

**BYLAWS
OF
MIDDLE DISTRICT BAPTIST ASSOCIATION**

Adopted 10/16/2022

Article 1 – Membership

- 1.01 Membership in the Middle District Baptist Association (hereinafter referred to as the “Association”) shall be composed of churches primarily in Virginia that: contribute a financially to the on-going ministry of the Association, follow the Lordship of Christ, adhere to the authority of Scripture, value the priesthood of believers, practice local church autonomy, and dedicate themselves to impacting their communities and the world with the transforming love of Jesus. (See also Article 7.)
- 1.02 The member church shall be represented at the meetings of the Association by two (2) messengers, consisting of a senior pastor/interim pastor, or his alternate; one other member who shall be duly appointed/elected by the church, or alternate as defined in Article 1.02 C. Each messenger is entitled to one vote. Only messengers may vote at Association meetings and must be present. Each mission or new church under sponsorship of member church or under watch-care of the Association shall be entitled to two (2) elected messengers.
- A. Each member church shall be entitled to one additional messenger for each \$2,500.00, as certified by the treasurers’ report, given to the Association’s general budget, the Association’s Local Missions Offering and other special gifts to the Association during the previous fiscal year up to a maximum of seven additional messengers. No member church shall have more than a total of nine messengers.
- B. Certification of messengers: Each member church shall provide the Association office with a list of its official messengers who will serve during the upcoming year and changes that may occur. Official messengers take priority over alternate messengers.
- C. Messengers from each member church include individuals, such as those who are elected or appointed by the churches, officers of the Association, members of teams and committees, heads of organizations, and elected leaders of the Association. Such individuals shall be considered messengers or alternative messengers as long as their representation does not exceed the total number of messengers allotted their church.
- D. The moderator, after discussion with the clerk, will determine if the quorum required to conduct official business is present.

Article 2 - Meetings

- 2.01 Regular Meetings. The Association shall meet at least two times during each calendar year – normally in the months of April and October .
- 2.02 Annual Meetings. The October meeting of the Association shall be deemed the “annual meeting” of the Association. This meeting, and other meetings, may be held virtually if approved by the Executive Director and the Leadership Committee, and then the Association is notified not less than two weeks in advance.

- 2.03 Special Meetings. A special meeting may be called by a majority vote of the Leadership Committee or the Executive Director of Missions. Notice of the meeting and its stated purpose shall be sent through email and the postal service to the member churches at least two weeks in advance, unless otherwise provided in these Bylaws.
- 2.04 Registration. Messengers from each of the member churches shall register with the Clerk at each meeting, indicating the church represented.
- 2.05 Seating of Messengers. Messengers from member churches shall be seated upon certification by the Clerk of their election/appointment by their respective churches as reported to the Association prior to participation in the meeting. Each member church shall provide the Association a list of Messengers who will serve for a one year term and who will attend the meetings of the Association. Failure of a member church to provide such list shall not forfeiture the right of such member church's Messengers to vote at Association meetings provided all other membership qualifications are met.
- 2.06 Challenging of Seating. It is the privilege of any member church (through its Messengers) to challenge the seating of the messengers of any other member church. Such challenge shall be presented in writing and shall state with specificity the alleged violation of Articles #1 or #7 which determines qualification for membership. The challenged messengers shall have the right to vote until a decision denying such Messengers seating shall be made by the Association. A challenge shall be dealt with immediately with equal time being given to the challenged and the challengers.
- 2.07 Cloture. No person shall speak more than three (3) minutes, nor more than twice on any one matter of business without permission of the members present.
- 2.08 Demeanor. Middle District Baptist Association desires to honor God in all it does. Therefore, we expect and require that participants conduct themselves in Christ-like ways. Examples of such behavior include, but are not limited to, courtesy toward others, self-control, and respect for the rules governing the Association.
- 2.09 Quorum. The presence of 20 messengers at a duly called meeting shall constitute a quorum of the membership for the transaction of business. If a quorum is not met, then another meeting shall be called, in accordance with Article 1.02. At the second meeting, requirements for a quorum are satisfied by those members present. To fulfill the requirements of twenty messengers, messengers shall include individuals who are elected/appointed by the churches, in accordance with Article 1.02 B, as well as alternate messengers in attendance, who are elected/appointed by their respective churches and are officers, members of teams/committees, heads of organizations, or otherwise elected leaders of the Association.
- 2.10 Order. Roberts Rules of Order (latest revised edition) shall be the guide for all points of order not covered by the Articles and Bylaws.
- 2.11 Parliamentarian. Previous to a meeting, the Moderator may ask the Leadership Committee to appoint a Parliamentarian to assist in matters pertaining to parliamentary interpretation.

- 2.12 Vote. All actions taken by the Association shall be determined by a majority of the messengers present and voting, unless as stated otherwise in these Articles or Roberts Rules of Order, revised.

Article 3 – Officers and Other Leaders

3.01 Officers of the Incorporated Association

The officers of the Incorporated Association shall be the leaders of the Leadership Committee. The officers of the Association are President, Vice President, Secretary and are the official legal representatives of the incorporated Association in all matters involving property, personal or real, and such other functions when and as directed by the Association. All deeds, mortgages, promissory notes, contracts and/or legal instruments or documents necessary to effectuate the actions of the Association shall be signed and executed in the name of the Middle District Association by the majority of the duly elected Officers of the Association. All directors, officers, staff, committee chairs, other leaders, members, team members, and volunteers shall be free from personal liability to the fullest extent of the law.

- A. The President shall preside over the meetings of the Leadership Committee and report to the Association of the work of the Committee. He/she shall work with the moderator of the Association as needed. He/she shall perform such other duties as described in these Bylaws.
- B. The vice-president shall assist the President in the discharge of duties upon the request of the President and during his/her absence.
- C. The Secretary shall keep an accurate record of the proceedings of the Leadership Committee. The official copy of the records, digital or printed, will reside in the Associations' office.

3.02 Election, Removal and Terms of Officers

- 3.03 Election and Nomination. Officers shall normally be elected annually at the October meeting of the Association by a majority of the messengers present and voting. Officers must hold active membership in a member church or mission that contributes financially to the Association. The Leadership Committee will present the recommendations for nominations of the Officers but nominations from the floor are also in order.

- 3.04 Terms of office. Terms of office for the Officers shall be one year. Leaders will begin their term of service in January, which is the beginning of the reporting year. The President and Vice President, after having served one full term, may not normally be elected to a second term until the lapse of at least one year out of office. The Secretary shall serve a one year term and may serve successive terms at the pleasure of the Association.

- 3.05 Resignation and Removal. Any Officer may resign at any time upon written notice to the Moderator of the Association, the Chairman of the Leadership Committee, and/or the Executive Director. Unexpired Officer vacancies shall be filled by appointment of the Leadership Committee. The Leadership Committee shall inform the Association at the next meeting of the new appointment. With at least two weeks written notice, any officer or director may be removed with or without cause by two-thirds majority vote of the messengers present and voting at a regular or special called session of the Association and a successor may be elected at such meeting.

3.06 **Other Association Leaders**

3.07 The Moderator shall:

- A. Preside over the quarterly meetings of the Association and decide points of order. Upon request, a parliamentarian may be appointed by the Leadership Committee prior to the meeting.
- B. May attend all meetings of the Leadership Committee, as an ex-officio, voting member.
- C. Appoint special committees and task forces as needed.
- D. Serve as an ex-officio, voting member of all committees, teams, and subsidiary boards.
- E. Work with the Executive Director as needed.
- F. Assist in the filling of vacancies on the Leadership Committee (see section 6.08)
- G. Term of office shall be one year. The Moderator may serve two successive years.

3.08 The Vice Moderator shall:

- A. Assist the Moderator in the discharge of duties.
- B. Preside over meetings of the Association in the absence of the moderator.
- C. May attend all meetings of the Leadership Committee.
- D. Term of office shall normally be one year.

3.09 The Treasurer shall:

- A. Advise and assist the Finance Committee and the Executive Director.
- B. Analyze and interpret finance reports for meetings of the Finance Committee, Leadership Committee and Association.
- C. Sign checks in accordance with procedures as outlined in the Policy Manual.
- D. Serve as an ex officio, voting, member of the Finance Committee and Leadership Committee.
- E. Furnish a fidelity bond, the premium to be paid by the association.
- F. Provide an annual report to the association.
- G. Term of office shall be one year but may serve successive terms of office at the pleasure of the Association.

3.10 The Assistant Treasurer shall:

- A. Serve with the Treasurer and assist the Treasurer in the discharge of duties.
- B. Discharge the duties of the Treasurer during absences.
- C. Sign checks in accordance with procedures as outlined in the Policy Manual.
- D. Term of office shall be one year but may serve successive terms of office at the pleasure of the Association.

3.11 The Clerk shall:

- A. Keep an accurate record of the proceedings of the Association's meetings.
- B. Disseminate through email and posting on the web the minutes of each meeting within fifteen days of said meeting, with the assistance of the Associational office.
- C. Obtain a current list of official messengers of each member church, clearly list all messengers on the Association Roster and provide for the registration of the messengers at each meeting.
- D. Serve as the Historian of the Association.
- E. Term of office shall be one year but may serve successive terms of office at the pleasure of the Association.

Article 4 - Executive Director of Missions

- 4.01 The Executive Director of Missions shall lead the Association in carrying out its purpose: to start and strengthen churches that passionately care for people, bring honor to God, and impact their communities and the world with the transforming love of Jesus.
- 4.02 Call. The Executive Director of Missions shall be employed by the Association upon two-thirds (2/3) majority vote of the Association messengers present and voting in a meeting that is announced by email and through a notice that has been sent through the postal service at least two (2) weeks in advance.

The motion of the Search Committee shall be a joint motion of the Leadership Committee and the Search Committee.

- 4.03 Search Committee. A Search Committee to call an Executive Director of Missions shall consist of not less than five members who are nominated by the Leadership Committee and approved by a majority vote of the Association. The chair of the Search Committee may be selected by the Search Committee.
- 4.04 Termination. A thirty (30) -day written notice to the member churches of the Association is required to convene a special called meeting to consider termination of the Executive Director of Missions with or without cause. No motion to terminate the Executive Director of Missions may be considered by the Association without prior approval of a two-thirds (2/3) majority of the Leadership Committee.

A two-thirds majority (2/3) of the messengers present and voting shall be required to terminate the Executive Director of Missions at said meeting.

Upon such vote, the Executive Director of Missions shall vacate the office within three (3) days. From the date of the vote, the Executive Director of Missions shall receive compensation for not less than ninety (90) days of salary, housing, and insurance. In addition, the Director of Missions shall receive compensation for the vacation accrued up to the date of termination. No compensation shall be given for unused sick-leave.

- 4.05 Resignation. If the Executive Director of Missions wishes to resign, the Association or Leadership Committee shall be given a forty-five (45) day written notice.

Article 5 – Reports from the Churches

- 5.01 Each member church is asked to provide statistical and church leadership reports as requested by the Association for use in maintaining contact information and historical data for the member churches of the Association.
- 5.02 The associational year shall begin January 1 and end December 31.

Article 6 – Committees and Ministry Teams

- 6.01 The ministry of the Association shall be accomplished through officers, committees, teams, and other leaders.

6.02 **Committees:**

Definition. Committees are groups that are elected by the Association and responsible for business and legal aspects of the Association's ministry. Each member of a Committee shall be an active member of a member church that financially participates in the mission of the Association. The Association has the following Committees: Leadership and Finance.

Composition. The number of members of a Committee shall normally be divisible by three. Members will serve a three-year term with one-third of the members rotating off of the committee each year. All diligence should be exercised to insure that the Committee is balanced with laymen and clergy, women and men, members from churches small and large, keeping in mind the ethnic diversity and geographical regions of the Association. Normally, no more than one member from any member church shall serve on a committee. If a member is absent more than one-third of the meetings in a year, that member may be replaced.

Committee members shall be eligible for re-election upon the lapse of one year except a member having served less than one-half of an unexpired term.

6.03 **Ministry Teams**

Ministry Teams are groups that are created at will by the Executive Director or the Missions and Ministry Team and operate on an on-going basis, as needed. Some teams may be long-term; others may have a shorter time of service, with limited responsibilities. Teams create strategies and provide ministry in specific areas according to their strong sense of interest and spiritual passion. They are not voted on by the Association. The Association is made aware of the nature of their ministry and the individuals serving. Their work is coordinated with all other Association activities. In serving, they will keep the Executive Director updated on the progress of their ministries. They may make recommendations to the Leadership Committee and Association, request budget funds, and shall give an annual written report to the Association. Examples of teams shall include, but not be limited to: Missions and Ministry Team, New Work Team, Men's Ministry, Women's Ministry, Senior Adult Team, Annual Meeting Team, Stewardship Team, Youth Team, Evangelism Team, Music Ministry Team, Sunday School Team, and Small Group Team.

The Leader of the Missions and Ministry Team will be elected by the Association and may be nominated by the Missions and Ministry team. This is the only exception to the policy of team members not needing to be elected.

6.04 **Leadership Committee**

For legal purposes, the Leadership Committee is the Board of Directors for the Middle District Baptist Association. The leaders of the Leadership Committee shall be the officers of the Association and shall consist of President, Vice President, and Secretary of the Association. Each year three at large members will be elected for a three- year term. The committee shall have a total of nine members plus the Executive Director, who will be an ex-officio, voting member of the Leadership Committee.

- 6.05 Meetings of the Leadership Committee shall be held at least quarterly and a quorum for the transaction of business shall be five (5).
- 6.06 The Leadership Committee shall select its own chairperson.
- 6.07 The Duties of the Leadership Committee are:
- A. Direct the business of the Association between meetings of the Association; carry out all directives given by the Association, and meet at least quarterly.
 - B. Make an annual written report to the Association.
 - C. Work with the Executive Director to secure, evaluate and maintain appropriate facilities for the Association.
 - D. Nominate a search committee to initiate the process of recommending a person for Executive Director when the position becomes vacant. Furthermore, to join the Search Committee in a joint motion to the Association concerning the person being presented for a call to the position.
 - E. Maintain, update, and execute the Policies and Procedures Manual of the Association.
 - F. Update the Articles of Incorporation and Bylaws.
 - G. Propose adjustments to the Association's organizational structure to more effectively accomplish the Association's mission and vision. The Association shall be informed of all major changes.
 - H. Approve denominational documents pertaining to new church starts, church building loans, student aid scholarships, etc.
 - I. Review and approve applications of all churches wishing to become members of the Association. Churches with approved applications will be voted on by the Association at any regular meeting.
 - J. Seek professional advice on matters needing legal counsel.
 - K. Maintain adequate insurance coverage in all aspects of the Association's ministry.
 - L. The Committee shall have the power to create, upon approval of the Association, a subsidiary non-profit corporation that shall enhance and expand the ministry of the Association.
 - M. Deal with the following personnel matters:
 - 1) Receive and act upon the annual evaluations of employees by the Executive Director.
 - 2) Receive and act upon the recommendations of the Executive Director concerning employment or termination of: full-time staff, contract ministry consultants, and part-time personnel.
 - 3) Annually evaluate the ministry of the Executive Director of Missions.
 - 4) Make budget recommendations for personnel to the Finance Committee. Personnel evaluations shall be made prior to budget requests.
 - N. Join with the Finance Committee in recommending a proposed budget for approval by the Association.
 - O. The Leadership Committee shall have exhaustive, comprehensive, and prayerful discussions with a church that calls or ordains to the gospel ministry a person who is in a sexual relationship outside the bonds of marriage, defined as a union between one man and one woman. If the church continues to affirm its decision, it shall be informed that, by previous vote of the Association, the church shall be removed from membership. Upon completion of the discussions with the church, a full report of these actions shall be given in the next associational business meeting. (See also Bylaw section 7.03, D.)
 - P. Nominate the Associations officers, members of the Finance and Leadership Committees. They shall not be responsible for nominating team members.

- 6.08 Members of the Leadership Committee shall be nominated by the Leadership Committee for election at a regular meeting of the Association. Unexpired terms may filled at any time and affirmed by the Association at its next meeting.
- 6.09 **Finance Committee**
The Finance Committee shall be composed of three members who serve rotating three-year terms. The Treasurer is ex-officio voting member of the Committee. Normally, the Committee will meet a minimum of three times per year. The Committee shall select its own chairperson.
- 6.10 The Finance Committee shall:
- A. Work with the Executive Director to administer the finances of the association according to the adopted policies.
 - B. Consult with the committees, teams, and the Executive Director to develop an annual budget for presentation and approval by the Leadership Committee.
 - C. Join with the Leadership Committee in recommending a proposed budget for final approval by the Association.
 - D. Be excellent stewards of the Association's savings and investments.
 - E. Recommend methods of financing the work of the Association.
 - F. Arrange for internal and external audits of the financial records.

6.11 Missions and Ministry Team

The Missions and Ministry Team is the primary group that develops strategies to reach our community and beyond with the love of Jesus. The team will be composed of a leader, who is elected by the team. The team will include a representative of the WMU, the Executive Director, and others who have a passion for ministry and missions. The team will meet at least quarterly.

- 6.12 The Missions and Ministry Team shall:
- A. Develop and help implement strategies to respond to unmet missions needs, opportunities, and resources.
 - B. Participate in the development of the annual missions offering of the Association.
 - C. Provide counsel to the Executive Director in developing plans that will lead to the most effective achievement of the Association's missions and ministry objectives and initiatives.

Article 7- Cooperative Relationships

- 7.01 Middle District Baptist Association churches have a long history of cooperating with each other and other Christian groups, especially Baptist bodies, as we cooperatively attempt to fulfill the Great Commission. We will continue to encourage such cooperative efforts, seeking to preserve established relationships and create new ones as God leads the Association.
- 7.02 Our cooperative efforts should uphold our Baptist distinctives and further the cause of Christ. Our doctrinal distinctives are represented in such confessions of faith as: the New Hampshire Baptist Confession, 1833, the Abstract of Principles of Southern Baptist Theological Seminary, 1858; and the Baptist Faith and Message 1925, 1963, and 2000. These theological statements note that such statements constitute a consensus of opinion of Middle District Baptists. We do not regard them as complete statements of our faith, having any quality of finality or

infallibility. That the sole authority for faith and practice among Baptists is the Scriptures of the Old and New Testaments. Confessions are only guides in interpretation, having no authority over the conscience.

- 7.03 The Association does not claim for itself any authority or ecclesiastical jurisdiction over any member church in the Association either in its origin, in its acts of constitution into a church, or in the conduct of its own affairs. However, the Association shall reserve for itself certain rights, namely:
- A. It shall be the sole judge of the membership of its own body, both to its churches and individual messengers, and reserve the right to deny membership to the messengers of any church.
 - B. It shall have the right to inquire into matters involving the level and spirit of cooperation and financial support of a member church toward the Association's purpose and mission.
 - C. The Association shall have the power to withdraw fellowship from any member church when, in the judgment of three-fourths (3/4) of the messengers from member churches, the said church:
 - 1. Espouses doctrinal beliefs contrary to historic Baptist confessions of faith.
 - 2. Ceases to give financially to the ministries of the Association. (See also the current edition of the Policy and Procedures Manual for the required minimum annual contribution amount.)
 - 3. Disengages from fellowship with other churches in the Association, does not participate financially or in the cooperative missions and ministry initiatives of the Association; exhibits a hostile behavior toward other Association churches or their leaders.
 - D. The Leadership Committee shall have exhaustive, comprehensive, and prayerful discussions with a church that calls or ordains to the gospel ministry a person who is in a sexual relationship outside the bonds of marriage, defined as a union between one man and one woman. If the church continues to affirm its decision, it shall be informed that, by previous vote of the Association, the church shall be removed from membership. Upon completion of the discussions with the church, a full report of these actions shall be given in the next associational business meeting. (See also Bylaw section 6.07, O.)
- 7.04 In any dispute arising between or among members, messengers, pastors, or staff, the dispute may be resolved by the Leadership Committee (or a duly appointed team by the Committee) under the Christian Conciliation Rules and Procedures published at www.hispeace.org. A decision shall be reached after prayerful, consideration, in a spirit of humility, with each Arbitrator seeking that which most glorifies God and regarding one another before himself.

Article 8 – Financial Policy

- 8.01 The Association shall operate on a unified budget. Each member church is expected to contribute to the annual budget for the ministry of the Association. (See Policy: Membership Categories in the Policy and Procedures Manual for the current minimum amount.)
- 8.02 Special offerings and their promotions must have prior approval of the Executive Director, in consultation with the Leadership and Finance Committees.

8.03 Details on financial policy are outlined in the Policy and Procedures Manual.

8.04 Conflict of Interest Policy

Conflict of Interests. A contract or other transaction between the Corporation and one or more of its directors, Officers or family members thereof (hereinafter “Interested Party”), or between the Corporation and any other entity, of which entity one or more directors, officers, or trustees are also Interested Parties, or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Corporation unless all of the following provisions are satisfied:

- 1) The Corporation entered into the transaction for its own benefit or for the benefit of another supported organization;
- 2) The transaction was fair and reasonable as to the Corporation, or was in furtherance of its religious, charitable, or educational purposes at the time the Corporation entered into the transaction;
- 3) Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the Transaction, in good faith, by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors, and with full knowledge of the material facts concerning the transaction and the Interested parties’ interest in the transaction; and
- 4) Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Corporation could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Corporation’s tax-exempt purposes.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction, but may not be counted for voting purposes.

Notwithstanding the above, no loan shall be made by the Corporation to any of its directors or officers, as provided for in these Bylaws.

The Board shall adopt and maintain a Conflicts of Interest Policy that provides for full disclosure of material conflicting interests by directors, officers, senior management, and employees, and permits the Board to determine whether any contemplated transaction may be authorized as just, fair and reasonable as to the Corporation.

Whether or not employed by the Corporation for other purposes, directors, officers, and members of any committee of the Board of Directors shall for their director/officer duties be regarded as volunteers and serve without compensation for those duties, but shall be entitled to reimbursement for any reasonable expenses incurred on behalf of the Corporation. Any director officer barred from receiving compensation under these provisions shall not be barred from serving the Corporation in any other appropriate capacity and receiving reasonable compensation for such other services.

Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken signed by all the members of the Board of the committee, as the case may be, and is filed with the minutes of proceedings of the Board or the committee.

Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such a meeting, noting participation of those who were present by means of such communications equipment.

The Board of Directors may appoint such special and standing committees as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. All actions by any committee shall be reported to the Board of Directors at the meeting next succeeding such action.

Article 9 – Policy and Procedure Manual

- 9.01 The Middle District Baptist Association Policy and Procedure Manual details the policies and procedures used throughout the Association. In consultation with the Executive Director, it may be amended or changed by the Leadership Committee.

Article 10 – Amendments

- 10.01 These Bylaws may be amended at any regular business session of the Association by two thirds (2/3) of those eligible, present and voting. Proposed amendments must first be referred to the Leadership Committee for information, clarification and approval prior to and delivered to all member churches no fewer than three weeks.

I, the undersigned Clerk of the Middle District Association Inc. do hereby certify that the above Bylaws were adopted on **October 16, 2022**, by the members / messengers at a duly called meeting and these Bylaws are current and in operation as of that time.

Kathy Lilley
Clerk

October 16, 2022
Date