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

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**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 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.

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**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.

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**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), nominate ABC/USA Mission Table and Board of General Ministries Nominees, 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 and Executive Committee, and for the transaction of other business as may properly come before the Annual Meeting.

47 **2. Special Meetings.** Special meetings of the Members, as deemed
48 necessary for the competent management of the Association, may be called at the
49 request of a caucus or at the request of the Chair and two-thirds (2/3) of the members
50 of the Executive Committee. A special meeting shall be held for the calling of an
51 Executive Minister.

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

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

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

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75 **ARTICLE IV.**
76 **CAUCUSES**

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

81 **1. Caucus Membership.** Caucuses are formed in relationship to national
82 American Baptist caucuses (except Euro-American) and which have a population within
83 the Association. Caucuses with representation at this time are African American, Asian
84 American, Hispanic and Euro American caucuses. Once a caucus forms, organizes
85 and meets, it may ask to be a regular caucus and request welcome and recognition with
86 all the rights and responsibilities outlined below.

87 **2. Caucus Responsibilities.** The Caucuses shall teach all members
88 regarding the American Baptist Family and cooperate with the ABC National Caucus
89 groups. They shall also establish agendas for the Association Board and the
90 Membership Annual Meetings including programs, outreach and visioning, recommend

91 new churches and church plants to the Association Board. In addition, each Caucus
92 shall select two (2) representatives from Association Churches to serve on the
93 Executive Committee and from whom officers shall be chosen on a rotating basis.
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95 **ARTICLE V.**
96 **ASSOCIATION BOARD**

97 **1. General Powers.** The Association Board shall be responsible for the
98 general program of the Association including but not limited to: vision of the
99 Association, proposing budget, supervision of the Executive Minister, review the actions
100 of the Executive Committee which the Association Board deems appropriate, and
101 recommending new churches. The Association Board will name a search committee
102 for Executive Minister.

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

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

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

122 The Ministerial Standards and Concerns Committee shall be a regular
123 standing committee that will supervise recognition of ordination and give oversight to
124 accusations of ethical violations of recognized ordained persons¹.

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

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

¹ This refers to ordained clergy, not ordained local church deacons.

132 **6. Notice.** Notices of regular meetings shall be mailed or emailed to all
133 Board Members at least two (2) weeks prior to any meeting. Notice of any special
134 Board meeting shall be mailed or emailed at least one (1) week prior to any such
135 special meeting. It shall be deemed to be delivered when deposited in the United
136 States mail, properly addressed with postage prepaid or sent to their regularly used
137 email address.

138 **7. Quorum.** A majority of the number of Board Members fixed by Article V,
139 paragraph 2, shall constitute a quorum for the transaction of business at any Board
140 meeting provided there are present at least one representative from each sitting
141 caucus. In the absence of the Chair and vice Chair, the quorum present may choose a
142 chairperson for the meeting. In the absence of a quorum, a majority of the Board
143 Members present will adjourn the meeting. Participation by a member in a meeting by
144 a conference telephone or other electronic communications equipment by means of
145 which all persons participating may hear each other at the same time shall constitute
146 presence at the meeting of such a Board Member.

147 **8. Manner of Acting.** The decisions and acts of the Board Members shall
148 be made by consensus unless noted otherwise.
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150 **ARTICLE VI.**
151 **EXECUTIVE COMMITTEE**

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

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

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

162 The Executive Committee shall have and exercise all of the authority of the
163 Association Board and shall make decisions when the entire Association Board does
164 not meet. The Executive Committee shall keep regular minutes of the transactions of
165 their meetings and shall cause them to be recorded in books kept for that purpose in
166 the office of the Association. The designation of any such committee and the
167 delegation of authority thereto shall not relieve the Board, or any member thereof, of
168 any responsibilities imposed by law.

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

173 **4. Meetings.** The Executive Committee shall hold regular monthly meetings
174 or as the committee deems appropriate on a date to be scheduled at the discretion of
175 the Chair either within or outside the State of Washington and shall conduct its

176 meetings and be subject to the same rules regarding meeting notices, manner of
177 acting, etc. as those governing the Association Board.

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

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181 **ARTICLE VII.**
182 **OFFICERS**

183 **1. Number.** The officers of the Association shall be the Chair, Vice Chair,
184 Budget Officer, and Secretary.. Such other officers and assistant officers as may be
185 deemed necessary may be elected or appointed by the Board.

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

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

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

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

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

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

217 **6. Budget Officer.** The Budget Officer shall be next in line for
218 responsibilities of the vice-chair. In general the Budget Officer shall have responsibilities
219 to oversee operations of the Association in consultation with the Executive Committee.

220 The Budget Officer shall serve one 2-year non-renewable term and shall serve
221 as the vice-chair elect. The office of the Budget Officer shall be rotated amongst the
222 Caucuses with a member of a particular Caucus serving as the Budget Officer once
223 every three or four terms, depending upon the number of Caucuses.

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

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

240 The Executive Minister shall have charge and custody of and be responsible for
241 all funds and securities of the Association; receive and give receipts for moneys due
242 and payable to the Association from any source whatsoever, and deposit all such
243 moneys in the name of the Association in such banks, trust companies, or other
244 depositories as shall be selected in accordance with the provisions of these Bylaws and
245 in general perform all of the duties incident to the office of treasurer and such other
246 duties as from time to time may be assigned to him or her by the Chair, Executive
247 Committee or by the Board.

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

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254 **ARTICLE VIII.**
255 **INDEMNIFICATION²**

256 To the full extent permitted by the Washington Nonprofit Corporation Act, the
257 corporation shall indemnify any person who was or is a party to any civil, criminal,
258 administrative or investigative action, suit or proceeding (whether brought by or in the right
259 of the corporation or otherwise) by reason of the fact that he or she is or was a trustee or
260 officer of this corporation, or is or was serving at the request of the corporation as a
261 director, trustee or officer of another corporation, whether for profit or not for profit, against

² 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.

262 expenses (including attorney's fees), judgments, fines and amount paid in settlement
263 actually and reasonably incurred by him or her in connection with such action, suit or
264 proceeding; the Board may, at any time, approve indemnification of any other person which
265 the corporation had the power to indemnify under the Washington Nonprofit Corporation
266 Act. The indemnification provided by this Article shall not be deemed exclusive of any
267 other rights to which a person may be entitled as a matter of law or by contract. The
268 corporation may purchase and maintain indemnification insurance for any person to the
269 extent provided by applicable law.

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271 **ARTICLE IX.**
272 **SEAL**

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

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276 **ARTICLE X.**
277 **FISCAL YEAR**

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

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281 **ARTICLE XI.**
282 **AMENDMENTS**

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

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289 **ARTICLE XII.**
290 **EXEMPT ACTIVITIES**

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

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299 **ARTICLE XIII.**
300 **ADOPTION AND INITIAL MEETINGS**

301 These by-laws shall be adopted by consensus at a meeting of Delegates of
302 Churches listed as Evergreen Baptist Association Churches on February 22, 2003. An
303 initial meeting of the delegates shall be held to select the first Executive Committee and
304 officers who shall call the first meeting of the Association Board to begin the ministry of
305 the Association and plan the first annual meeting in October of 2003.

Evergreen Baptist Association By-laws

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

AMENDED by members of the Evergreen Association of American Baptist
Churches Annual Meeting on the **12th** day of **October 2013**.

PROPOSED FOR AMENDMENT by the members of the Evergreen Association
of American Baptist Churches Annual Meeting this 10th day of October, 2014.

APPENDIX

CONSENSUS DEFINED

“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 Berrett-Koehler, San Francisco, 2002, page 58.

PHASES OF CONSENSUS

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.

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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.**