

DownEast Men's Fellowship Association

CONSTITUTION AND BYLAWS

Drafted March 15, 2008 (Revised March 17, 2008; Revised January 13, 2009)

PREAMBLE

The DownEast Men's Fellowship Association (DMFA) is a not-for-profit, State of Maine, organization of men interested in advancing the cause of Jesus Christ through Christian fellowship, education, and service. Though members of DMFA believe religious choice is a personal matter and all should be treated with respect and dignity, the association is sensitive to cultural and religious differences and elects to remain committed to providing assistance to those who embrace Christian faith commitments, as stated in the Holy Bible and identified in appendix (a), our doctrinal beliefs. As an integral part of the Hancock and Washington County ecumenical community DMFA strives to assist the development and spiritual growth of men who profess their faith in Jesus Christ, in addition to being a resource for men who are searching for assistance in developing a deeper personal commitment of their Christian faith and spiritual lives. It shall not be the intention of the DMFA to purport to replace, substitute or circumvent any of the many local area churches in Hancock or Washington counties. Rather, all activities of the association shall be designed to support other ecumenical organizations, tempered in Christian love and fellowship.

ARTICLE I. Name

The name of this organization is "The DownEast Men's Fellowship Association" (DMFA).

ARTICLE II. Purpose and Powers

The purposes for which this organization is formed are:

- A. To advance the cause of Jesus Christ.
- B. To encourage men through fellowship, education and service.
- C. To provide a forum for discussion and practice of a personal Christian faith commitment.
- D. To foster a network of men dedicated to mentoring new Christians in their personal development and a deepening of their faith.
- E. To strive to bring unity and brotherly love amongst the represented Churches of like precious faith (per Appendix A), promoting a spirit of "oneness" in the Body of Christ, over that of contention, division, & strife.

In furtherance of the purposes described above, the organization shall have all the powers as are permitted by the laws of the State of Maine.

ARTICLE III. Membership

Membership in the DMFA shall be open to all men who are interested in and supportive of the stated purposes of the organization. Upon acceptance, all active members are entitled to all rights and privileges of the organization and are eligible to vote on matters brought before the Executive Committee or the membership at large. Each member is entitled to one vote in the affairs of this organization, as provided in this constitution and bylaws.

ARTICLE IV. Dues

If determined by the membership at large that dues shall be a requisite act of membership, dues will be payable according to a schedule set forth in the bylaws. The amount of dues (if any) shall be determined by the Executive Committee as proposed and adopted by the membership at large. Members in arrears at the end of the calendar year shall be removed from the membership rolls. After being removed from the rolls a person may rejoin the DMFA at any time without penalty, providing they remain supportive of the stated purposes of the organization.

ARTICLE V. Government, Executive Committee and Officers

- A. The government of the organization shall be vested in the Executive Committee as provided in the adopted constitution and bylaws.
- B. The business, property and affairs of the DMFA shall be conducted by the Executive Committee.
- C. The Executive Committee shall consist of the officers of the DMFA (President, Vice President, Secretary and Treasurer) and three (3) members at large.
- D. The methods of selection of the Executive Committee members and the functions of the officers shall be spelled out in the bylaws.
- E. The names and addresses of the initial members of the Executive Committee who shall serve until their successors have been elected pursuant to the bylaws to be adopted are as follows:

President:

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

ARTICLE VI. Amendments

A motion to amend and/or repeal any article of the constitution and/or bylaws (with the explicit exception of the doctrinal statements of belief contained in appendix (a)) may be brought before the Executive Committee by any member of the DMFA. A special meeting, duly called by the President, to consider such motion(s) shall be held as soon as possible after the submission of said motion, but not later than the next regularly scheduled meeting of the association. The motion(s) proposed shall be read at the special meeting called to consider the motion for amendment and/or repeal. After hearing the motion, the membership at large shall vote on the action(s) to be taken on the motion. A voting quorum

for considering such motion(s) shall be no less than fifty (50) percent of the membership. In order to be ratified and adopted, a motion to amend or repeal the constitution or bylaws must receive two-thirds of the votes cast in favor of the action.

ARTICLE VII. Dissolution

In the event that it may seem advisable to dissolve the DMFA, the following procedures shall apply:

The Executive Committee shall adopt a resolution setting forth that it is in the best interest of the DMFA that it be dissolved. Such a resolution shall include provision for disbursement of the association's assets as set forth below. Such a resolution must then be submitted to the membership of the DMFA for their consideration and ratification at a special meeting called for that purpose. A voting quorum for considering such a resolution shall be no less than two-thirds of the total active membership. If a majority of the total membership comprising a voting quorum for considering such a resolution shall vote in favor of the adoption of said resolution, the organization shall then be dissolved. Prior to dissolving, all assets of the DMFA shall, by action of the Executive Committee then be distributed to one or more not-for-profit organizations with similar purposes and Christian perspectives of the DMFA.

BYLAWS OF THE DOWNEAST MEN'S FELLOWSHIP ASSOCIATION

ARTICLE I. The Executive Committee

- A. The Executive Committee shall be responsible for the annual meeting process and other programs sponsored by the organization. Additionally, the Executive Committee shall provide provisions for the following:
 - Membership
 - Recruitment
 - Retention
 - Mentoring
 - Nomination of members and officers of the Executive Committee
 - General operations of the DMFA
 - Delegation and/or formation of committees necessary to support the organization's purposes
- B. In the interval between official meetings of the membership, the Executive Committee shall represent and act for the DMFA in any matter relating to the purposes of the organization.
- C. The Executive Committee shall normally meet prior to the annual meeting of the DMFA (typically in January). Interim meetings of the general membership shall be scheduled at the direction of the

Executive Committee, however no less frequently than three times per year (typically January, May and September).

- D. At any Executive Committee meeting, five (5) members present and voting, including at least two (2) officers, shall constitute a quorum.

ARTICLE II. Duties of Officers

- A. The President shall be responsible for convening and presiding over Executive Committee meetings, be chair of the Executive Committee, preside at regularly scheduled meeting of the organization, appoint special committees and representatives of the association whose appointment is not otherwise provided for in the bylaws, present a presidential address at the annual meeting, maintaining contacts with other organizations of like purposes and other ecumenical organizations in surrounding counties and other locations as appropriate, and in general facilitating the stated purposes of this organization.
- B. The Vice President will assist the President in his duties and (for the purpose of continuity) and unless the President is re-elected, will succeed to the office of President.
- C. The Secretary shall be responsible for carrying out the customary functions of a Secretary. Duties will include keeping and promulgating minutes of the Executive Committee meetings and other official meetings of the DMFA; maintaining correspondence with officers and members; preparing Secretary's reports for the Executive Committee; provide organizational continuity of the DMFA; oversee print and electronic communications of the DMFA; conducting elections and other votes, at the direction of the Executive Committee; and maintaining adherence to the Constitution and Bylaws of the DMFA.
- D. The Treasurer shall be responsible for customary functions of a Treasurer. Duties shall include maintaining financial records, checkbook and bank accounts of the organization; maintaining the membership list; collecting dues (if any are prescribed); preparation of regular financial reports to the Executive Committee; and maintaining financial controls over the receipts and expenditures of the DMFA. Disbursements in excess of \$100.00 must be specifically authorized by the Executive Committee.

ARTICLE III. Selection of Executive Committee Members and Officers

- A. During the initial formation of this organization, a meeting and general election for the purpose of selecting and appointing officers to establish the Executive Committee may be held at any appropriate time by prospective members who agree to meet for the express purpose of conducting said election and the establishment of the offices of an Executive Committee of the DMFA. The individual chairing the initial meeting will call for nominations for officers of said committee. Any

nominee who accepts the nomination must agree to serve if elected. Then a majority vote of those present, which embrace and foster the stated purposes of the organization will determine the selection of the Executive Committee Officers. Each person present shall be entitled to cast one vote for each officer or member being considered for appointment.

- B. The newly elected Officers of the Executive Committee shall assume their respective office and duties of the office for which they were elected immediately following the vote for their respective office. The newly elected President will immediately call for acceptance of all present who wish to be considered for membership to be accepted as members in accordance with Article III of the Constitution of the DMFA. The newly elected Secretary will immediately record all proceedings of the first formation meeting and general election and assume responsibility for conducting the remainder of the election process, a list of all those present accepted as members in accordance with Article III of the Constitution, and call for the nomination and subsequent election of three (3) members at large to the Executive Committee.
- C. The newly elected President shall propose to the Executive Committee and other members at large the immediate adoption of the drafted Constitution and Bylaws of the DMFA. Any proposed amendments or changes shall be in accordance with Article VI of the Constitution.
- D. Thereafter, elections for the Executive Committee of the DMFA will be held every two years, typically during the September meeting of even numbered years. At that time, the Vice President will be elected for a two-year term. The Vice President will then in due course succeed to the Presidency (if the President is not re-elected) and serve a two year term in that office. The Secretary and Treasurer will each serve a two-year renewable term. Three members at large will be selected at each biennial election for a two-year term. The President may appoint a Nominating Committee to propose nominees to the Executive Committee. The Nominating Committee may receive nominations from the members at large. The Executive Committee shall conduct the election in accordance with the duties prescribed in Article II of the Bylaws. No nomination shall be approved by the Executive Committee without the consent of the accepting nominee, who shall agree to serve if elected.
- E. Newly elected members of the Executive Committee shall assume the duties for which they were elected at the next annual meeting (typically in January).

ARTICLE IV. Meetings

- A. Robert's Rules of Order, Revised, shall govern the organization and conduct of meetings in all cases to which they are not inconsistent with the Constitution and Bylaws or any special rule of order of this organization.
- B. Meetings of the DMFA shall be held as determined by the Executive Committee, however no less frequently than specified in Article I.C.

above. The Executive Committee shall be responsible for selecting the date, venue and program of the annual meeting.

- C. At or prior to the annual meeting, the Executive Committee shall present to the members an Annual Report for the calendar year most recently concluded, including but not limited to the following: assets and liabilities, receipts and disbursements, a listing of current active members, and a recap of committee issues and programs with which the association has been involved.

Appendix (a)

DownEast Men's Fellowship Association Doctrinal Beliefs

A. As members of the DownEast Men's Fellowship Association we believe:

1. The Bible to be the only inspired, the only infallible, authoritative, inerrant Word of God (II Timothy 3:15; II Peter 1:21).
2. There is only one God, eternally existent in three persons -Father, Son, and Holy Spirit (Genesis 1:1; Matthew 28:19; John 10:30).
3. In the deity of Christ (John 10:33); His virgin birth (Isaiah 7:14; Matthew 1:23; Luke 1:35); His sinless life (Hebrews 4:14; 7:26); His miracles (John 2:11); His vicarious and atoning death (I Corinthians 15:3; Ephesians 1:7; Hebrews 2:9) His bodily resurrection (John 11:25; I Corinthians 15:4); His physical ascension to the right hand of the Father (Mark 16:19); His personal physical return in power and glory (Acts 1:11; Revelation 19:11).
4. In the absolute necessity of regeneration by the Holy Spirit for salvation because of the exceeding sinfulness of human nature; and that men are justified on the single ground of faith in the shed blood of Jesus Christ and that only by God's grace and through faith alone are we saved (John 3:16-19; 5:24; Romans 3:23; 5:8-9; Ephesians 2:8-10; Titus 3:5).
5. In the eternal life of the both saved and the lost; they that are saved unto eternal life in Heaven with God, and they that are lost unto the eternal punishment in Hell without God. (John 5:28-29)
6. In the spiritual unity of believers in our Lord Jesus Christ (Romans 8; 9; I Corinthians 12:12-13; Galatians 3:26-28).
7. In the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:13-14; I Corinthians 3:16; 6:19-20; Ephesians 4:30; 5:18).
8. In the creation of man and the world by the direct act of God. (Genesis 1:26-28; 5:1-2).

B. Further, as members of the DownEast Men's Fellowship Association we believe and agree that these doctrinal statements (i.e. the contents of Appendix (a)), shall not be amended/modified or repealed as stated in Article VI of the Constitution.