

DOVER BAPTIST ASSOCIATION CONSTITUTION AND BYLAWS

PREAMBLE

We, the churches of the Dover Baptist Association, in recognition of Jesus Christ as Lord and in order to facilitate the proclamation of the gospel of Jesus Christ, enhance interdependence and defend independence among the churches of our Association through fellowship, training, promotion and active mission outreach, do hereby adopt the following constitution and bylaws:

CONSTITUTION

ARTICLE 1. NAME

1.01 This Association shall be called the Dover Baptist Association.

1.02 This Association shall not exercise disciplinary or ecclesiastical power, except the right of dismissal, over the member churches, but may give advice on all questions of policy, practice and doctrine.

ARTICLE 2. MEMBERSHIP

2.01 Any regularly constituted Baptist Church that contributes to this Association may submit its request for membership and may be received as outlined below.

2.02 **ADMISSION.** A Baptist church desiring admission to the Association shall submit a request through the Minister/Church Relations Committee. Admission is contingent upon adherence to Biblical doctrine and Christian practice as understood by the member churches and the desire to support the Associational program. The association shall maintain a procedure by which churches may apply and be accepted.

2.03 **TERMINATION OF MEMBERSHIP.** At all times, Dover Association recognizes and honors the autonomy of the local church which follows the leadership of our risen Lord.

Any church which makes known its desire to withdraw from the fellowship of Dover Association may do so by written notice from the church. The notice must be signed by those duly authorized by the church to so commit the church and should include a copy of the minutes of the meeting in which the church voted to withdraw.

Any member church which deliberately departs from Biblical doctrine and Christian practice as understood by the member churches, without taking steps to correct such departure, may be deprived of membership by action of the Association. Upon presentation of evidence of such departure to the Executive Committee, a special committee shall be appointed by the Executive Committee whose primary duty shall be to encourage and lead said church back into full cooperation with the beliefs and practices of the member churches. At least one year of work by the committee must elapse before a final recommendation may be brought to the Executive Committee and subsequently to a regular meeting of the Association. Two-thirds of the members present must approve the recommendation for dismissal.

2.04 A member church is expected to make a financial contribution to the work of the Association as part of its Christian practice.

ARTICLE 3. PURPOSE

The Dover Baptist Association is a family of churches working together and assisting one another in our unique setting to carry out the full scope of the Great Commission. In fulfilling this task we will provide organization and resources to help meet needs of the churches and promote the work of Christ in missions, evangelism, worship, education, ministry, and fellowship.

ARTICLE 4. REPRESENTATION

4.01 Each member church shall be entitled to send two messengers to annual, semi-annual, and special called associational meetings. A church that contributes at least \$400 to the General Fund during the Association's previous fiscal year shall be entitled to have three (3) messengers. An additional messenger is added for each additional \$400 contribution to the General Fund up to a maximum of seven (7) messengers for any church.

ARTICLE 5. OFFICERS

The officers of the Association shall be Moderator, Vice Moderator, Treasurer, Clerk, and Executive Director of Missions (hereinafter referred to as Director of Missions), and other non-clerical Association staff. Officers may vote in all Association meetings. The Association shall maintain a list of the duties of these officers. Officers shall be chosen from members of contributing churches. Upon election, the Director of Missions is expected to join a contributing church.

ARTICLE 6. EXECUTIVE COMMITTEE

6.01 **MEMBERSHIP.** Members shall be three representatives elected from each member church, the officers of the Association, committee chairpersons, and council directors. Only members of the Executive Committee may vote.

6.02 **PURPOSE.** It shall conduct all business for the Association between regular meetings.

ARTICLE 7. ADMINISTRATIVE COMMITTEES

7.01 **NAMES.** The committees shall be referred to as "the ____ Committee," (i.e. Communications, Constitution, Finance, Minister/Church Relations, Nominations, Personnel, Program, and Properties). These shall be referred to as Standing Committees. The moderator may appoint special committees or task groups as needed (e.g., an anniversary committee, project committee, etc.).

7.02 Each committee chairperson shall come from a contributing member church.

7.03 **GENERAL PROVISIONS.** Each Standing Committee shall consist of up to five members to be elected on an annual basis. Each committee shall be permitted to use volunteers provided that only regular committee members within each committee shall be eligible to vote.

ARTICLE 8. TRUSTEES

The Association shall elect at least three and no more than five trustees who shall each serve until such time as a successor is elected by the Association and shall be qualified by the Circuit Court of Hanover County. Trustees shall be chosen from members of contributing churches. The Association may act to remove or replace a trustee at any time. The trustees shall be subject to the directions of the association in all transactions. They shall hold legal title to properties of the Association and shall sell or encumber the same only upon instruction of the Association or the Executive Committee.

ARTICLE 9. ORGANIZATIONAL CHANGES

The Executive Committee shall have the authority to implement changes in the organizational structure of the Association as needed. Any change must have the approval of at least two-thirds of the members present.

ARTICLE 10. AMENDMENTS

Proposed amendments shall come to the Executive Committee. In consultation with the Constitution Committee, the Executive Committee shall vote on such proposed amendment(s). Proposed amendments shall be mailed to the Executive Committee at least 14 days prior to the Executive Committee meeting where such changes will be voted upon. If the Executive committee approves the proposed amendment(s), the amendment(s) shall be presented to the Association. A vote of two-thirds majority of messengers present at any annual or semi-annual meeting of the Association shall be required for adoption.

BYLAWS

BYLAW 1. MEETINGS

1.01 The Association shall meet the fourth Sundays in April (the Semiannual Meeting) and October (the Annual Meeting) and shall also hold any called meetings of the Association on Sunday unless otherwise scheduled by the Executive Committee.

(a) In the case of an emergency, such as the novel coronavirus, that is comprehensive in nature affecting localities, the state, or nation, doing as the State of Virginia allows, the Association shall conduct business virtually, or through any means that allow for simultaneous communication, per normal schedules provided identifiable members can hear, participate simultaneously, and vote.

1.02 **REGISTRATION.** Messengers shall register at the meeting.

1.03 **QUORUM.** Messengers representing twenty (20) of the member churches shall constitute a quorum for the transaction of business.

1.04 **REPORTS.** Except for the annual financial report, annual reports shall coincide with the church program year.

1.05 **CLOTURE.** Without the permission of the Association, no person shall speak more than five (5) minutes nor more than twice on any one matter of business.

1.06 **DEMEANOR.** Dover Baptist Association serves Jesus Christ. How we behave reflects His presence in our lives. Therefore, we expect and require that participants conduct themselves in Christlike ways. Examples of such behavior include, but are not limited to, courtesy toward others, self-control, and respect for the rules governing the Association.

1.07 **ORDER.** In all points of order not otherwise provided for, the Association shall be guided by the current edition of *Robert's Rules of Order*, revised.

1.08 **PARLIAMENTARIAN.** The Moderator may appoint a Parliamentarian to assist him or her in all matters pertaining to parliamentary interpretation.

BYLAW 2. DUTIES OF OFFICERS

2.01 **MODERATOR.** He/she shall preside over all meetings of the Association and shall serve as chairperson of the Executive Committee.

2.02 **VICE MODERATOR.** He/she shall assist the Moderator and perform the duties of the Moderator during his/her absence or incapacity.

2.03 **TREASURER.** The Dover Operations Manual will outline the specific responsibilities of the Treasurer.

2.04 **CLERK.** He/she shall keep an accurate record of the proceedings of Association meetings and Executive Committee meetings. He/she shall provide for the registration of the messengers to such meetings.

2.05 **EXECUTIVE DIRECTOR OF MISSIONS**

(a) Major Function: He/she shall lead the Association to fulfill the purposes stated in Article 3 of this Constitution.

(b) The Dover Operations Manual will outline the specific responsibilities of the Director of Missions.

2.06 The Dover Operations Manual will outline the duties of all Association leaders.

2.07 **REPORTS.** All committee chairpersons, council directors, and officers except the Moderator and Vice Moderator are requested to submit written annual reports to the Director of Missions at least two weeks prior to the October meeting of the Association in order that a Book of Reports may be prepared for the messengers.

2.08 **STATUS.** Should any officer or other elected leader become a member of a church not in fellowship with this Association or not contributing to this Association, his/her status as an officer/leader shall cease immediately and that position be declared vacant.

BYLAW 3. ELECTION AND TERM OF OFFICE

3.01 **TIME OF ELECTION.** The Moderator and Vice Moderator shall be elected at the April (semi-annual) meeting of the Association to take office upon adjournment of the following October (annual) meeting. All other officers and leaders may be elected at any Executive Committee meeting, or meeting of the Association.

3.02 **EXCEPTIONS.** When the office of Executive Director of Missions becomes vacant, the Executive Committee shall be responsible for electing a successor. The procedure for filling this position is governed by the Dover Operations Manual.

3.03 **TERM OF OFFICE.** The Moderator and Vice Moderator shall be elected for a one year term. All other officers shall serve at the pleasure of the Association.

3.04 **LIMITATIONS.** The Moderator and Vice Moderator, after having served one full term, may not be elected to a second term until the lapse of at least one year.

3.05 **CONSENT TO SERVE.** A person's name shall not be placed in nomination unless he/she has agreed to accept the responsibilities commensurate to the office.

BYLAW 4. EXECUTIVE COMMITTEE

4.01 **MEETINGS**

(a) Regular meetings shall be held the second Tuesday night of January, April, July and October for the purpose of transacting Association business between regular Association meetings. If the Moderator, Vice Moderator and Director of Missions collectively determine that it is in the best interests of the Association to alter the meeting dates, they shall give at least ten (10) days notice prior to the meeting to all committee members.

(b) In the case of an emergency, such as the novel coronavirus, that is comprehensive in nature affecting localities, the state, or nation, doing as the State of Virginia allows, the Association shall conduct business virtually, or through any means that allow for simultaneous communication, per normal schedules provided identifiable members can hear, participate simultaneously, and vote.

(c) Any two of the Moderator, Vice Moderator, or Director of Missions may call a special meeting, provided that all committee members are notified in writing, in advance, of the time, the place of meeting, and the nature of the business to be discussed.

4.02 **QUORUM.** Representation from fifteen (15) member churches shall constitute a quorum.

4.03 **SPECIAL COMMITTEES.** The Executive Committee may establish special committees as needed.

BYLAW 5. ADMINISTRATIVE COMMITTEES

5.01 All committee duties, responsibilities, and structure shall be regulated by the Dover Operations Manual, which is approved by the Executive Committee.

5.02 **APPOINTMENT AND TERM OF OFFICE.** Each Administrative Committee member shall serve at the pleasure of the Association.

BYLAW 6. MISSION PERFORMANCE COUNCILS

6.01 Each Mission Performance Director, with the advice and consent of the Director of Missions and Nominations Committee, shall enlist persons to form a council and may enlist volunteers as necessary to assist in the performance of responsibilities.

BYLAW 7. COOPERATIVE RELATIONSHIPS

7.01 **COOPERATIVE NATURE.** Dover Baptist Association churches have a long history of cooperating with other Christian groups, especially Baptist bodies, to achieve the stated purpose of helping to fulfill the Great Commission. We will encourage such cooperative efforts, seeking to preserve established relationships and create new ones as God leads the association. Our cooperative efforts should further the cause of Christ and may take the form of sharing resources (e.g., personnel, information, equipment, financial resources, etc.).

7.02 **BAPTIST GENERAL ASSOCIATION OF VIRGINIA.** Our cooperation with the Baptist General Association of Virginia grows out of the cooperation of our churches with that body. As part of that cooperation, Dover Baptist Association shares information, promotes mission efforts, and engages in other activities as Dover Baptist Association deems appropriate.

7.03 **SOUTHERN BAPTIST CONVENTION.** Our cooperation with the Southern Baptist Convention grows out of the cooperation of our churches with that body. As part of that cooperation, the Association shares information, promotes mission efforts, and engages in other activities as the Association deems appropriate.

BYLAW 8. GENERAL PROVISIONS

8.01 FINANCIAL POLICY.

(a) The Association and its organizations shall operate on a unified budget. Each church is encouraged to contribute its proportionate share of the annual budget to defray expenses of the promotional, educational, and missionary activities of the Association. Contributions on a monthly or quarterly basis are requested of the churches.

(b) All new expenditures for the Association shall be approved in the Association office before the expenditure is made and said expenditures shall be made only by: officers, organizational leaders, and committee chairpersons.

(c) The Treasurer, in consultation with a designated employee of the Association, shall receive, deposit, and disburse Association funds in the method approved by the Finance Committee. The Treasurer shall make quarterly

reports to the Executive Committee and annual reports to the Association. The Treasurer shall furnish a fidelity bond, the premium of which shall be paid by the Association. Accounts shall be audited as recommended by the Finance Committee.

8.02 REPORTS FROM THE CHURCHES. Each church is requested to send to the Clerk of the Association by the fifth of October a letter on the form furnished by the Association. These letters shall report activities for the year October 1 through September 30.

8.03 ORGANIZATIONAL CHANGES. The Executive Committee shall have the authority to implement changes in the organizational structure of the Association as needed. Any change must have the approval of at least two-thirds of the members present.

8.04 AMENDMENTS. These Bylaws may be amended at any session of the Association by a two-thirds vote of the messengers present at a semi-annual or annual meeting after first being approved by a two-thirds vote of the members present at an Executive Committee meeting..

8.05 The Associational Council shall consist of the Moderator, Vice Moderator, Treasurer, Clerk, Director of Missions, other non-clerical Association staff, and the directors of the Mission Performance and Mission Development Councils. The Dover Association non-clerical staff shall be voting ex-officio members. Other officers and chairpersons of the committees may be asked to serve at the discretion of the Director of Missions who shall be the Moderator of the Council. The Council shall meet at least quarterly prior to the Executive Committee meetings and at other times at the request of the Director of Missions for review and promotion of effective Association work. It shall also meet each spring for coordinated annual planning.

BYLAW 9. AUTHORITY AND PURPOSE

9.01 Dover Baptist Association, a Virginia non-stock corporation, (the “Corporation”) is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall not be operated for profit. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in the Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act. Solely in furtherance thereof, the Corporation shall engage in any of the powers set forth in Section 13.1-826 of the Virginia Nonstock Corporation Act.

9.02 No part of the Corporation’s net earnings shall inure to the benefit of, or be distributable to any private individual (including any director or officer of the Corporation or similar person), except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in 9.01.

9.03 No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(c) of the Internal Revenue Code) and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

9.04 Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9.05 Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed as the Trustees may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

BYLAW 10. CONFLICTS OF INTEREST

Representatives and officers of the Dover Baptist Association shall adhere to and strive to maintain the highest ethical and moral standards of conduct in their respective duties and responsibilities as representatives and officers of the Dover Baptist Association and in any and all matters involving the Corporation.

All representatives and officers shall conduct their affairs in good faith and in such a manner as to scrupulously avoid any potential or actual conflict of interest, including even the appearance of impropriety, between their own individual interests and the best interests of the Corporation.

A conflict of interest arises in instances when action is anticipated or taken by the Corporation and the Director has an interest, whether direct or indirect, financial, professional, personal or otherwise, in the ultimate outcome of the actions anticipated or taken by the Corporation. The conflict of interest action is not automatically voidable nor shall it impose liability upon the Director if the action was previously approved as provided herein or the action is inherently fair and is in the best interests of the Corporation.

In regard to any and all actions anticipated or taken by the representatives and officers, any potential or actual conflict of interest on the part of a representative or officer, including any member of the representative or officer's immediate family or any persons acting for or on behalf of the representative or officer and/or the representative or officer's immediate family, shall be disclosed in full detail, including all material facts and circumstances, by such representative or officer to the Executive Committee and reviewed in a timely manner.

Such representative or officer shall refrain from any attempts to influence the decisions of the Dover Baptist Association in the review of the potential or actual conflict of interest and the representative or officer shall abstain from voting on any matters relating to the potential or actual conflict of interest. This policy shall not prevent a Director from reasonably stating his/her respective position on the potential or actual conflict of interest nor prevent the representative or officer from answering pertinent questions and inquiries posed by the Dover Baptist Association at an appropriate meeting regarding the potential or actual conflict of interest.

The disclosure of all potential or actual conflicts of interest, as well as the results of the review by the Executive Committee, shall be made a part of the minutes of the appropriate meeting of the Executive Committee.

BYLAW 11. INDEMNITY

Dover Baptist Association may indemnify any person who was or is a party or is threatened to be made a party in any threatened, pending, contemplated or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether by or in name of Dover Baptist Association or otherwise) by reason of the fact that such person is or was a trustee, officer, employee or agent of Dover Baptist Association against all reasonable expenses (including reasonable attorney's fees), judgments, fines and amount paid in settlement of or in connection with any such action or proceeding.