

**BYLAWS
OF THE
EVERGREEN ASSOCIATION OF AMERICAN BAPTIST CHURCHES**

**ARTICLE I.
MISSION**

Being a culturally diverse people who are one in Christ and who value the liberties of our American Baptist heritage, the Evergreen Association of American Baptist Churches (Evergreen Association) will build bridges between communities; provide resources to equip member churches to share Christ and teach God's word; and translate our unity to the world.

**ARTICLE II.
MEMBERS**

1. Qualifications for Membership. The Membership shall be comprised of American Baptist Churches that meet the American Baptist Churches, USA ("ABC/USA") Common Criteria:

- (1) Affirm the statement entitled, "We are American Baptists," revised June 19, 1998, as it may be amended;
- (2) Affirm the mission and purpose of the American Baptist Churches USA and of Evergreen Baptist Association;
- (3) Participate in the life and mission of the American Baptist Churches at local, regional, national, and international levels;
- (4) Financially support the mission of the American Baptist Churches at a responsible level; and
- (5) Share with the family the impact of the church's mission in reaching the community and world for Christ by reporting annually on forms supplied by the region and/or American Baptist Churches USA.

2. Delegate Rights. Each member church shall be entitled to five official delegates per church provided that the church meets the membership guidelines outlined in section 1 above including contribution to American Baptist Mission and submission of the annual report form. Each church may also send an unlimited number of members to meetings who are not official delegates.

Each Delegate and that Delegate's mailing address shall be affirmed to represent the church upon the signature of such church's pastor or clerk.

**ARTICLE III.
MEETINGS OF THE MEMBERSHIP**

1. Annual Meeting. A Convention of the Members shall be held annually in the month of October. The purpose of the Annual Meeting shall be to elect the Officers (as nominated by the Caucuses), elect ABC/USA General Board Representative(s), approve the Association's annual budget, approve membership and welcome new Caucuses, approve membership and welcome new churches, review of the actions of the Association Board or Executive Committee, and for the transaction of other business as may properly come before the Annual Meeting.

2. Special Meetings. Special meetings of the Members, as deemed necessary for the competent management of the Association, may be called at the request of a caucus or at

the request of the Chair and two-thirds (2/3) of the members of the Executive Committee. A special meeting shall be held for the calling of an Executive Minister.

3. Notice. Notices of Annual and special meetings shall be mailed to each Member Church at least one (1) month prior to any meeting. The business to be transacted, or the purpose of, any meeting of the Members needs to be specified in the notice of such meeting.

4. Quorum. A majority of the number of Delegates registered for a meeting provided at least one delegate from each caucus is present shall constitute a quorum for the transaction of business at any Member meeting. In the absence of the Chair and Vice Chair, the quorum present may choose a chairperson for the meeting. In the absence of a quorum, the Delegates present will adjourn the meeting. Participation by a Delegate in a meeting by a conference telephone or similar communications equipment by means of which all persons participating may hear each other at the same time shall constitute presence at the meeting of such Delegates.

5. Manner of Acting. The decisions and acts of the membership shall be made by consensus unless noted otherwise. Consensus is a deliberative process where collective decisions are arrived at by a group of individuals working together for the good of the organization and its mission. Conditions under which consensus is formed include open communication in a supportive climate that gives the participants a sense that they have had a fair chance to influence the decision and that all group members understand and support the decision. Consensus building means that all participants listen carefully and communicate effectively. Consensus has been reached when all parties can at least live with the decision and will agree to support the decision of the body.

ARTICLE IV. CAUCUSES

The framers of the Evergreen Association are desirous of the day when racial/ethnic equality is a reality, at least within the Association circle. Until that day, it is deemed that special action is needed to ensure voice and representation across racial/ethnic lines, therefore:

1. Caucus Membership. Each Member church must choose to become a member of a particular Caucus subject to the approval of the caucus. Caucuses are formed in relationship to national American Baptist caucuses (except Euro-American) and which have a population within the Association. Caucuses with representation at this time are African American, Asian American and Euro American caucuses. Other potential caucuses at this time are Hispanic and Native American. There needs to be at least two (2) churches of a group in order to have full caucus responsibilities.

2. Caucus Responsibilities. The Caucuses shall teach all members regarding the American Baptist Family and cooperate with the ABC National Caucus groups. They shall also establish agendas for the Association Board and the Membership Annual Meetings including programs, outreach and visioning, recommend new churches and church plants to the Association Board, communicate with other Caucuses to establish standards for recognition of ordination and procedures for disciplinary actions. In addition, each Caucus shall select two (2) representatives from Association Churches to serve on the Executive Committee and from whom officers shall be chosen on a rotating basis. They shall also designate an alternate in case one of the two representatives is unable to complete their term of service.

**ARTICLE V.
ASSOCIATION BOARD**

1. General Powers. The Association Board shall be responsible for the general program of the Association including but not limited to: vision of the Association, proposing budget, supervision of recognition of ordination, oversight of ethical violations of recognized ordained persons, supervision of the Executive Minister, review the actions of the Executive Committee which the Association Board deems appropriate, and recommending new churches. The Association Board will name a search committee for Executive Minister.

2. Number and Qualification. The Board of the Association shall be composed of:

- (i) One (1) representative from each member church;
- (ii) The Executive Committee;
- (iii) One (1) representative from each national ABC caucus that has a constituency within the Association which has not yet formed a Caucus within the Association (i.e. the Native American and Hispanic national caucuses), until such time as such group forms a caucus recognized by the Association, after which it will have all the rights and responsibilities of the other Caucuses; and
- (iv) The ABC/USA General Board Representative(s).

3. Committees. Standing or temporary committees may be appointed by the Board from time to time from its own number or from church members of member churches. The Board may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto shall not relieve the Board, or any member thereof, of any responsibilities imposed by law.

4. Regular Meetings. The Association Board shall hold meetings at least quarterly on a date to be scheduled at the discretion of the Chair and may be within or outside the State of Washington.

5. Special Meetings. Special meetings of the Association Board, as deemed necessary for the competent management of the Association, may be called at the request of a caucus or at the request of the Chair and two-thirds (2/3) of the Executive Committee.

6. Notice. Notices of regular meetings shall be mailed to all Board Members at least two (2) weeks prior to any meeting. Notice of any special Board meeting shall be mailed at least one (1) week prior to any such special meeting. It shall be deemed to be delivered when deposited in the United States mail, properly addressed with postage prepaid.

7. Quorum. A majority of the number of Board Members fixed by Article V, paragraph 2, shall constitute a quorum for the transaction of business at any Board meeting provided there are present at least one representative from each sitting caucus. In the absence of the Chair and vice Chair, the quorum present may choose a chairperson for the meeting. In the absence of a quorum, a majority of the Board Members present will adjourn the meeting. Participation by a member in a meeting by a conference telephone or similar

communications equipment by means of which all persons participating may hear each other at the same time shall constitute presence at the meeting of such a Board Member.

8. Manner of Acting. The decisions and acts of the Board Members shall be made by consensus unless noted otherwise.

ARTICLE VI. EXECUTIVE COMMITTEE

1. General Powers. The business, property and affairs of the Association shall be vested in the member churches and is managed by the Executive Committee. In addition to the powers granted by the Articles of Incorporation and by these Bylaws, the Executive Committee may exercise all such powers and perform all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws.

2. Members of the Executive Committee. The Executive Committee shall be composed of the following members:

- (i) The two (2) representatives from each Caucus from whom the officers are nominated and
- (ii) The Executive Minister

The Executive Committee shall have and exercise all of the authority of the Association Board and shall make decisions when the entire Association Board does not meet. The Executive Committee shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association.

The designation of any such committee and the delegation of authority thereto shall not relieve the Board, or any member thereof, of any responsibilities imposed by law.

3. Term of Office. Caucus members shall serve for two-year terms beginning January 1 following their election at Annual Meetings. No caucus selected Executive Committee member may serve on the committee for more than six (6) consecutive years.

4. Meetings. The Executive Committee shall hold regular monthly meetings or as the committee deems appropriate on a date to be scheduled at the discretion of the Chair either within or outside the State of Washington and shall conduct its meetings and be subject to the same rules regarding meeting notices, manner of acting, etc. as those governing the Association Board.

5. Quorum. The presence of at least one representative from each sitting caucus shall constitute a quorum of the Executive Committee.

ARTICLE VII. OFFICERS

1. Number. The officers of the Association shall be the Chair, Vice Chair, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board.

2. Election and Term of Office. The officers except the Secretary of the Association shall serve for two (2) year terms beginning January 1 following the Annual Meeting.

3. Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise shall be filled by the appropriate Caucus for the unexpired portion of the term.

4. Chair. The Chair shall be the principal executive officer of the Association and, subject to the Board and Executive Committee control, shall supervise and control all of the business and affairs of the Association. When present, the Chair shall preside over all Board and Executive Committee meetings. With the secretary or other officer of the Association authorized by the Executive Committee, the Chair may sign deeds, mortgages, bonds, contracts or other instruments that the Board or Executive Committee has authorized to be executed, except when the signing and executing thereof has been expressly delegated by the Board, Executive Committee, or by these Bylaws to some other officer or agent of the Association or is required by law to be otherwise signed or executed by some other office or in some other manner. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

The Chair shall serve one 2-year non-renewable term. The office of the Chair shall be rotated amongst the Caucuses, with a member of a particular Caucus serving as the Association Chair once every three or more terms, depending upon the number of Caucuses.

5. Vice Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board or Executive Committee.

The Vice Chair shall serve one 2-year non-renewable term and shall serve as the Chair-elect. The office of the Vice Chair shall be rotated amongst the Caucuses, with a member of a particular Caucus serving as the Vice Chair once every three or more terms, depending upon the number of Caucuses.

6. Secretary. The Executive Minister shall serve as the Secretary and shall: (1) keep the minutes of the Board and Executive Committee meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized; (4) keep a register of addresses of member churches and of each Board member; and (5) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Chair, Executive Committee or by the Board.

The Executive Minister shall be elected by the Membership at a regular Annual Meeting or Special Meeting by consensus of the delegates present. Additional duties to those above should be named by a search committee formed for the purpose of determining such duties and securing a person to put in nomination before the membership. The search committee shall be comprised of no less than two representatives from each existing caucus within the Association.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and

payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Chair, Executive Committee or by the Board.

The Treasurer shall serve for a 2-year term which may be renewed for one additional 2-year term. The office of the Treasurer shall be rotated amongst the Caucuses, with a member of a particular Caucus serving as the Treasurer once every six or more terms, depending upon the number of Caucuses.

8. Delegation. In the case of the absence or inability to act on the part of any officer of the Association or of any person herein authorized to act in his place, the Board may from time to time delegate the power or duties of such officer to any other officer or Executive Committee Member or Board Member or other person whom it may select.

ARTICLE VIII. INDEMNIFICATION¹

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify any person who was or is a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she is or was a trustee or officer of this corporation, or is or was serving at the request of the corporation as a director, trustee or officer of another corporation, whether for profit or not for profit, against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; the Board may, at any time, approve indemnification of any other person which the corporation had the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

ARTICLE IX. SEAL

The seal of this Association shall consist of the name of the Association, the State of its incorporation, and the year of its incorporation.

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall be the twelve month period beginning January 1st of each calendar year and ending the last day of December,

¹ Definition of Indemnification: Board, Committee members, officers and employees of the Association will be covered if a suit is brought against them because of doing the legal business of the Association.

**ARTICLE XI.
AMENDMENTS**

The Delegates shall have power to make, alter, amend, and repeal the Bylaws of the Association at any Annual or special meeting of the Membership upon the affirmation of at least three-quarters of the delegates present provided such amendments are mailed to the membership two (2) weeks prior to the meeting.

**ARTICLE XII.
EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Board Member, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIII.
ADOPTION AND INITIAL MEETINGS**

These by-laws shall be adopted by consensus at a meeting of Delegates of Churches listed as Evergreen Association Churches on February 1, 2003. An initial meeting of the delegates shall be held to select the first Executive Committee and officers who shall call the first meeting of the Association Board to begin the ministry of the Association and plan the first annual meeting in October of 2003.

ADOPTED by the Delegates of the EVERGREEN ASSOCIATION OF AMERICAN BAPTIST CHURCHES this 22nd day of February, 2003.

APPENDIX CONSENSUS

“A group reaches *consensus* on a decision when every member can agree to support that decision.” From How to Make Collaboration Work: Powerful Ways to Build consensus, Solve Problems, and Make Decisions by David Straus, published by Berret-Koehler, San Francisco, 2002, page 58.

David Straus' Phases of Consensus (p. 61):

Phase 1. Perception: Is there a problem? How do you feel about it? Is it legitimate to discuss the problem openly?

Phase 2. Definition: what is the problem? What are its limits or boundaries?

Phase 3. Analysis: Why does the problem exist? What are its causes?

Phase 4. Generation of Alternatives: What are some possible solutions to the problem?

Phase 5. Evaluation: What criteria must a good solution meet? Which alternatives are better or more acceptable than others?

Phase 6. Decision Making: Which solution can we agree on? Which alternative can we commit to implementing?

ANOTHER MODEL OF CONSENSUS BUILDING

1. The proposal is read to the group
2. A few minutes (like 15) are allowed for discussion, clarification and incorporation of concerns.
3. A straw poll is taken as a test for consensus.
4. If the straw poll indicates unanimous agreement, the proposal is passed.
5. If the straw poll is lopsided (2/3 in favor of the proposal):
 - a. Proposer and others work on alternative proposals (15 minutes).
 - b. Proposal is reconsidered by the group.
 - c. A straw poll is taken.
 - 1). If a consensus is reached, the revised proposal is passed.
 - 2). If no consensus is reached, start over on this step or table the matter for later consideration.
6. If the straw poll is close, determine if the matter is important by a simple hand vote.
 - a. If there is no clear majority on the importance of the matter, table it.
 - b. If there is a clear majority (2/3) on the importance of the matter, return to #5 above.

LEVELS OF CONSENSUS

When people talk of consensus it does not necessarily mean that everyone agrees to the proposal at the same level.

1. Some may **whole heartedly agree**.
2. Others may **agree in principle**.
3. While others may **agree but have some reservations but are willing to live with the decision of the group**. If everyone is in agreement at least to this level you may have consensus. If a majority of people only agree at #3, more work may be recommended to have a greater number at #1.
4. While others may **agree with serious questions but will not block the group moving forward**. These questions in most circumstances are best addressed in such a way that people can be more comfortable with the decision.
5. The deal breaker is when others **have questions that mean they cannot support the proposal. This means that the proposal is blocked from moving forward**.