches of the Northwest were adopted by the delegates at the constituency convention of the Region, March 1, 1969, at the First Baptist Church, Walla Walla, Washington, and were further amended as follows:

March 17, 1973, at the Second Biennial Region Convention in Missoula, MT.
April 21, 1978, at the Fifth Biennial Region Convention in Salt Lake City, UT.
June 17, 1982 at the Eighth Biennial Region Convention in Billings, MT.
June 13, 1984 at the Ninth Biennial Region Convention in Spokane, WA.
June 19, 1986, at the Tenth Biennial Region Convention in Everett, WA.
May 13, 1988, at the Eleventh Biennial Region Convention in Yakima, WA.
May 13, 1994, at the Fourteenth Biennial Region Convention in Great Falls, MT.
May 16, 1998, at the Sixteenth Biennial Region Convention in Spokane, WA.
May 20, 2006, at the Twentieth Biennial Region Convention in Everett, WA.
May 19, 2012, at the Twenty-third Biennial Region Convention in Chehalis, WA.