

## Current RCFN Bylaws

### Article I

#### PREAMBLE

Rich in Baptist heritage, our churches and partners unite to serve the underserved through camp and ministry centers that create a sense of community, increase self-esteem, and that restore, heal and reconcile persons to God and each other.

#### NAME

The name of the organization is River City Faith Network. River City Faith Network is a diverse family of churches and organizations working together to bring living water to transform our communities through the love of Jesus Christ and for the glory of God. The Network is incorporated under the laws of the Commonwealth of Virginia as Richmond Baptist Association, Incorporated and was formerly known by this name.

#### SCRIPTURE

"The King will reply, 'Truly I tell you, whatever you did for one of the least of these brothers and sisters of mine, you did for me.'" Matthew 25:40 (NIV)

#### PURPOSE

The mission of The River City Faith Network is to serve member churches in spreading the Gospel of Jesus Christ by encouraging and facilitating congregational witness, fellowship, and cooperation with others.

#### OFFICE

The principal office of the Network shall be in the metropolitan area of Richmond, Virginia.

#### DIRECTORS

There shall be no fewer than three (3) members of the Board of Directors.

## RCFN Bylaws with Proposed Revisions

### Article I. Name

The name of the organization is River City Faith Network (hereinafter "RCFN" or "the Network"). RCFN is a diverse family of churches and organizations working together to transform our communities through the love of Jesus Christ and for the glory of God. RCFN is incorporated under the laws of the Commonwealth of Virginia as Richmond Baptist Association, Incorporated and was formerly known by this name.

### Article II. Mission

RCFN exists to serve members in spreading the Gospel of Jesus Christ by encouraging and facilitating fellowship, witness, service, and cooperation with others. Our members seek to serve and show compassion for the underserved.

## Current RCFN Bylaws

### Article II

#### **MEMBERSHIP**

The membership of the Network shall be composed of Baptist churches and likeminded organizations located in the metropolitan area of Richmond, Virginia. The churches and organizations that constitute the River City Faith Network are those that share the passion and mission of serving the underserved of our community in harmony and in cooperation with the objectives set forth in these bylaws.

#### **LEVELS OF AFFILIATION**

There shall be a Network structure known as Levels of Affiliation. It includes levels by which churches, organizations, entities and individuals may voluntarily participate in support of the mission and ministries of community centers, camp and the Central Virginia Baptist Ministries (CVBM).

The Levels of Affiliation shall be enumerated and defined in Network Policies and Procedures.

## RCFN Bylaws with Proposed Revisions

### Article III. Membership

#### **Section A: MEMBERSHIP**

The membership of the Network shall be composed of churches and likeminded organizations, as defined in RCFN Policies and Procedures, located in the metropolitan area of Richmond, Virginia.

#### **Section B: LEVELS OF AFFILIATION**

RCFN shall maintain a structure known as Levels of Affiliation. It includes levels by which churches, organizations, entities, and individuals may voluntarily participate in support of the mission of RCFN and its ministries. The Levels of Affiliation shall be enumerated and defined in RCFN Policies and Procedures.

## Current RCFN Bylaws

### Article III

#### ANNUAL MEETING

The Network shall meet annually at such time and place as it may determine. The purpose of the Annual Meeting shall be to:

- elect the officers
- adopt the annual budget
- approve the Ministry Placement Committee report
- receive reports of Network accomplishments
- conduct any and all business as is properly presented to the body of assembled messengers.

The Annual Meeting, when properly assembled, shall be composed of messengers elected by member churches and organizations and entitled to vote as specified in Network's Policies and Procedures.

#### QUORUM

The quorum for all Network meetings and Board of Directors meetings shall be those members present and voting, provided adequate notice has been given to the members.

#### NOTICE

All members shall be notified in writing or electronically at least two weeks prior to a meeting, regularly scheduled or called.

## RCFN Bylaws with Proposed Revisions

### Article IV. RCFN Meetings

#### Section A: ANNUAL MEETING

RCFN shall meet annually at such time and place as the Board of Directors may determine. The purpose of the Annual Meeting shall be to:

- elect the officers and leadership
- adopt the annual budget
- receive reports of RCFN accomplishments
- conduct business presented to the body of assembled messengers.

The Annual Meeting shall be composed of messengers elected by member churches and organizations and other persons entitled to vote as specified in RCFN Policies and Procedures.

#### Section B: SPECIAL CALLED MEETINGS

A special called meeting may be called by the Executive Committee or by the Chairperson with the support of a majority of the Board of Directors.

#### Section C: QUORUM

The quorum for all Network meetings and Board of Directors meetings shall be a majority of those members present and voting, provided adequate notice has been given to the members.

#### Section D: NOTICE

All members shall be notified in writing or electronically at least two weeks prior to a meeting of the Network, regularly scheduled or called. For meetings of the Board of Directors, Board members shall be notified in writing or electronically at least one week prior to a Board meeting.

#### Section E: VIRTUAL MEETINGS AND VOTING

Meetings may be held in person and/or electronically as needed. The technology used must allow for simultaneous aural communication and for participation in the discussion by any attendee requesting to speak. Voting may also be done by electronic means.

## Current RCFN Bylaws

### Article IV

#### OFFICERS

The officers of the Network shall be:

- Chairperson
- Vice-Chairperson
- Clerk/Historian
- Treasurer

All officers shall be elected at Annual Meetings from a list of nominees submitted by the Ministry Placement Committee. The term of office for each officer shall begin at the close of the Annual Meeting and shall last for two (2) years.

#### BOARD OF DIRECTORS

The Board of Directors shall consist of:

- Chairperson
- Vice-Chairperson
- Clerk/Historian
- Treasurer
- Chairpersons of the Standing Committees
- Chairpersons of Support Teams
- Director of Woman's Missionary Union

Not more than nine (9) persons from qualifying churches and organizations as specified in Network Policies and Procedures.

## RCFN Bylaws with Proposed Revisions

### Article V. Leadership

#### Section A: OFFICERS

The officers of RCFN shall be:

- Chairperson
- Vice-Chairperson
- Clerk/Historian
- Treasurer

All officers shall be elected at the Annual Meeting. Nominees shall be submitted by the Ministry Placement Committee. Additional eligible individuals may be nominated from the floor. Eligibility and terms of office are specified in RCFN Policies and Procedures.

#### Section B: BOARD OF DIRECTORS

The Board of Directors shall consist of:

- Chairperson
- Vice-Chairperson
- Clerk/Historian
- Treasurer
- Chairperson or a representative of each of the Standing Committees
- Chairperson or a representative of each of the Support Teams
- Not more than nine (9) at-large persons from qualifying churches and organizations as specified in RCFN Policies and Procedures
- Director of Woman's Missionary Union of RCFN, *ex officio*
- Executive Director, *ex officio*

Eligibility and terms of office are specified in RCFN Policies and Procedures.

#### Section C: EXECUTIVE COMMITTEE

The Officers and the Executive Director shall constitute RCFN's Executive Committee. The Executive Committee shall assure that all of the duties of the Board of Directors are carried out, shall present names to the Board of Directors for consideration as nominees to serve on the Ministry Placement Committee, may call a meeting of the Network, and may approve emergency actions as specified in RCFN Policies and Procedures.

## Current RCFN Bylaws

### Article V

#### **ELECTION OF STANDING COMMITTEES AND SUPPORT TEAMS**

All Standing Committees and Support Teams, with the exception of the Ministry Placement Committee, shall be elected from a list presented at the Annual Meeting by the Ministry Placement Committee. The Board of Directors shall approve nominations for vacant committee positions which occur during the year.

All elected Standing Committee members and Support Team members shall continue in office for three (3) years beginning at the end of the Annual Meeting, with one-third (1/3) of the team being elected each year. Standing Committee and Support Team members who serve a full term may be re-elected for one additional three (3) year term. Members who serve two (2) terms will not be eligible for re-election to that team for at least one year. Any person serving more than one-half (1/2) a term shall be considered as serving a full term

The Ministry Placement Committee will enlist a Chair and Vice-Chair from CORE affiliated churches for Standing Committees. Standing Committees and Support Teams will elect a Secretary from within their elected members.

#### **SUPPORT TEAMS**

All Support Team members will be nominated by the Ministry Placement Committee with input from the respective Community Missionary or Camp Director and elected by the Network at the Annual Meeting. There shall be the following Support Teams:

- Church Hill Support Team, (CHST)
- Oregon Hill Support Team, (OHST)
- South Richmond Support Team, (SRST)
- Camp Alkulana Support Team, (CAST)
- Ministries Support Team
- Central Virginia Baptist Ministries Support Team (CVBMST)

All Support Teams will elect a Secretary from within their members.

Ministries Support Team. The general Ministries Support Team of the Network gathers quarterly to remain informed about the work of all missions efforts of the Network, including the work of the Community Centers, Camp Alkulana, C.V.B.M., and partnership missions. The Ministries Support Team members bring information and ideas from their own affiliated church's or organization's supporting activities and efforts as well as receive information and requests to take back to the churches and organizations they represent.

## RCFN Bylaws with Proposed Revisions

### Article VI. Standing Committees and Support Teams

#### **Section A: ELECTION OF STANDING COMMITTEES AND SUPPORT TEAMS**

Eligibility and terms of office are specified in RCFN Policies and Procedures.

The Ministry Placement Committee shall be elected from a list of nominees presented at the Annual Meeting by the Board of Directors. Additional eligible individuals may be nominated from the floor.

All other Standing Committees and Support Teams shall be elected at the Annual Meeting. The Ministry Placement Committee shall enlist eligible individuals for RCFN leadership positions, present them to the Board of Directors for their endorsement, and subsequently nominate the endorsed individuals for election at the Annual Meeting. Additional eligible individuals may be nominated from the floor. If an individual is unable to complete the term to which he/she was elected, the Board of Directors may elect an eligible individual to fill the unexpired term.

Within four weeks following the Annual Meeting the RCFN Chairperson, in consultation with the respective staff member, shall enlist a chairperson for each committee and team from among its members. Standing Committees and Support Teams may elect a Vice-Chairperson and Secretary from within their elected members. In the event that a committee or team chairperson cannot attend Board meetings, the committee or team vice-chairperson or a designee may represent the committee or team on the Board.

#### **Section B: SUPPORT TEAMS**

All Support Team members shall be nominated by the Ministry Placement Committee with input from the respective staff member and elected by RCFN at the Annual Meeting. There shall be the following Support Teams:

- Church Hill Support Team, (CHST)
- Oregon Hill Support Team, (OHST)
- South Richmond Support Team, (SRST)
- Camp Alkulana Support Team, (CAST)

Additional Support Teams may be established as needed.

## Current RCFN Bylaws

### STANDING COMMITTEES

The Standing Committees of the Network shall be:

- Affiliation Committee
- Endowment Committee
- Facilities Committee
- Personnel Committee
- Ministry Placement Committee
- Stewardship Committee

All Standing Committees will elect a Secretary from within their elected members.

#### Affiliation Committee

The Affiliation Committee shall consist of not more than nine (9) members nominated by the Ministry Placement Committee and elected by the Network at the Annual Meeting.

#### Endowment Committee

The Endowment Committee shall consist of not more than six (6) members nominated by the Ministry Placement Committee and elected by the Network at the Annual Meeting. The Treasurer and the Chairperson of the Stewardship Committee shall be *ex officio* members of this committee.

#### Facilities Committee

The Facilities Committee shall consist of not more than six (6) members nominated by the Ministry Placement Committee and elected by the Network at the Annual Meeting.

#### Personnel Committee

The Personnel Committee shall consist of not more than six (6) members nominated by the Ministry Placement Committee and elected by the Network at the Annual Meeting. The Network Chairperson shall be an *ex officio* member of this committee.

#### Ministry Placement Committee

The Ministry Placement Committee shall consist of not more than six (6) members nominated by the Board of Directors and elected by the Network at the Annual Meeting.

#### Stewardship Committee

The Stewardship Committee shall consist of not more than nine (9) members nominated by the Ministry Placement Committee and elected by the Network at the Annual Meeting. The Treasurer shall be an *ex officio* member of this committee.

## RCFN Bylaws with Proposed Revisions

### Section C: STANDING COMMITTEES

All Standing Committee members other than those of the Ministry Placement Committee shall be nominated by the Ministry Placement Committee and elected by RCFN at the Annual Meeting. There shall be the following Standing Committees:

#### 1. Ministry Placement Committee

The Ministry Placement Committee shall consist of not more than six (6) members, plus any *ex officio* member(s). The Ministry Placement Committee shall enlist eligible individuals for RCFN leadership positions, present them to the Board of Directors for their endorsement, and subsequently nominate the endorsed individuals for election at the Annual Meeting. Between Annual Meetings, the Ministry Placement Committee may nominate individuals for election by the Board of Directors as needed.

#### 2. Personnel Committee

The Personnel Committee shall consist of not more than six (6) members, plus any *ex officio* member(s). The RCFN Board Chairperson shall be an *ex officio* member of this committee. They shall oversee matters related to the employment and benefits of RCFN staff.

#### 3. Properties Committee

The Properties Committee shall consist of not more than six (6) members, plus any *ex officio* member(s). The Facilities Manager of Camp Alkulana shall be an *ex officio* member of the committee. They shall be responsible for the management of real and tangible property owned by RCFN.

#### 4. Stewardship Committee

The Stewardship Committee shall consist of not more than six (6) members, plus any *ex officio* member(s). The Treasurer shall be an *ex officio* member of this committee. They shall oversee financial matters for RCFN.

## Current RCFN Bylaws

### Article VI

#### **EXECUTIVE DIRECTOR**

The Executive Director shall serve as the chief executive officer of the Network and shall be elected by the Network upon nomination by the Board of Directors. He/she or a designee shall be a non-voting *ex officio* member of all Standing Committees and Support Teams. When a vacancy occurs, the Chairperson shall appoint from the current or former Board membership, a seven (7) member committee of three ministers, two laymen, and two laywomen which shall recommend a person for nomination as Executive Director.

## RCFN Bylaws with Proposed Revisions

### Article VII. Executive Director

The Executive Director shall serve as the chief executive officer of RCFN and shall be elected at an Annual Meeting or a special called meeting of the Network upon nomination by the Board of Directors. He/she shall be an *ex officio* member of all Standing Committees and Support Teams. When a vacancy occurs, the Chairperson shall appoint, from the current or former Board membership, a committee of at least seven (7) persons, including three ministers, two laymen, and two laywomen, which shall recommend a person to the Board of Directors to nominate for election by the Network.

## Current RCFN Bylaws

### Article VII

#### **WOMAN'S MISSIONARY UNION**

The Woman's Missionary Union shall participate as a CORE Affiliate of the River City Faith Network with representation by its Director on the Board of Directors.

### Article VIII

#### **PARLIAMENTARY AUTHORITY**

The rules in the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the Network in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

### Article IX

#### **AMENDMENTS TO THE BYLAWS**

The Bylaws shall not be altered or amended except by a two-thirds (2/3) majority of those members voting at an Annual meeting of the Network, and after at least 30 days' notice of such proposed changes has been given to the members designating the articles and sections affected thereby, and stating the changes proposed.

#### **POLICIES AND PROCEDURES**

The Board of Directors shall adopt such Policies and Procedures as are deemed necessary for the operation of the Network. Policies and Procedures may be adopted and amended by the Board of Directors by a majority vote of the Directors present at a duly called meeting following at least 21 days' notice that such adoption or amendment will be considered.

## RCFN Bylaws with Proposed Revisions

### Article VIII. Woman's Missionary Union

The Woman's Missionary Union of RCFN shall participate at the highest Level of Affiliation in RCFN with representation by its Director on the Board of Directors.

### Article IX. Christian Demeanor and Parliamentary Authority

#### **Section A: CHRISTIAN DEMEANOR**

RCFN values the highest standards of Christian behavior in all matters, including both personal and corporate behavior. Therefore, RCFN leaders will expect and require that all who serve in RCFN's ministries or participate in RCFN meetings shall behave in accordance with the Bible's admonitions to "do unto others as you would have others do unto you" (Matthew 7:12) and to conduct the affairs of RCFN "decently and in order" (1 Corinthians 14:40).

#### **Section B: PARLIAMENTARY AUTHORITY**

The most current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of RCFN in all cases to which they are applicable and in which they are not inconsistent with Christian demeanor as stated above or within these bylaws.

### Article X. Amendments to the Bylaws

These Bylaws may be amended by a two-thirds (2/3) majority of those messengers and other persons entitled to vote at an Annual meeting of RCFN and after 30-days notice of such proposed changes has been given to the members.

### Article XI. Policies and Procedures

The Board of Directors shall adopt such Policies and Procedures as are deemed necessary for the operation of RCFN. Policies and Procedures may be adopted and amended by the Board of Directors by a majority vote of the Directors present at a duly called meeting following at least 21-days notice that such adoption or amendment will be considered.

## Current RCFN Bylaws

### ARTICLE X

#### DISSOLUTION

The Network may be dissolved at any time by the written consent of no less than two thirds of the Board of Directors and no less than two thirds vote of those entitled to vote at the Annual Meeting. The assets of the Network shall be dispersed according to no less than two thirds of the Board of Directors and no less than two thirds vote of those entitled to vote at the Annual Meeting.

## RCFN Bylaws with Proposed Revisions

### ARTICLE XII. Dissolution

It is the intent of RCFN to continue its works and services in perpetuity. However, to preserve and maintain its non-profit, tax-exempt status, Article XII shall provide for distribution of the assets of RCFN upon any dissolution.

RCFN may be dissolved at any time by the written consent of no less than two-thirds (2/3) of the Board of Directors and no less than two-thirds (2/3) vote of messengers and other persons entitled to vote at an Annual Meeting or special called meeting of the Network. Upon dissolution, the Board of Directors, after making provision for payment of all liabilities of RCFN, shall dispose of all remaining assets (a) for one or more of the exempt purposes of RCFN within the meaning of Section 501(c)3 of the Tax Code or (b) to one or more fund, foundation, or corporation which qualifies as an exempt organization under Section 501(c)3.

## Current RCFN Bylaws

### INDEMNIFICATION

Section 1. Who May Be Indemnified. The Network shall indemnify each director, officer, or agent against liabilities (including judgments and fines and reasonable attorney's fees, cost, and expenses) incurred by him/her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative (any of which is hereinafter referred to as a "proceeding"), to which he may be made a party by reason of his being or having been a director, officer, or agent of the Network, except in relation to any proceeding in which he has been adjudged liable because of willful misconduct, bad faith, or gross negligence involved in the conduct of his office, or in relation to any criminal proceeding in which he had reasonable cause to believe his conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if he is guilty of misfeasance he shall be entitled to such indemnification as shall be finally ordered by a court.

Section 2. Misfeasance. In the event of the disposition of any proceeding in which no determination or misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director, officer, or agent acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made by:

- a. the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding, or
- b. independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs.

Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director, officer, or agent. If the determination is to be made by the Board of Directors, it shall rely, as to all questions of law, on the advice of independent counsel.

## RCFN Bylaws with Proposed Revisions

### ARTICLE XIII. Indemnification

#### Section A: WHO MAY BE INDEMNIFIED

RCFN shall indemnify each director, officer, or agent against liabilities (including judgments and fines and reasonable attorney's fees, cost, and expenses) incurred by him/her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative (any of which is hereinafter referred to as a "proceeding"), to which he/she may be made a party by reason of his/her being or having been a director, officer, or agent of RCFN, except in relation to any proceeding in which he/she has been adjudged liable because of willful misconduct, bad faith, or gross negligence involved in the conduct of his/her office, or in relation to any criminal proceeding in which he/she had reasonable cause to believe his/her conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if he/she is guilty of misfeasance he/she shall be entitled to such indemnification as shall be finally ordered by a court.

#### Section B: MISFEASANCE

In the event of the disposition of any proceeding in which no determination or misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director, officer, or agent acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made by:

- a. The Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding, or
- b. Independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested Directors so directs.

Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director, officer, or agent. If the determination is to be made by the Board of Directors, it shall rely, as to all questions of law, on the advice of independent counsel.

## Current RCFN Bylaws

Section 3. Application. Expenses incurred in defending any proceeding may be paid by the Network in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding section, upon receipt or an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that he is entitled to indemnification. Every reference herein to director, officer, or agent shall include every director, officer, or agent or former director, officer, or agent of the Network and, in all such cases, the heirs, executors, and administrators of such officer, director, or agent. The right of indemnification hereby provided shall not be exclusive of any other right to which any director, officer, or agent may be entitled. It is the intent of this Article that all indemnification allowed by the Code of Virginia be available at the discretion of the Board of Directors.

Adopted, October 19, 2014, 63<sup>rd</sup> Annual Fall Meeting, First Baptist Church, Richmond  
Revised, October 4, 2015, 1<sup>st</sup> Annual Meeting RCFN, Pine Street Baptist Church, Richmond  
Revised, October 23, 2016, 2<sup>nd</sup> Annual Meeting RCFN, Mount Tabor Baptist Church,  
Richmond

## RCFN Bylaws with Proposed Revisions

### **Section C: APPLICATION**

Expenses incurred in defending any proceeding may be paid by RCFN in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding section, upon receipt or an undertaking by or on behalf of the director, officer, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification. Every reference herein to director, officer, or agent shall include every director, officer, or agent or former director, officer, or agent of RCFN and, in all such cases, the heirs, executors, and administrators of such officer, director, or agent. The right of indemnification hereby provided shall not be exclusive of any other right to which any director, officer, or agent may be entitled. It is the intent of this Article that all indemnification allowed by the Code of Virginia be available at the discretion of the Board of Directors.

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Richmond

***Proposed Revisions, July 26, 2022***