

# RCFN Bylaws

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## 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.

### 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.

### 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

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- 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.

## **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.

## **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.

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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.

## **STANDING COMMITTEES**

The Standing Committees of the Network shall be:

1. Affiliation Committee
2. Endowment Committee
3. Facilities Committee
4. Personnel Committee
5. Ministry Placement Committee
6. 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

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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.

## **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.

## **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

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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.

## **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 qualified 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 qualified to vote at the Annual Meeting.

### **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.

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

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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