

MBC

Governing Documents

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Charter of the Missouri Baptist Convention

The Messengers and the undersigned Officers of the Missouri Baptist Convention, who are natural persons of the age of eighteen years or more, adopt the following Articles of Agreement, which are hereby declared to be the Charter of the Missouri Baptist Convention:

Article I

NAME & DURATION

The name of the corporation is: Missouri Baptist Convention. The period of duration of the corporation is perpetual.

Article II

COMPOSITION & MEETINGS

The Missouri Baptist Convention ("MBC") is composed of Messengers who are members of affiliated Baptist churches in cooperation with the MBC and the Southern Baptist Convention ("SBC"), as provided in the MBC Constitution and Bylaws. The MBC holds a meeting of Messengers at least annually to conduct MBC business. The time, place, and manner of such meeting is determined by the Messengers, or otherwise provided in the MBC's Constitution and Bylaws. Messengers do not vote by proxy.

Article III

PURPOSE STATEMENT

- A. It is the purpose of the MBC to provide a general organization for Baptists, primarily in the State of Missouri, who cooperate with the SBC, and such other associations and affiliations as the MBC deems appropriate; for the promotion of Christian missions at home and abroad; to serve Great Commission churches for the glory of God; and such other religious, missionary, benevolent, charitable, or educational purposes as the Messengers determine. It adopts all necessary regulations for the conduct of its business not inconsistent with this Charter, including, without limitation, a Constitution and Bylaws.
- B. The Corporation is organized and operates exclusively for religious purposes as a convention of churches appointing Messengers, and not for the private benefit of any person. No part of the net earnings of the MBC shall inure to the benefit of or be distributable to any private person, including officers, employees, or agents of the MBC, except that the MBC is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the religious purposes set forth in this Charter, the Constitution, or the Bylaws.

- C. Nothing in the Charter, Constitution, Bylaws, and other governing documents of the MBC requires the MBC, its officers, agents, or affiliated churches to follow any civil law, rule, or ruling that requires any act or omission that violates Scripture or any religious belief or practice based on Scripture, according to their religious conscience, or that violates the right of Religious Freedom and Free Exercise which God has granted to all people and which the First Amendment to the U.S. Constitution was intended to protect.

Article IV

OFFICERS

The Officers of the MBC are defined in its Constitution and Bylaws. Except as provided in the Constitution and Bylaws, such Officers must be elected by the Messengers.

Article V

AMENDMENTS

This Charter may be amended at any meeting of the MBC by a two-thirds (2/3) vote, provided that the text of the proposed amendment has been introduced at the previous Annual Meeting. Any proposed amendment by a Messenger, upon introduction and being seconded, stands referred to the Executive Board for examination and hearing on such amendment and a report and recommendation to the Convention at the next Annual Meeting. Amendments originated by the Executive Board must be approved by a two-thirds (2/3) vote of the entire Board. Before MBC action, the proposed amendment(s) are published on the official website of the MBC at least thirty (30) days prior to the Annual Meeting. Amendments are then filed with government agencies as required by Chapter 352, RS Mo, as amended.

Article VI

DISSOLUTION

In the event of dissolution, the net assets of the corporation will be distributed to the Southern Baptist Convention, or as otherwise directed by the MBC Messengers by a two-thirds (2/3) vote, to one or more Southern Baptist associations, churches, or religious organizations of the same or similar religious purpose.

RESTATED AND AMENDED CONSTITUTION

Missouri Baptist Convention A Chapter 352 RS Mo Corporation

(October 23, 2017)

Article I

FORMATION

Pursuant to a decree of the Circuit Court of Cole County, Missouri, the Missouri Baptist Convention became a Missouri corporation after the October 2017 annual meeting. It succeeds in all respects the unincorporated Association known as the Missouri Baptist Convention. Such association was previously known as the Missouri Baptist General Association, the General Association of United Baptists, and the Baptist Central Society of Missouri. In this document, the "MBC" and the "Convention" refer to the Corporation.

Article II

COMPOSITION

The Missouri Baptist Convention ("MBC") is composed of Messengers from Southern Baptist churches singly aligned with the MBC, and cooperating with the MBC in its program of single alignment with the Southern Baptist Convention ("SBC").

Baptist churches are autonomous and may associate with other organizations, conventions, associations, or affiliations, so long as no part of those associations is incompatible with the MBC's Charter, Constitution, Bylaws, and statement of faith, as determined by the MBC. The MBC always has the right to determine the qualification of its own Messengers and affiliated churches. The MBC may at any time accept, decline, or discontinue a church's affiliation, or may seat, decline to seat, or remove as Messenger(s) any person(s) challenged as disqualified by reason of personal grounds or by reason of the character or attitude of the church sending such Messenger(s).

Article III

PURPOSE STATEMENT

Pursuant to its Charter, the MBC serves Great Commission churches for the glory of God, and such other religious, missionary, benevolent, charitable, or educational purposes as the Messengers may determine. The MBC cooperates with the SBC and other associations and affiliations as it deems appropriate.

Article IV
STATEMENT OF FAITH

God's Word as revealed in the Holy Bible is the sole authority in matters of faith and practice among Baptists. Confessions are only guides in interpretation, having no authority over the conscience. However, in order to set forth certain principles on which persons who are Baptists generally agree, we adopt as the Statement of Faith of the MBC the *Baptist Faith and Message*, in the current edition adopted by the SBC.

Article V
OFFICERS

The Officers of the MBC consist of a President, First Vice-President, Second Vice-President, and Secretary. The Executive Director of the Convention, as selected by the Executive Board, serves as Treasurer of the Convention.

Article VI
ANNUAL MEETING

1. Messengers meet at least annually at such time, place, and manner as the Messengers or the Executive Board may decide.
2. Each affiliated church may name Messengers with authority to attend and participate as Messengers at regular or special meetings of the MBC.
3. Messengers elect the Officers and Executive Board of the MBC.
4. The Executive Director reports on the activities and financial condition of the MBC during the Annual Meeting.
5. The Executive Director's staff records and summarizes the proceedings of the Annual Meeting and publishes them in the *Annual: Reports and Statistics*, after approval by the Executive Board.
6. In the event of a catastrophe, disaster, condition endangering life or health, or other grave emergency likely to affect a meeting, the officers of the Executive Board and members of the Administrative Committee, acting as a body, by majority vote (cast electronically, if needed) may cancel a regular or special meeting of the MBC, and may either reschedule the meeting date, time and place, conduct the meeting electronically, or may make provision for any extensions of terms of officers and committee assignments, and other adjustments or actions necessary for compliance with law and the governing documents.

Article VII
MBC POWERS AND THE EXECUTIVE BOARD

1. The corporate powers of the MBC are exercised by Messengers at regular or special meetings. The act of the majority of the Messengers voting at a business session is the act of the corporation, unless a greater number is required for a particular act by the Charter, Constitution, or the Bylaws. The MBC may delegate the management of the activities of the MBC to any person, corporation, or committee, provided that the activities and affairs of the MBC are exercised under the ultimate direction of the Messengers.
2. The Executive Board of the Missouri Baptist Convention, a Missouri nonprofit corporation ("Executive Board"), is the fiduciary, the fiscal, and the executive Entity of the MBC in all its affairs not specifically committed to some other Entity. The Executive Board has full power and authority to act for the MBC between Annual Meetings in any and all matters pertaining to the MBC, unless otherwise provided by the MBC. The Executive Board does not have power to contravene any motion to take action adopted by the MBC's Messengers or to do anything contrary to the MBC's Charter, Constitution, or Bylaws.
3. The Executive Board Trustees are the MBC's Officers and such other Trustees elected by the Messengers at the Annual Meeting. The number and composition of the Executive Board are determined as set forth in the Bylaws of the Executive Board. Each Executive Board Trustee must be a member of an affiliated church.

Article VIII
ENTITIES

1. An MBC Entity is an educational, benevolent, or religious corporation approved by the Messengers and listed as its Entity in the Bylaws. In order to safeguard such institutions to the MBC, the MBC is a member of each Entity's corporation.
2. Each Entity's governing board of Trustees has a fiduciary relationship to the Entity and the MBC. The Charters of MBC Entities (and all their subsidiaries) must include a provision requiring their charters and any changes to their charters to be approved in writing by the MBC during an Annual Meeting, after review by the Executive Board. As defined in the Bylaws, any vote to approve or disapprove is made by Messengers at an Annual Meeting, with the result recorded in writing.
3. The MBC elects the governing board of each of its Entities. An Entity may suspend a Trustee for cause. After the Messengers, or Executive Board, present to the Entity a formal charge or accusation of cause, and if the Entity does not suspend a Trustee, the Trustee may be suspended by the Executive Board. A Trustee may be removed only by vote of the Messengers.
4. Each governing board has full authority over the internal operation of the Entity and reports the Entity's operation and financial condition to the Messengers.

Article IX
COMMITTEES

The MBC has such standing committees as authorized by the Bylaws or the Messengers. Special committees may be appointed by the Messengers, President, or the Executive Board.

Article X
RELATION TO BYLAWS

This Constitution is superior to the Bylaws and all other governing documents of the Convention, except for the Convention's Charter. The Convention may not take any act inconsistent with this Constitution and/or its Charter.

Article XI
AMENDMENTS

This Constitution may be amended at any meeting of the MBC by a two-thirds (2/3) vote, provided that the text of the proposed amendment has been introduced at the previous Annual Meeting. Any proposed amendment to this Constitution by a Messenger, upon proper motion and second, stands referred to the Executive Board for examination and hearing on such amendment and a report and recommendation to the Convention at the next Annual Meeting. Amendments originated by the Executive Board must be approved by a two-thirds (2/3) vote of the entire Board. Before MBC action, the proposed amendment(s) are published on the official website of the MBC at least thirty (30) days prior to the Annual Meeting.

BYLAWS OF THE MISSOURI BAPTIST CONVENTION

BYLAW 1 COMPOSITION

The Missouri Baptist Convention (“MBC”) consists of Messengers from those cooperating Southern Baptist churches recognized as affiliated by the MBC as provided in the Constitution or these Bylaws.

BYLAW 2 MESSENGERS

Each affiliated church may send two (2) Messengers to the Annual Meeting, plus the greater of: 1) one additional Messenger for every \$6,000.00, or 2) one additional Messenger for each full percent of the affiliated church’s undesignated receipts, contributed to the MBC during the prior fiscal year through the Cooperative Program. No affiliated church may send more than twelve (12) Messengers. All Messengers must be members of their sending affiliated church.

BYLAW 3 OFFICERS

- A. The elected MBC Officers are the President, First Vice-President, Second Vice-President, and Secretary. The Executive Director serves as the Treasurer. Elected Officers must be members of cooperating MBC-affiliated churches and elected at the Annual Meeting. All elected Officers are *ex officio* Trustees of the Executive Board. Except for the Executive Director/ Treasurer, Officers serve from the end of one Annual Meeting through the next Annual Meeting.
- B. The President is the presiding Officer of the MBC during the Annual Meeting and of the Executive Board with the following responsibilities:
 - 1. To work with the Executive Director and the Committee on Order of Business to develop the theme and program for the Annual Meeting.
 - 2. To work with the Executive Director to set the agenda for all Executive Board meetings.
 - 3. To serve as an *ex officio* member of the Executive Board Administrative Committee.
 - 4. To appoint the members of the Executive Board Committee on Executive Board Committees.
 - 5. To nominate the members of the MBC Nominating Committee who are elected at the Annual Meeting.
 - 6. To serve as an *ex officio* member of the committees of the MBC, except for the Nominating Committee.

7. To serve as an *ex officio* member of the committees of the Executive Board, or to designate another Officer to serve, except for the Committee on Executive Board Committees.
 8. To serve as an *ex officio* Trustee, without vote, of each MBC Entity board, except the Executive Board where the President is a voting Trustee.
 9. To deliver an address at the Annual Meeting.
- C. In the event the President is unable to serve, the order of succession is the First Vice-President, Second Vice-President, and Secretary. In the event an elected Officer other than the President is unable to serve, the position remains vacant until filled at the next Annual Meeting. The President may assign the duties and functions of a vacant office among the remaining Officers as needed.
 - D. The Secretary is responsible to determine the presence or absence of a quorum for all meetings of the Executive Board; to prepare minutes of the Executive Board's meetings; to oversee preparation of proceedings of the Annual Meeting; and to authenticate records of the MBC.
 - E. In any action taken by the MBC as a member of an Entity corporation, the Secretary reduces such action to writing, and communicates the written action to the affected Entity.
 - F. A person is ineligible for nomination, election, or service as an elected MBC Officer if the person or his/her spouse is a salaried employee of the MBC, MBC Entities, or any Entity to which the MBC makes direct appropriations.
 - G. A candidate for elected office must be a Messenger who is nominated by another Messenger from the floor. Voting is by secret ballot. To be elected, the winning candidate must receive a majority of votes cast for the office. If there is only one nominee, the presiding Officer requests the Secretary to cast the ballot of the Convention on behalf of that nominee, and declares said nominee to be elected by the Convention to the office. If a runoff election is necessary, only the names of the two persons receiving the most votes on the first ballot appear on the run-off ballot.
 - H. A person who is elected and serves as President for two (2) full, consecutive annual terms is ineligible to be nominated or elected as any Officer until after the passage of one (1) year after the conclusion of his second full term.
 - I. No person can serve more than four (4) consecutive annual terms as an Officer. After a year sabbatical, a person is not term limited from being elected to any office.

BYLAW 4

EXECUTIVE DIRECTOR-TREASURER

The Chief Executive Officer of the MBC and the Executive Board is the Executive Director and Treasurer who communicates the story of how God is working through the cooperative efforts of Missouri Baptists and who represents and carries out the policies of the MBC and the Executive Board. With the exception of the Nominating Committee, or where there is a conflict of interest, the Executive Director serves as a non-voting member of all boards, committees, and commissions of the MBC. The Executive Director delivers an annual address at the Annual Meeting. The Executive Board employs and evaluates the Executive

Director. When authorized by the Executive Board, he may function as the legal representative of its interests.

He functions under the general direction of the Executive Board with wide latitude for independent decision-making within the framework of the governing documents, and within the limits of such other policies and directives which the MBC or the Executive Board may adopt. He serves the Board as its Chief Executive Officer and as the general manager of its work and staff ("Executive Board Staff").

BYLAW 5 COMMITTEES AND OFFICIALS

The MBC may create standing and special committees, establishing the number of members, purpose, and duration of each. Committees are guided by such rules and procedures as the MBC may adopt. Unless otherwise specifically provided in the MBC Constitution or Bylaws, an elected or appointed committee member is eligible to serve two (2) successive three-year terms, and then is ineligible for nomination for the same position until after two (2) years have transpired. A committee member who has not served two (2) full successive three-year terms may be eligible for nomination after one (1) year has transpired.

The MBC has the following committees and officials:

A. Elected Standing Committees

1. Nominating Committee

- a. Is governed by the *Nominating Committee Rules and Procedures* as approved by the Executive Board.
- b. Nominates persons to serve on the Executive Board, on the governing board of each Entity, a Committee on Order of Business, a Credentials Committee, and on each Commission.
- c. Consists of twenty-four (24) members fairly representative of the geographic regions of the MBC as referenced in the *Executive Board Bylaws*.
- d. The President nominates one-third (1/3) at each Annual Meeting, and recommends the Chairperson.
- e. Members serve three-year terms beginning at the close of the Annual Meeting at which elected.

2. Committee on Order of Business

- a. Proposes the order of business and an agenda for the next meeting of the Messengers and recommends the scheduling or disposition of motions from the floor.
- b. Provides periods of time during the Convention for the introduction of all matters requiring a vote not scheduled on the agenda, and, when introduced, shall fix times for the consideration of the same, unless the Convention then gives its unanimous consent for its

immediate consideration, or by two-thirds (2/3) vote instructs the Committee to arrange for consideration at a subsequent session of the same Convention, subject to these bylaws. When practicable, it gives notice in the Convention Bulletin of the substance of the motion or resolution and the time for its consideration. If unable to give notice in the Bulletin, it causes announcement to be made during a business session, action thereon to be taken at the subsequent session of that Convention.

- c. Consists of three (3) members; one (1) elected at each Annual Meeting. Chairperson is recommended by Nominating Committee.
- d. Members serve three-year terms beginning at the close of the Annual Meeting at which elected.

3. Credentials Committee

- a. Is governed by the *Credentials Committee Rules and Procedures* as approved by the Executive Board.
- b. Reviews and makes recommendations regarding affiliation of churches and their Messengers.
- c. Consists of six (6) members – two (2) elected at each Annual Meeting. Chairperson is recommended by Nominating Committee.
- d. Members serve three-year terms beginning at the close of the Annual Meeting at which elected.

B. Appointed Standing Committees

1. Committee on Resolutions

- a. Consists of five (5) members appointed by the President within ninety (90) days after his election.
- b. The Committee drafts and submits to the Messengers such resolutions as it determines appropriate and provides a disposition report.
- c. Member's one-year term of service is completed upon adjournment of Annual Meeting, and a member is eligible for reappointment in successive years.

2. Tellers Committee

- a. Assists the presiding Officer with the taking of all votes, collecting the ballots, tabulating the results, and delivering results to the presiding Officer.
- b. Consists of an adequate number of members to carry out the tasks.
- c. Appointed by the President not fewer than thirty (30) days prior to the Annual Meeting.
- d. Members serve one-year terms and are eligible for reappointment in successive years, without a waiting period.

- C. Vacancies: Should a vacancy occur between Annual Meetings, the vacancy can be filled using the same process by which the member was originally nominated. If the member was elected during the Annual Meeting, the appointment is temporary until

the next Annual Meeting. A member filling an unexpired term is eligible to be elected to a full term.

- D. Officials: The MBC has such standing and other officials as established by the Messengers or the Executive Board.
 - 1. Officials are appointed by the MBC President.
 - 2. Officials recruit such persons to assist in completing the duties.
 - 3. Officials serve a two-year term following appointment, and are eligible for reappointment to successive terms, without a waiting period.
 - 4. The MBC has a standing Official on Local Arrangements to assist the staff in making all necessary local arrangements for conducting the Annual Meeting.

BYLAW 6 ANNUAL MEETING

- A. The Annual Meeting of the MBC is a private religious gathering. The MBC reserves the right to limit attendance to Messengers and guests of affiliated churches. The MBC retains the right to take legal recourse against disruptive persons.
- B. The time, the place (city), and the site of a particular Annual Meeting is set by the Messengers in advance, on recommendation of the Executive Board after due consideration of available facilities and other factors. In the event that unforeseen circumstances make it impossible to have an Annual Meeting as scheduled, the MBC Executive Board has the authority to determine a new time, place, and manner (as needed) or to cancel the Annual Meeting, and to make provision for extensions of terms of offices, committees and boards, and other adjustments or actions necessary for compliance with law or governing documents.
- C. The MBC staff makes arrangements for registering Messengers before and during the Annual Meeting. Each Messenger must present approved credentials before being registered as a Messenger. If a question about a Messenger's credentials arises, the matter is referred to the Credentials Committee for study and report or recommendation to the Convention for action. All duly registered Messengers constitute the Annual Meeting. Each Messenger possesses all rights and privileges granted by the MBC Charter, Constitution, Bylaws, and parliamentary authority.
- D. During the first session of the Annual Meeting, the Committee on Order of Business introduces an agenda.
- E. Motions are brought to the floor by any registered Messenger at the time designated for miscellaneous business. Such motions are immediately referred to the Committee on Order of Business for scheduling or other disposition.
- F. The adoption of recommendations contained in reports to the Convention do not bind the Convention on any other matters in the body of the reports; but the Convention reserves the right to consider and amend the body of all reports. The reception of a report does not bind the MBC as to any recommendations contained therein, unless expressly adopted. The adoption of any motion or recommendation, including

amendments, is regarded as an expression of the will of the Messengers and therefore binding on Convention officials under the Convention's authority.

- G. The adoption of any resolution is viewed as an expression of the Messengers' sentiment and serves as guidance and information, but does not direct action by MBC Entities, churches, associations, or individual Missouri Baptists.
- H. Resolutions must be submitted in writing to the Committee on Resolutions at least sixty (60) days prior to the first session of the Annual Meeting. The person submitting a resolution must certify that he or she will be a Messenger to the Annual Meeting. The Christian Life Commission may submit resolutions directly to the Committee on Resolutions. The author of any resolution may address the Committee on Resolutions during their deliberations. Only resolutions recommended by the Committee on Resolutions may be considered, except a properly submitted resolution not recommended by the Committee may be considered by a two-thirds (2/3) vote of the Messengers. No person may submit more than three (3) resolutions per year. The Resolutions Committee shall publish all resolutions they intend to submit to MC Messengers not less than one week before the Annual Meeting on the MBC website.
- I. Personal appeals for funds are prohibited. No collection is taken for any cause at any session except by a special order approved in advance by the MBC Executive Board or by a two-thirds (2/3) vote of Messengers.
- J. All materials distributed in the general session meeting hall and foyer of the Annual Meeting must be approved by the MBC Executive Board.
- K. All exhibitors must be approved by the MBC Executive Board.
- L. Final decisions relating to the procedures and processes of the Annual Meeting are determined by the MBC Executive Board.

BYLAW 7

ENTITIES AND COMMISSIONS OF THE MBC

- A. The Entities and the Commissions of the MBC are:
 - 1. Education Entities: Hannibal-LaGrange University, Missouri Baptist University, and Southwest Baptist University.
 - 2. Benevolent Entities: The Baptist Home and Missouri Baptist Children's Home.
 - 3. Commissions: Christian Life Commission and Missouri Baptist Historical Commission.
 - 4. Other Entities: The Executive Board of the Missouri Baptist Convention and Missouri Baptist Foundation.
- B. Each Commission is overseen by Commissioners elected by the MBC.
- C. Each Entity is governed by a Board of Trustees elected by the MBC.
 - 1. Each Entity's governing Board of Trustees has a fiduciary relationship both with the Entity and the MBC and holds the assets as stewards in trust for the MBC.
 - 2. An Entity trustee serving a full or partial term is eligible for consideration to be nominated and elected to a (one) consecutive term, but after serving a consecutive term, is ineligible for renomination to that board for one year. Service of a partial term counts as a full term under these bylaws.

3. If a vacancy occurs on any board, the board Chairman advises the Chairman of the MBC Nominating Committee. This Committee fills the vacancy temporarily in accord with the Entity's governing documents.
- D. No person may serve on more than one (1) board or commission simultaneously.
- E. No MBC or Entity employee, except for the Executive Director, may serve on the board of any Entity of the MBC. When a Trustee of any Entity board becomes an employee, the Trustee position is vacated immediately.
- F. Each Entity's governing documents must provide that the MBC is a member of the Entity corporation, and must acknowledge that Entity Trustees have a fiduciary relationship both to the Entity and to the MBC, and provide the MBC, in its sole and absolute discretion, the following:
 1. the sole and exclusive right to elect and remove Trustees of the Entity;
 2. the right to notice of all meetings of the Entity's Board of Trustees;
 3. the right to recommend, approve, or reject, in writing, any addition, deletion, or other amendment to the Entity's Articles of Incorporation or Charter, Constitution, and/or Bylaws;
 4. the right to approve or reject the sale, mortgage, lease, pledge, or transfer of all, or substantially all, of the Entity's assets;
 5. the right to approve or reject the creation, amendment, or dissolution of any subsidiary of the Entity;
 6. the right to be present by an Officer at all meetings of the Entity's Board of Trustees;
 7. the right for the MBC President to serve as an *ex officio* Trustee, without vote, of the Entity's board;
 8. the right for the MBC Executive Director to serve as a non-voting *ex officio* Trustee of the Entity's board and as a non-voting member of any search committee for any Entity's Chief Executive Officer; and
 9. the right to approve or reject any material change of the ministry of the Entity.

BYLAW 8

REPRESENTATION ON MBC COMMITTEES, BOARDS, AND COMMISSIONS

- A. Each MBC committee, Entity board, and commission includes ministers and lay persons as members or Trustees or Commissioners. Not more than two thirds (2/3) of any group's members are from either category. The term minister is defined to mean active ordained ministers or other ministry staff. Non-ordained or retired ministry staff is considered laity.
- B. For purposes of terms of service on MBC committees, boards, and commissions, an MBC program year is defined as being from the close of one Annual Meeting to the close of the next Annual Meeting.

BYLAW 9
QUALIFICATIONS

Persons nominated, elected, or appointed to serve on committees, boards, or commissions meet the following qualifications:

- A. Give evidence of having received Jesus Christ as personal Lord and Savior.
- B. Be an active member, in good standing, of an affiliated church or in the case of out-of-state Trustees, the nominee must be an active member of a church in good standing with the Southern Baptist Convention.
- C. Be in agreement with the *Baptist Faith and Message* (current edition).
- D. Demonstrate decorum of holiness consistent with New Testament character, including the abstention from recreational use of controlled substances.
- E. Demonstrate a commitment to the cooperative purposes of the MBC/SBC.
- F. Complete the MBC new Trustee orientation after election or appointment.
- G. Possess experience or expertise helpful for the particular position.

BYLAW 10
**RESIGNATION OR REMOVAL OF PERSONS
ON MBC COMMITTEES, BOARDS, AND COMMISSIONS**

- A. An Officer may resign at any time by delivering notice to the other Officers and the Executive Director.
- B. Any person may resign at any time by delivering notice to the Chairman of the Committee, Board, or Commission on which he/she serves, to the MBC President, or to the Executive Director.
- C. Unless otherwise specified, any resignation is effective immediately.
- D. Before any person can be removed from office, the Chairman of the MBC Committee, Board, or Commission, an Officer of the MBC, and the Executive Director must be involved in the attempt to bring Christian resolution.
- E. Any appointee of the President of the MBC may be removed by a two-thirds (2/3) vote at a special meeting of the Officers called for the express purpose of such removal.

BYLAW 11
BUSINESS AND FINANCIAL PLAN

The MBC has a Business and Financial Plan. The Business and Financial Plan is published in the *Annual* following the Constitution and Bylaws for the MBC. It may be amended at the Annual Meeting by vote of the Messengers as provided in the Business and Financial Plan.

BYLAW 12
ENTITY CHARTERS

The Charter of any of the Entities of the MBC may only be amended at the Annual Meeting by a two-thirds (2/3) vote. All proposed charters or amendments to charters of the Entities of the MBC must be submitted to the Annual Meeting, after prior review and report by the Executive Board. Before MBC action, the proposed amendment(s) are published on the official website of the MBC at least thirty (30) days prior to the Annual Meeting. After MBC approval, copies of all charters and amendments are delivered by Entities to the Executive Director within thirty (30) days of filing with the state. This Bylaw also applies to subsidiary or auxiliary corporations of all Entities.

BYLAW 13
LEGAL COUNSEL

The Executive Board retains legal counsel for the MBC and the Executive Board.

BYLAW 14
OFFICIAL NEWS JOURNAL

The Pathway is the official news journal of the MBC, in both its print and digital formats. The Executive Director is the publisher of the official news journal. The Executive Board maintains editorial authority through the Editor of the official news journal.

BYLAW 15
INDEMNIFICATION

The MBC indemnifies present and former Messengers, affiliated churches, Officers, employees, and Agents of the Corporation from any legal liability regarding the Corporation and the affairs of the Corporation, to the fullest extent permitted by RS Mo 355.471 and .476, incorporated by reference to this Chapter 352 corporation, or by any other laws of the State of Missouri.

The Executive Board maintains liability insurance to cover such risk.

BYLAW 16
QUORUM

The quorum for any meeting of the MBC is the number of registered, credentialed Messengers present at the time of a vote.

The quorum for all meetings of the Executive Board, Commissions, and Committees is a majority of the persons eligible to vote, unless the Executive Board authorizes a different quorum due to special circumstances.

BYLAW 17
FISCAL YEAR

The fiscal year of the MBC is the calendar year. Each Entity determines its own fiscal year.

BYLAW 18
PARLIAMENTARY AUTHORITY

The parliamentary authority of the MBC is *Robert's Rules of Order Newly Revised* (latest edition). It governs the MBC in all cases to which they are applicable and in which they are not inconsistent with the Charter, Constitution, Bylaws, Business and Financial Plan, and any special rules of order the MBC may adopt. In keeping with a spirit of Christian fellowship, all business meetings are conducted with a minimum of formality so as to maintain fairness and order, while encouraging comfort and participation.

BYLAW 19
AMENDMENT TO BYLAWS

These Bylaws may be amended at any Annual Meeting by two-thirds (2/3) of the votes cast. An amendment to these Bylaws proposed by a Messenger by motion and a second stands referred to the Executive Board for a report to the Messengers no later than the next Annual Meeting. Amendments originated by the Executive Board must be approved by a two-thirds (2/3) vote of the entire Board. Before MBC action, the proposed amendment(s) are published on the official website of the MBC at least thirty (30) days prior to the Annual Meeting.

NOMINATING COMMITTEE RULES AND PROCEDURES

(revised 08-24-2021)

The Nominating Committee, working in an orderly and fair manner:

1. Obtains from the Executive Director's office a list of vacancies and expiring terms on each governing board and commission on which the Committee is to make a nomination.
2. Convenes at the first meeting called by the Chairman of the Nominating Committee, where orientation of the Committee's work is given, along with a list of known vacancies on all boards, committees, and commissions that will need to be filled at the next Annual Meeting. Those members not present at said meeting are to be sent the same list.
3. Communicates with each Entity president to confirm each vacancy and expiring term, to discuss persons eligible for a second term, and to request information about the particular needs of the institution and its board, in terms of personal attributes, skills, education, or experience. Since trustees are to provide accountability for administrators, entity presidents and chairmen of entity trustee boards who inform the Nominating Committee of eligible individuals to serve as a board trustee for their respective entity understand that the Nominating Committee alone selects well-qualified nominees to serve on MBC entity boards of trustees and brings those nominees to the messengers for affirmation.
4. Consults with the Executive Director and other MBC leaders in evaluating the needs of institutions and boards, including evaluating candidates for a second term and new candidates for service. The Nominating Committee is not required to give deference to recommendations from any individual or institution, but is charged to use its collective judgment, on behalf of MBC churches, to select well-qualified nominees to serve on MBC Entity boards of trustees.
5. Informs Missouri Baptists, through the official news journal of the Missouri Baptist Convention (MBC), about the procedure they may follow in recommending person(s) for the Committee's consideration and asks anyone making a suggestion to provide information which the Committee needs (name of person recommended, address, church membership, CP giving of the church, activity in the church and/or association, occupational or professional credentials, board or commission for which suggested, reason for thinking that the recommended person would serve well in this capacity, etc.). The publication of known vacancies that need to be filled is printed or posted online after the Committee's first meeting.
6. Ensures a biographical profile form (as approved by the Executive Board) is completed by each person recommended or nominated and, upon this person's election by the Messengers, is delivered to the Executive Director for filing in MBC records. A previous profile may suffice for a person eligible for a second term, provided the data is static and the

Nominating Committee verifies the information.

7. Ensures, in a timely fashion, that all members of the MBC Nominating Committee receive the names and biographical data of all recommendations as they are received by the Chairman of the Nominating Committee and MBC staff responsible for said information.

8. Ensures that at least one copy of all Committee minutes is archived by the Executive Director's Office.

9. Gives due consideration to all recommendations made to the Nominating Committee. Persons nominated are Christians of good reputation with a record of strong church involvement and support, and from churches that show strong and ongoing support, including financial support for the work of the MBC (or Southern Baptist Convention in the case of out-of-the-state Trustees). Cooperative Program support should be an important consideration (See item 17). The expectation is that persons nominated have special experience or expertise that he or she can bring to the respective board or commission.

10. Nominates persons to ensure geographical balance, while also broadening representation as to race, gender, age, and fresh experience on all boards and commissions.

11. Contacts all recommended persons to determine their willingness to serve if elected and to confirm their references.

12. Maintains a file of all persons recommended to the Nominating Committee for the future work of the Committee should a vacancy occur between Annual Meetings.

13. Honors the MBC Charter, Constitution, and Bylaws for major procedures for the Committee's actions.

14. Follows MBC Bylaw 7D that no person may serve on more than one (1) board or commission simultaneously. Similarly, a member of the Nominating Committee shall not simultaneously serve on a board or commission. If a member of a board, commission, or Nominating Committee is elected as an MBC officer, the seat is vacated temporarily during the term of officer service. The vacant seat may be temporarily filled by the Nominating Committee and the Executive Board, following the MBC Bylaws and these Rules, until the completion of officer service, at which time the former officer may resume the vacant seat for the remainder of the term, provided that the Nominating Committee and Executive Board retain discretion to make adjustments in the implementation of this rule, in order to comply with MBC Bylaws and these Rules.

15. Follows the policy that no immediate family members (spouse, child, parent) of a current Nominating Committee member is eligible for nomination on any Entity or commission of the MBC.

16. Follows the policy that each MBC church is limited concerning the number of persons serving on the boards of the MBC. Churches with a total membership of 1,000 or less may be represented by a maximum of two (2) persons serving on MBC boards and commissions simultaneously. Churches with a total membership of more than 1,000 may be represented by a maximum of three (3) persons serving on MBC boards and commissions. However, in the case of the larger congregation, no more than two (2) on the same board or commission.

17. Follows the policy that Missouri Baptists serving on the various boards and commissions of the Convention be supportive of both the Missouri Baptist Convention and the Southern Baptist Convention and an advocate for the Cooperative Program.

The Committee strongly prefers that a trustee's local church should give through the Cooperative Program at least the national average. Local church context may be a factor that temporarily impedes giving through the Cooperative Program at or above that level. However, for trustee consideration, the minimum objective should normally be at least one half (1/2) of the CP national average.

18. Provides a list of proposed nominations to the Executive Director a reasonable time prior to the Annual Meeting, so candidates can be invited to the trustee orientation at the Annual Meeting of the Convention. The Committee is not required, in advance of the Convention, to provide such list or other information about its work to persons making recommendations or to Entity leaders. The Executive Director will publish the Nominating Committee Report in the daily business update for messengers at the Convention.

19. Identifies persons eligible for a successive term not later than April 1 of each year; and determines if such persons continue to be willing and otherwise qualified to serve. The Committee is not required to nominate a current trustee who is eligible for a second term, but will prayerfully select those nominees who will best serve as trustees of MBC entities, in the ultimate discretion of the Committee.



**MBC Nominating Committee
PROFILE SHEET**

Name _____ Date of Birth _____

Address _____

City _____ State _____ Zip _____

Home Phone _____ Work Phone _____

Cell Number _____ Email _____

Are you a Lay Person or Minister: ☐ layperson (Non-ordained or retired ministry staff is considered laity.)
☐ minister (Active ordained ministers or other ministry staff.)

Please write a brief personal salvation testimony _____

Church Membership (Name of Church) _____

City and State _____

Church's Cooperative Program Contributions Last Year:

Amount \$ _____ Percentage of undesignated receipts _____%

Do you personally support and/or financially contribute to your local church and consequently the work of the Missouri Baptist Convention and Southern Baptist Convention through the Cooperative Program? ☐ yes ☐ no

List positions served in the local church, association, or MBC/SBC boards, committees, commissions, institutions served and offices held.

Occupation _____ Employed By _____

Give a brief statement of unique business/professional experience that might be beneficial to the Entity or commission you would serve.

Are you in agreement with the *Baptist Faith and Message* (current edition)? ☐ yes ☐ no
(For a copy of the *Baptist Faith and Message*, go to mobaptist.org/about-us/what-we-believe.)

Please give two references familiar with your local church involvement and your lifestyle that demonstrates a decorum of holiness consistent with New Testament character, including the abstention from recreational use of controlled substances (including alcohol, marijuana, etc.).

Name _____ Address _____

City _____ State _____ Zip _____

Phone _____ Email _____

Name _____ Address _____

City _____ State _____ Zip _____

Phone _____ Email _____

I pledge to complete the MBC new trustee orientation, as well as the orientation of the Entity or commission where I may be elected to serve. ☐ yes ☐ no

Once elected to your position, would you, if requested, agree to a background check by the Missouri Baptist Convention or the Entity you are nominated to serve? ☐ yes ☐ no

Subject to election by the MBC at the Annual Meeting, I would like to serve on (choose all that apply):

- | | |
|---|---|
| <input type="checkbox"/> MBC Executive Board | <input type="checkbox"/> Hannibal/LaGrange University |
| <input type="checkbox"/> Missouri Baptist Children's Home | <input type="checkbox"/> Missouri Baptist University |
| <input type="checkbox"/> Missouri Baptist Historical Commission | <input type="checkbox"/> Southwest Baptist University |
| <input type="checkbox"/> Christian Life Commission | <input type="checkbox"/> Missouri Baptist Foundation |
| <input type="checkbox"/> Baptist Home | <input type="checkbox"/> Credentials Committee |
| <input type="checkbox"/> Committee on Order of Business | |

Return form to: MBC Nominating Committee, Missouri Baptist Convention, 400 E. High Street, Jefferson City, MO 65101.

For Committee Use Only

Geographic Region _____ Association _____

CREDENTIALS COMMITTEE RULES AND PROCEDURES

1. The Credentials Committee is made up of six (6) individuals. Members serve terms of three (3) years and are nominated by the Nominating Committee and submitted for vote on the final day of the Annual Meeting. Two (2) are nominated and elected each year.
2. Members elected to fill an unexpired term serve the remainder of the unexpired term.
3. The Credentials Committee is a standing committee of the Missouri Baptist Convention (MBC).
4. The Committee has the right and responsibility to review and make recommendations regarding affiliation of churches with the MBC or enrollment concerning the credentials of Messengers. This includes churches that are petitioning the MBC for affiliation and affiliated churches or Messengers challenged on the basis of faith, polity, origin, character, doctrine, or practice.
5. The Committee is guided by such rules and procedures as the MBC may adopt from time to time. In addition, the Messengers may give direction and guidance to the Committee by its resolutions and votes while in session. The duly elected Credentials Committee is the interpreter of each qualification.
6. To be eligible for affiliation, a church must complete the following steps:
 - a. Any Baptist church desiring affiliation with MBC completes an affiliation application, affirming the *Baptist Faith and Message* (current edition), or a doctrinal statement that is compatible with it. The church must also make an initial contribution to the Cooperative Program through the MBC.
 - b. The application form and contribution must be received at the MBC office during the fiscal year prior to the Annual Meeting to which the church sends Messengers for the first time.
 - c. All churches submitting an affiliation application form are examined by the Credentials Committee as to their qualifications. If the Credentials Committee recommends affiliation status, and if the MBC approves by majority vote, the churches are welcomed to affiliation and the Committee issues credentials to their Messengers.
7. To remain an affiliated church, singly aligned with MBC, the church must meet the following qualifications:
 - a. Has contributed to the work of the MBC through the Cooperative Program on at least an annual basis, and
 - b. Has not contributed to the work of any other national convention of churches or organization that acts as a national convention, and has not sent representative(s) or Messenger(s) to such a convention (Any organization that independently sends and ordains ministers to the United States military services is considered a national convention), and

- c. Has not contributed financially to the work of any other state convention or organization that acts as a state convention in Missouri.

8. The Committee investigates the qualifications of a church to continue affiliation with the MBC or the qualifications of any person to serve as Messenger at the Annual Meeting upon a challenge from a credentialed Messenger or upon receipt or discovery of any information that, if true, causes the Committee to believe that the Messenger or church is disqualified, on personal grounds, or by reason of the character or attitude of the church.

9. Where the Committee is required to give notice to Messenger(s), a church, or others regarding the Committee's recommendation, such notice may be given orally or in writing, including telephonic or electronic, by the means deemed most appropriate by the Committee chair or his designee.

10. Nothing herein is construed to prohibit affiliation with the MBC by those Baptist churches with racial, ethnic, cultural, or organizational relations, so long as no part of those relations is contrary to the MBC Charter, Constitution, Bylaws, Business and Financial Plan, or Statement of Faith.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE EXECUTIVE BOARD OF THE MISSOURI BAPTIST CONVENTION**

Article I
NAME

The name of the corporation is: The Executive Board of the Missouri Baptist Convention.

Article II
DURATION

The period of duration of the corporation is perpetual.

Article III
REGISTERED OFFICE AND AGENT

The address of the Registered Office in the State of Missouri is: 400 E. High Street, Jefferson City, Missouri, and the name of its Registered Agent at said address is John Yeats.

Article IV
PRINCIPAL OFFICE

The principal office of the corporation is located in Jefferson City, Missouri, until otherwise ordered or directed by the Missouri Baptist Convention ("MBC").

Article V
PURPOSE

The purposes of the corporation are exclusively religious, missionary, benevolent, charitable, and educational.

1. The Executive Board is the fiduciary, the fiscal, and the executive Entity of the MBC in all its affairs not specifically committed to some other Entity.
2. The theological basis for practice of the Executive Board is the *Baptist Faith and Message* (current edition).
3. The Executive Board has full power and authority to act for the MBC between Annual Meetings in any and all matters pertaining to the MBC, unless otherwise provided by the MBC.
4. The Executive Board does not have power to countermand any action of the MBC adopted by the MBC's Messengers, or to do anything contrary to the MBC's Charter, Constitution, or Bylaws.

Article VI
TRUSTEES

The Directors of the Executive Board are called Trustees and elected by the Messengers at the Annual Meeting. Each Executive Board Trustee must be an active member of an affiliated church.

The corporation consists of Trustees, the number to be provided in the corporation's Bylaws, in which is vested the management of the affairs of the corporation, hereinafter referred to as "the Board."

Article VII
OFFICERS

The Officers of the Board consist of a Chairman, First Vice-Chairman, Second Vice-Chairman, and Secretary, all of whom serve without compensation. The Executive Director serves as Treasurer.

Article VIII
POWERS

The corporation has the power to receive and expend funds; employ persons; guarantee any securities and evidence of indebtedness created by any corporation of this State or any other State, consistent with the purposes of this corporation, and the Charter, Constitution, and Bylaws of the MBC; perform such duties in religious, missionary, educational, charitable, and benevolent work and activities of the MBC as may be consistent with the directions of the MBC; and to exercise any, all, and every power which a non-profit corporation organized under the General Not For Profit Corporation Act of Missouri may exercise.

Article IX
BYLAWS

The Board may adopt, repeal, or amend Bylaws and may adopt new or additional Bylaws for the conduct of its business not inconsistent with the Charter, Constitution, and Bylaws of the MBC.

Article X
DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be distributed to the Southern Baptist Convention, or, if otherwise directed by the MBC Messengers at a meeting of the MBC by a two-thirds (2/3) majority of votes cast, to one or more Southern Baptist associations, churches, or religious organizations of similar mission,

vision, and purpose. No person associated with this corporation may derive benefit or gain from such an assignment of residual assets.

Article XI **AMENDMENTS**

The Executive Board may amend these Articles by: (a) a two-thirds (2/3) vote of the entire membership of the Board at any regular meeting thereof, provided a written notice of the proposed changes is given at the previous meeting of the Board; and (b) approval of proposed amendments by the MBC as required by the MBC Charter, Constitution, and Bylaws.

Article XII **SOLE MEMBER**

The MBC is the sole member of the Executive Board corporation, and its Trustees have a fiduciary relationship to the MBC and the Executive Board corporation. The Annual Meeting of the MBC is the Annual Meeting of the Member. The Board gives the MBC, in the MBC's sole and absolute discretion, the following rights:

1. the sole and exclusive right to elect and remove Trustees of the Board;
2. the right to notice of all meetings of the Board;
3. the right to direct, approve, or reject, in writing, any addition, deletion, or other amendment to the articles of incorporation and/or Bylaws of the Board or its subsidiary corporations, if any;
4. the right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the Entity's assets;
5. the right to approve or reject the creation, amendment, or dissolution of any subsidiary or similar incorporated Entity of the Board;
6. the right for the MBC, by its Officers or Agents, to be present at all meetings of the Board;
7. the right for the MBC President to serve as an *ex officio* voting Trustee of the Board, and Chairman of the Board;
8. the right for the MBC Executive Director to serve as a non-voting *ex officio* member of the Board.

Article XIII
ELECTRONIC VOTING

If a special circumstance arises whereby the Board is required to vote on a matter but unable to call a special meeting, an electronic or mail vote may be authorized provided:

1. Proxy voting is prohibited.
2. The vote is authorized in advance by the Board or at the request of the Executive Director and a majority of the Officers.
3. The quorum for the ballot is the number of all qualified trustees.
4. The Board Trustees have access to the question to be voted on in writing, either by mail, fax, or electronic means.
5. A telephone conference call, or other electronic means, such as “web conferencing,” whereby collaborative interaction is possible, is provided to discuss the question.
6. Every Board Trustee has opportunity to cast a vote by mail, fax, or electronic means.
7. The Secretary reviews and certifies the vote total, and that the quorum requirement has been met.

Article XIV
THIRD PARTY APPROVAL RIGHTS

If the foregoing member rights are rescinded, repealed for any reason, or declared void or unenforceable for any reason by a court, then MBC shall have the rights to approve charter amendments as a third party pursuant to Chapter 355.606. RS Mo.

BYLAWS OF THE EXECUTIVE BOARD OF THE MISSOURI BAPTIST CONVENTION

BYLAW 1 GOVERNING DOCUMENTS

The Executive Board of the Missouri Baptist Convention (“Executive Board”) adopts the following Bylaws, which, along with the Charter, Constitution, Bylaws, and Business and Financial Plan of the Missouri Baptist Convention (“MBC”), and the Articles of Incorporation of the Executive Board, govern its business and operations.

BYLAW 2 TRUSTEES OF THE EXECUTIVE BOARD

- A. The MBC elects, removes, and fills vacancies of Trustees on the Executive Board.
- B. To reflect the demographic diversity of the MBC, the Executive Board organizes the MBC into geographic regions. Each region is represented by an equal number of Trustees. The Messengers have authority to fix or alter by motion the number of regions and their boundaries, or the number of Trustees per region, or the maximum number of elected Trustees, subject to these Bylaws.¹
- C. All Trustees, except the Trustees that are Officers of the MBC, are elected to terms of three (3) years, approximately one-third (1/3) of the Trustees from each region elected each year. All terms expire as scheduled. A regional Trustee may serve two (2) successive three-year terms, and is ineligible for nomination until after two (2) years have transpired. A regional Trustee that has not served two (2) full successive three-year terms may be eligible for re-election after one (1) year has transpired. Only one (1) person from an affiliated church may serve as a regional Trustee at a given time on the Executive Board. A Trustee who moves out of the region, but continues to be a member of an MBC affiliated church, may remain on the Executive Board for the remainder of the current Convention year.
- D. Each Executive Board Trustee:
 - 1. is a steward of the resources affiliated churches have entrusted to the MBC,
 - 2. is an advocate for the MBC in the Trustee’s respective region, and
 - 3. serves in accord with MBC governing documents.
- E. If a vacancy occurs between Annual Meetings of the MBC, the Chairman of the Executive Board promptly notifies the Chairman of the MBC Nominating Committee. Within sixty (60) days of the vacancy, the Nominating Committee fills the position until the next Annual Meeting of the MBC. If such vacancy occurs by reason of an Officer of the MBC being an area Trustee of the Executive Board, or within ninety (90) days prior to the next Annual Meeting, the vacancy is filled at the Annual Meeting by vote of Messengers.

¹ In 2018, it is expected that six (6) trustees in each of eight (8) regions, plus the officers, will represent the Executive Board.

- F. No salaried employee of the MBC or any Entity to which the MBC makes direct appropriations, and no spouse of such employee, is eligible to serve as an Officer or Trustee of the Executive Board during the period of employment, except for the Executive Director-Treasurer.

BYLAW 3 MEETINGS

- A. The Executive Board meets at least three (3) times each year.
- B. Meetings are held on the Monday/Tuesday following the first Sunday in March; the Monday/Tuesday following the fourth Sunday in August; and preceding the Annual Meeting of the MBC at the same place as the Annual Meeting, unless otherwise established at a previous Executive Board meeting.
- C. All meetings of the Executive Board and its committees are private religious gatherings. The Executive Board reserves the right to limit attendance to Trustees and members of affiliated churches, and to declare executive session.
- D. Special meetings may be called by the Chairman, a majority of the Administrative Committee, or by the request of a majority of the Trustees of the Executive Board.
- E. In the event of a catastrophe, disaster, condition endangering life or health, or other grave emergency, the officers of the Executive Board and members of the Administrative Committee, acting as a body, by majority vote (cast electronically) may cancel a regular or special meeting, and may either reschedule the meeting date, time and place, or make provision for any extensions of terms of offices, committees assignments, and other adjustments necessary for legal compliance, subject to the ratification of the Executive Board at its next meeting.

BYLAW 4 OFFICERS

- A. The Officers of the MBC serve as the Officers of the Executive Board without compensation as follows: The President as Chairman, the First Vice-President as First Vice-Chairman, the Second Vice-President as Second Vice-Chairman, and the Secretary as Secretary. The MBC Executive Director serves as Treasurer.
- B. The Treasurer maintains proper financial records and has custody of all the funds that may come into the possession of the MBC, and disburses as directed by the MBC and/or the Executive Board, and for the purposes for which they were contributed. The Executive Board provides for the bonding of the Treasurer adequately to protect the interests of the MBC and the Executive Board. The accounts of the Treasurer are audited by a certified public accountant each year at the expense of the Executive Board.

BYLAW 5
EXECUTIVE DIRECTOR-TREASURER

- A. The Executive Board elects, determines the compensation, and evaluates the Executive Director. The functions of the Executive Director, the annual performance evaluation procedures, and all other personnel-related issues for the Executive Director are located in the *Operations Manual*.
- B. The Executive Director is the Chief Executive Officer of the MBC and the Executive Board and is the one who communicates the story of how God is working through the cooperative efforts of Missouri Baptists and who represents and carries out the policies of the MBC and the Executive Board.
- C. With the exceptions of the Nominating Committee or where there is a conflict of interest, the Executive Director serves as a non-voting member of all boards, committees, and commissions of the MBC. The Executive Director delivers an address at the Annual Meeting. When authorized by the Executive Board, he may function as the legal representative of its interests.
- D. The Executive Director is a fiduciary of the MBC and the Executive Board, and is accountable at all times for carrying out the policies and instructions of the MBC and Executive Board.
- E. The Executive Director assigns staff to assist the Executive Board Trustees in fulfillment of their functions.
- F. The Executive Director reports to the Executive Board at each regular meeting and has the opportunity to promote any items of MBC business.
- G. The Executive Board employs personnel ("Executive Board Staff") and determines the compensation necessary for performing the Executive Board's work. The Executive Director may be classified as an employee of the MBC and the Executive Board while compensation and benefits are furnished by the Executive Board.
- H. The Executive Board has authority to suspend, terminate, and remove the Executive Director.
- I. Search Committee for the MBC Executive Director
In the event of the loss of an Executive Director,
 - 1. The MBC Executive Board selects a nine-member (9) Search Committee from nominees determined by the Administrative Committee. The sitting President of the convention serves as one member of the Search Committee and the Administrative Committee selects four (4) additional members from the Executive Board and four (4) members at large who may or may not be Trustees of the Executive Board. In addition, the MBC Entity Presidents cooperatively select one of themselves to serve without vote.
 - 2. The Search Committee elects its Chair, Vice-Chair, and Secretary who serve for the duration of the process.
 - 3. The Search Committee may solicit a professional consultant firm to assist in the process of selecting a candidate. The funds for a consultant are to be taken from general funds or if necessary, from reserve accounts.

4. Once a candidate is selected, the Committee must prepare a salary package and covenant that is agreeable to the Committee and the candidate.
5. The Search Committee presents the candidate and the covenant agreement to the Administrative Committee for interview and salary approval.
6. The Search Committee and the Administrative Committee make a combined recommendation to the Executive Board for approval.
7. Twenty-four (24) months after the selection of the Executive Director, the Search Committee members receive a one-time invitation to participate in the Executive Director evaluation process.

BYLAW 6 **EXECUTIVE BOARD STAFF**

- A. The Executive Board prepares an *Operations Manual*, which is available upon written request to all Executive Board members and employees. This *Operations Manual* includes a formal appeals system, an evaluation system, wage policies including grade and step salary plan, and other Executive Board policies on such things as retirement, vacations, terminations, travel, honoraria, building administration, purchasing procedures, etc. The *Operations Manual* includes both Executive Board and administrative policies and processes.
- B. All personnel are supervised as outlined in the Executive Board *Operations Manual*.

BYLAW 7 **COMMITTEES OF THE EXECUTIVE BOARD**

- A. The Executive Board can form itself into committees.
- B. The Officers of the Executive Board are assigned to the committees of the Board by the Chairman unless an Officer is a duly elected area Trustee.
- C. A person may serve as Chairman of an Executive Board committee a maximum of three (3) consecutive years.
- D. The Executive Board can authorize the Chairman to form a committee or task force for a specific purpose and term.
- E. All committees of the Executive Board may meet as necessary.
- F. Chairpersons prepare agendas in collaboration with the staff liaison, and the Executive Director communicates the agendas at least ten (10) days prior to convening.

BYLAW 8 **ADMINISTRATIVE COMMITTEE – STANDING COMMITTEE**

- A. Purpose: Serves with the Executive Director in the implementation of Executive Board policies, programs, and ministries assigned to its general care.
- B. Scope: The Administrative Committee is concerned with the following areas affecting the life and work of the MBC, but not limited to them: personnel

- management, public relations, and MBC operations.
- C. Membership: The Administrative Committee consists of four (4) at-large Trustees of the Executive Board, the Chairman of the Executive Board, the Executive Director, the Chair of the Entity Relations Committee, and the Chair of each ministry committee. The First Vice-Chairman of the Executive Board attends the meetings of the Administrative Committee without vote.
- D. Responsibilities:
1. Monitor the effectiveness of the services and programs assigned to its general oversight.
 2. Study and propose changes in the MBC and Executive Board governing documents as appropriate.
 3. Recommend to the Executive Board the procedures to govern the Executive Board's operation.
 4. Review and organize the MBC into regions as needed.
 5. Recommend to the Executive Board all personnel policies.
 6. Oversee the permanent keeping of all MBC and Executive Board minutes and other official documents.
 7. Provide for the oversight of the business and administrative affairs of the Executive Board and for the monitoring of the MBC Business and Financial Plan.
 8. Receive a report from and serve as the liaison for the official news journal of the MBC.
 9. Recommend to the Executive Board the Cooperative Program Allocations Budget and the Operations Budget.
 10. Maintain oversight of the *Operations Manual* that includes a uniform grievance policy and annual review policy.
 11. Oversee the evaluation of the Executive Director following the criteria in the *Operations Manual*. The Chairman of the Administrative Committee appoints an Executive Director Evaluation Subcommittee.

BYLAW 9

ENTITY RELATIONS COMMITTEE – STANDING COMMITTEE

- A. Purpose: To advocate for and respond to all Entities of the MBC, other than the Executive Board.
- B. Scope: The Entity Relations Committee is concerned with the dual roles of advocacy and support for Entities while ensuring the interests of Missouri Baptists are served and protected. The Committee recognizes the basic responsibility of each Entity to direct, manage, and administer its own internal and operational affairs.
- C. Membership: The Entity Relations Committee consists of six (6) Trustees of the Executive Board. The Executive Director's designee serves as staff liaison to the Committee.

- D. Meetings: The Entity Relations Committee meets at least two (2) times each year in conjunction with the regular meetings of the Executive Board. Entity Presidents, or their designee, are encouraged to attend and give a report at each regularly scheduled meeting.
- E. Responsibilities:
 - 1. Develop and implement effective procedures for Entities to liaise with the Executive Board.
 - 2. Review the allocation of funds available for distribution to the various Entities and advise the Executive Director.
 - 3. Receive and make recommendation in relation to:
 - a. Removal of any MBC elected or appointed Trustee from an Entity's board;
 - b. An amendment to articles of incorporation and bylaws of an Entity or the governing documents of its subsidiaries;
 - c. The sale, mortgage, lease, pledge, or transfer of all, or substantially all, of an Entity's assets;
 - d. The acquisition, formation, or dissolution by the Entity of any subsidiary, affiliate, or other jural body operated by or for the benefit of the Entity; and
 - e. Any material change of the ministry of an Entity.
 - 4. Annually receive, review, and report to the Executive Board regarding Entity audits.
 - 5. Report to the Administrative Committee and Executive Board in their regular meetings.

BYLAW 10

AUDIT COMMITTEE – STANDING COMMITTEE

- A. Purpose: Recommend and oversee the independent audit process and recommend the implementation of internal controls.
- B. Scope: The Audit Committee's work is limited to the matter of auditing and internal controls. The Committee recommends a qualified auditing firm to the Executive Board.
- C. Membership: The Audit Committee has four (4) members selected from the Executive Board: two (2) from the Support Services Committee and two (2) at large. The Executive Director's designee serves as staff liaison to the Committee.
- D. Meetings: The Audit Committee meets at least two (2) times annually.
- E. Committee Functions and Responsibilities:
 - 1. Recommends a qualified auditing firm for the purpose of rendering an opinion annually on the financial records maintained by the Executive Board.
 - 2. Receives the audit from the auditing firm.
 - 3. Reports the audit to the Administrative Committee and the Executive Board.
 - 4. Assures the audit is conducted in keeping with the terms prescribed by the MBC Business and Financial Plan.

5. Reviews the management letter from the auditor with the Executive Director.
6. Makes internal control recommendations.

BYLAW 11

COMMITTEE ON EXECUTIVE BOARD COMMITTEES – SPECIAL COMMITTEE

- A. Purpose: The purpose of the Committee on Executive Board Committees is to nominate the members and the chair of each committee of the Executive Board.
- B. Membership: The Committee on Executive Board Committees consists of six (6) Trustees of the Executive Board. The Executive Director serves as an *ex officio* member. The Executive Board Chairman, in consultation with the Officers, selects and appoints the members of the Committee on Executive Board Committees in the same proportion of laymen and ministers as constitute the Executive Board, and designates the Committee's Chair. These appointments are made and reported to the Executive Board at the close of the meeting held in the spring. Each member of this Committee is appointed for a term of two (2) years. Terms of three (3) members of this Committee expire each year. The Chair's position is for one (1) year. If a vacancy occurs, the position is filled by the Executive Board Chairman in consultation with the Officers. The members of this Committee are not eligible to serve on the Administrative Committee.
- C. Meetings: Meets as necessary. They submit their report to the Executive Board prior to the Annual Meeting for adoption, subject to the MBC adoption of the Nominating Committee Report.
- D. Responsibilities: Annually nominates each Trustee of the Executive Board to one (1) of the Executive Board Committees, and nominates a Chair for each Committee. Studies biographical material concerning Trustees of the Executive Board and attempts to make nominations on the basis of expertise, interest, and tenure. Efforts should be made to avoid conflicts of interests, e.g., persons serving on other boards with related interests, etc. Attention should be given to expiration of terms and balance of skills in each Committee so as to avoid depletion of experience and skills within a given Committee in future years. Communicates with the Chairman of the MBC Nominating Committee and requests biographical material on nominees for election to the Executive Board.

BYLAW 12

MINISTRY COMMITTEES

- A. Purpose: Each Ministry Committee addresses one of the vital functions of the MBC to assist the Executive Director.
- B. Membership: The membership of each Ministry Committee consists of an equal distribution of the Executive Board. The Executive Director's designee serves as staff liaison to the Committee.
- C. Meetings: The Ministry Committees meet at the regular times of the Executive Board and as necessary.

- D. Responsibilities: Each Ministry Committee approves for recommendation to the Executive Board all matters within its scope:
1. Monitors the effectiveness of the initiatives and services under its general oversight.
 2. Recommends to the Administrative Committee items that change the Executive Board's policies and procedures, and/or approval of use of non-budgeted funds.
 3. Provides support and counsel to the staff liaison assigned to the Ministry Committee.
 4. Brings recommendations to the Administrative Committee as necessary.
 5. Brings a report to the Executive Board in its regular meetings.

BYLAW 13

GENERAL PROCEDURES FOR THE EXECUTIVE BOARD

- A. The Executive Board reports annually and presents to the MBC in its Annual Meeting a Cooperative Program Allocations Budget for the succeeding calendar year, including both MBC and Southern Baptist Convention objects for the Convention's consideration and adoption. All undesignated contributions to the Convention are distributed in accordance with the allocations budget and the MBC Business and Financial Plan.
- B. Miscellaneous items are automatically referred to the Administrative Committee, which may refer to the appropriate committee before consideration by the Executive Board. Immediate consideration may be given on approval of a simple majority of the Executive Board.
- C. The removal or transfer of any monies from the Reserve Fund(s) administered by the Executive Board requires the affirmative vote of two-thirds (2/3) of votes cast.

BYLAW 14

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of all eligible Trustees of the Executive Board at any regular meeting thereof, provided that a written notice of the proposed amendment is given thirty (30) days before the next meeting of the Executive Board, and provided that the proposed amendment is published on the official website of the MBC at least thirty (30) days before the Annual Meeting and the MBC approves the amendment by a two-thirds (2/3) vote.

BUSINESS AND FINANCIAL PLAN OF THE MISSOURI BAPTIST CONVENTION

1. Cooperative Program and Special Offerings

- A. The Cooperative Program ("CP") is Southern Baptists' unified plan of giving, through which cooperating Southern Baptist churches give a percentage of their undesignated receipts in support of their respective state convention and the Southern Baptist Convention's ("SBC") missions and ministries. The Missouri Baptist Convention ("MBC") is committed to the CP as the primary method for supporting missions and ministry through the MBC and its Entities, and the SBC and its Entities.
- B. The MBC also promotes four Special Offerings: (1) the Lottie Moon Christmas Offering for International Missions, (2) the Annie Armstrong Easter Offering for North American Missions, (3) the Rheubin L. South Missouri Missions Offering, and (4) the SBC World Hunger Offering.

2. Budgets

- A. Each Entity of the MBC submits to the Executive Board a copy of its annual budget as adopted by its board showing an itemized estimate of receipts and expenditures for the next fiscal year.
- B. The Executive Board develops and submits for MBC approval the goal and the budgets as follows:
 - 1. A CP Budget Goal showing the total amount of funds expected to be received through the MBC for the Cooperative Program in the fiscal year.
 - 2. An MBC CP Allocations Budget showing:
 - (a) Percent of available funds allocated to the SBC causes;
 - (b) Percent of available funds allocated to MBC Entities;
 - (c) Percent of available funds allocated to the ministries of the MBC and its ministry partners.
 - 3. An Executive Board Budget displaying
 - (a) Expected receipts from all sources for the MBC and the Executive Board.
 - (b) Proposed disbursements for the MBC and Executive Board ministries.
- C. The CP Budget Goal and the proposed CP Budget Goal, the MBC CP Allocations Budget, and the Executive Board Budget are printed and distributed to the Messengers via the *Book of Reports*.
- D. At its Annual Meeting, the MBC approves the CP Budget Goal, the MBC CP Allocations Budget, and the Executive Board Budget.

3. Distribution of Funds

- A. The Executive Board is the disbursing Entity of the MBC.
- B. The SBC portion of the CP Budget Goal received is remitted monthly within ten (10) workdays after close of each month.
- C. The MBC CP Allocations Budget receipts are distributed according to the allocations approved by the MBC. Distribution is made monthly on a percentage

basis proportionate to the amounts allocated until the approved budgets are met. All designated funds received for SBC causes are distributed monthly.

4. Handling of Funds

- A. All persons who transfer or safeguard funds or securities of the MBC or any Entity of the MBC must be bonded in the amount sufficient to protect against the loss of the funds or securities involved. Such bonds may be reviewed and approved by the Executive Board.
- B. The financial records of the MBC or any Entity of the MBC are open for inspection by MBC Officers, Trustees, and members of any affiliated Baptist church upon reasonable written request. A written request may be directed to the appropriate board or Entity. A reply may be expected within ninety (90) days.

5. Contracts

- A. Construction contracts in excess of \$25,000 are only negotiated with contractors that are adequately bonded.

6. Reporting

- A. The Executive Director reports to the Executive Board and to the Officers of the Entities of the MBC at each regularly scheduled Executive Board meeting concerning the following: (1) receipts of all monies, including the CP and designated and other Executive Board and general MBC incomes, and (2) disbursement of funds.
- B. The Executive Board reports to the churches at least annually the receipts from the churches and the distribution of these funds in accordance with the budgets approved by the MBC.
- C. Each Entity of the MBC reports to the Executive Board at least annually relative to its financial condition and operations.

7. Direct Solicitations

- A. No appeals are to be made directly to churches by any Entity of the MBC or the SBC for financial needs without the approval of the MBC or the Executive Board.

8. Indebtedness

- A. No MBC Entity or any of its Officers, committees, departments, or subsidiary corporations may create any indebtedness exceeding \$100,000 or 2% of the MBC Entity's annual operating budget, whichever is greater, except such as can be repaid out of anticipated receipts and/or other sources within a period of three (3) years without the formal approval in writing of the Executive Board. If the creation of indebtedness involves the erection of building(s) or the purchase of real estate, the Entity shall furnish the Executive Board, in writing, information relative to the source(s) of such receipts.
- B. Neither the Executive Board nor any of its Officers or subsidiary corporations may create any indebtedness, either directly or indirectly, exceeding \$100,000 or 2% of

the Executive Board's annual operating budget, whichever is greater, except such as can be repaid out of anticipated receipts from the MBC (and other sources) within a period of three (3) years without the consent of the Messengers.

9. Trust Funds

- A. Each Entity of the MBC must keep all trust funds and donor-designated funds separate and sacred to the trust or the cause for which they are designated. Commingling of trust funds with general funds is prohibited.

10. Investment of Funds

- A. Each MBC Entity is encouraged, when appropriate, to use the Missouri Baptist Foundation or another qualified Baptist Foundation for investment of funds, permanent or temporary, functioning as endowment or escrow. Neither the MBC, nor its Entities, may use its funds in any way to purchase securities issued by the MBC or any other MBC Entity.

11. Cash Control

- A. Each Entity of the MBC maintains appropriate internal control procedures in keeping with generally accepted accounting principles and sound fiscal accounting practices.
- B. On behalf of the MBC or the Executive Board, prior written approval of the Executive Director/Treasurer of the MBC is required for the establishment or modification of any depository bank account.
- C. The list of authorized signatures must include the Executive Director-Treasurer.
- D. Two (2) authorized signatures must be required for withdrawal of funds from any account.
- E. The bank must be instructed to send monthly statements to the office of Financial Services.

12. Executive Board Designated Funds (Net Assets)

- A. Executive Board Designated Net Assets are in the form of cash or investments (liquid assets). In order to maintain control of these assets, all non-budgeted use of funds is evaluated as follows:
 - 1. The initial request for non-budgeted use of funds is submitted to the Executive Director/Treasurer.
 - 2. The Executive Director/Treasurer and the Financial Services staff analyze possible sources of available funds and the impact on net assets.
 - 3. The Executive Director or his designate presents the recommendation to the Administrative Committee of the Executive Board that may recommend the proposal to the Executive Board for action.
 - 4. A permanent file of Executive Board actions approving non-budgeted use of funds is maintained in the Financial Services office.
 - 5. Designated funds are maintained in separate accounts.

13. New Enterprises and Expansions Involving MBC Contingent Liability

- A. As used in this section, the following terms have the meanings set forth:
 - 1. "Contingent liability" or "contingently liable" means any new debt of an Entity for which the MBC must sign as a debtor or guarantor; or any debt of an Entity for a plan of expansion which will not be fully collateralized according to customary banking practices; or any plan of expansion which would impair the ability of the Entity to pay its current or future debts.
 - 2. "Plan of expansion" includes but is not limited to construction of new plant facilities, remodeling of existing plant facilities, additional degree programs at educational Entities, or additional care facilities at benevolent Entities.
- B. No new Entity involving the expenditure of funds of the MBC or the contingent liability of the MBC is authorized except upon favorable action by the Messengers at an MBC meeting.
- C. Any plan for expansion by any Entity beyond any commitment previously approved by the Messengers for which the MBC is contingently liable must be submitted to the Entity Relations Committee for review, report, and recommendation as to approval or disapproval by the Executive Board. The Executive Board responds to the report and recommendation of the Entity Relations Committee. If the Executive Board approves the plan for expansion by a vote of three-fourths (3/4) of those Trustees present and voting, the plan may then be implemented. No such plan may be implemented without the prior approval of the Executive Board as herein set forth; provided, however, that any plan of expansion disapproved by the Executive Board may be implemented upon the approval of the Messengers at the next Annual Meeting following disapproval by the Executive Board.
- D. Written notice of intention to submit a plan for expansion as provided for in paragraph (C) of this section is given to the Chairman of the Entity Relations Committee, the President of the MBC, and the Executive Director within thirty (30) days after an Entity has submitted such a plan for expansion to its board of Trustees and received authorization to proceed with work regarding research and preparation of a formal proposal. The notice of intention to submit a plan for expansion contains all information available at the time of submission as to the nature of the project, total approximate cost, and extent of MBC liability or financial participation.
- E. The Executive Board may from its own funds employ personnel to study and review proposed plans of expansion.

14. Purchasing

- A. The Executive Board establishes purchasing protocols for the Executive Board staff, which should recognize appropriate internal control procedures.

15. Charters

- A. The Charter of the MBC or any of the Entities of the MBC may only be amended at the Annual Meeting by a two-thirds (2/3) vote. All proposed charters or

amendments to charters of the Entities of the MBC must be submitted to the Annual Meeting, after prior review and report by the Executive Board. This provision also applies to subsidiary or auxiliary corporations of all Entities. Copies of all charters and amendments to charters are delivered to the Executive Director within thirty (30) days of filing with the state.

16. Contingent Reserve Fund

- A. It is desired that the Executive Board raise and maintain a Contingent Reserve Fund equal to at least three (3) months of its operational budget. This fund is maintained by applying unused funds at the year's end and/or by budgeting an annual amount. The Executive Board determines and provides for the adequacy of such fund.
- B. Each Entity of the MBC has a protocol for holding a reserve for contingencies.

17. Audits

- A. The Executive Board, upon recommendation from its Audit Committee, employs an independent certified public accounting firm to conduct an annual audit of the financial condition and operations of the MBC. The accounting firm submits a report of the audit through the Audit Committee. The Executive Board submits a report of the audit to the MBC.
- B. Each Entity employs an independent certified public accounting firm to conduct an annual audit of its financial condition and operations. The accounting firm submits a report of the audit to the board of the Entity.
- C. Copies of all audit reports of the financial condition and operations of the MBC and of its Entities are filed in the office of the Executive Director.
- D. A copy of any audit report of the MBC or any Entity of the MBC is open for inspection by MBC Officers, Trustees, and members of any affiliated Baptist church upon reasonable written request. A written request may be directed to the appropriate board or Entity. A response is expected within ninety (90) days.
- E. A general statement relative to the financial condition and operations of each Entity is printed in the *Book of Reports* and the *MBC Annual: Reports & Statistics*.

18. Legal Counsel

- A. The Executive Board is responsible to retain legal counsel for the MBC. The relationship is reviewed at least every three (3) years.

19. Limitation on Activities

- A. Subject to the declaration of religious liberty contained in MBC's charter, the MBC and Executive Board do not carry on any activities not permitted to be carried on:
 - (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
 - (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution or winding-up of the corporation, assets shall

be distributed for one or more exempt purposes as provided in the corporate articles, and within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

20. Amendments

- A. The Business and Financial Plan is published in the *Book of Reports* following the MBC Charter, Constitution and Bylaws. All motions related to amending the Business and Financial Plan are referred to the Executive Board. The Executive Board may make recommendations for amendment to the MBC Business and Financial Plan at the Annual Meeting. Amendments require a two-thirds (2/3) majority vote by Messengers. Before MBC action, the proposed amendment(s) are published, or posted on the official website of the MBC, at least thirty (30) days prior to the Annual Meeting.

BYLAWS OF THE CHRISTIAN LIFE COMMISSION OF THE MISSOURI BAPTIST CONVENTION

BYLAW 1 STATEMENT OF PURPOSE AND RESPONSIBILITY

Section 1. The Christian Life Commission ("CLC") of the Missouri Baptist Convention ("MBC") assists Missouri Baptists in the propagation of the Gospel by challenging them to be Salt & Light in accordance with Mathew 5:13-16.

Section 2. The purpose and the responsibility of the CLC is to educate and encourage the churches of the MBC to challenge their memberships to the ideal of biblical living as outlined in the *Baptist Faith and Message* (current edition).

Section 3. The CLC assumes responsibility for the study and the promotion of materials and information regarding, but not limited to, the following issues: (1) Family Life, (2) Human Rights, (3) Economics, (4) Moral Concepts, (5) Citizenship, and (6) Religious Liberty. The CLC cooperates with the Ethics and Religious Liberty Commission of the Southern Baptist Convention in areas of mutual agreement.

Section 4. In accordance with the Constitution and the Bylaws of the MBC, the CLC proposes resolutions, and/or other statements related to the Commission's scope of responsibilities, to the Annual Meeting Resolutions Committee or to other public square venues.

BYLAW 2 MEMBERSHIP

Section 1. The twelve (12) Commissioners of the CLC are elected by the MBC in accordance with the Charter, Constitution, and Bylaws of the MBC.

Section 2. All Commissioners of the CLC are active members of affiliated MBC churches. Each Commissioner is chosen with particular reference to his/her qualifications for the special work of the CLC, in accordance with the manner and the qualifications required by the MBC.

Section 3. Attendance at all meetings is expected of all Commissioners. Commissioners who miss should notify the Chairman at the earliest possible time, in advance of the meeting. Commissioners who miss four (4) regular meetings in one (1) year should tender their resignation from the CLC for the remainder of their term, unless they are able to show good cause for such absence and can demonstrate a reasonable expectation for further participation.

Section 4. The MBC President and the Executive Director of the MBC or his designate are *ex officio* members of the CLC.

BYLAW 3 MEETINGS

Section 1. The CLC has at least four (4) regular meetings each year.

Section 2. Called meetings are held upon the call of the Chairman, the Executive Director of the MBC, or upon the request of any seven (7) Commissioners of the CLC made to the Chairman or the Executive Director. Ten (10) days' notice of time and place of each meeting is required.

Section 3. A quorum of the CLC consists of at least a majority of Commissioners.

BYLAW 4 OFFICERS AND THEIR DUTIES

Section 1. Officers of the CLC are elected annually by the CLC at its first regular business meeting following the Annual Meeting of the MBC and shall consist of a Chairman, a Vice-Chairman, and a Secretary. Other offices or positions may be established by the CLC, as such offices are deemed beneficial to the furtherance of the CLC endeavors. Any additional Officers not herein named are elected by the CLC.

Section 2. The Chairman of the CLC presides at all meetings of the CLC and performs all other duties as ordinarily pertain to that office.

Section 3. The Vice-Chairman is to act for the Chairman in his absence; and in case of the resignation or death of the Chairman, he assumes all of the duties of the Chairman until the vacancy is filled by the CLC.

Section 4. The duty of the Secretary is to keep full and accurate minutes of each meeting of the CLC, to preserve all records of the CLC, and to perform such other duties as are usually related to the office of Secretary.

BYLAW 5
COMMITTEES

At the discretion of the CLC, the Chairman of the CLC appoints such committees from among the members of the CLC as may be necessary and proper to carry out the policies, programs, and business of the CLC. The Chairman of the CLC is an *ex officio* member of all committees. The CLC may authorize the appointment of special committees, as needs may arise, which may include Missouri Baptists other than Commissioners.

BYLAW 6
GOVERNING INSTRUMENTS

The Charter, Constitution, and Bylaws of the MBC are considered the governing instruments of the CLC; and all procedures, policies, and programs of the CLC are in harmony with and subject to the Constitution and the Bylaws of the MBC and its policies and programs. In accordance with Bylaw 1, the CLC is not a self-perpetuating board.

BYLAW 7
AMENDMENTS

These Bylaws may be amended at any regular meeting of the CLC or at a called meeting after ten (10) days' notice has been given in writing, with the purpose of the meeting stated in the notice, by a two-thirds (2/3) vote of the Commissioners present. All Bylaw amendments must be approved by the MBC Executive Board.

BYLAWS OF THE MISSOURI BAPTIST HISTORICAL COMMISSION

BYLAW 1 COMMISSIONERS

Section 1. The Historical Commission of the Missouri Baptist Convention (MBC), herein designated as the Commission, has nine (9) Commissioners, each of whom is elected by the MBC in the manner it chooses members of its boards and commissions. Three (3) of these are elected each year, serving for three (3) years each. A committee member is eligible to serve two (2) successive three-year terms, and then is eligible for re-nomination after one (1) year has transpired. A committee member who has not served two (2) full successive three-year terms may be eligible for nomination after one year has transpired.

Section 2. Should a vacancy of a Commissioner occur during his/her term, the same is reported to the MBC Nominating Committee to be filled in accordance with its rules.

BYLAW 2 MEETINGS

Section 1. The Commission meets semi-annually upon the call of the Chairman.

Section 2. The Chairman or any three (3) Commissioners may call a special meeting by sending written notification twenty (20) days prior to the meeting.

Section 3. A quorum of the Commission consists of at least fifty percent (50%) of the Commissioners.

Section 4. The meetings of the Commission are conducted according to the principles of the latest version of *Robert's Rules of Order*.

BYLAW 3 OFFICERS AND THEIR DUTIES

The Officers of the Commission and their duties are as follows:

Section 1. The Chairman of the Commission presides at all meetings and performs such other duties as are ordinarily pertinent to the office.

Section 2. The Vice-Chairman acts for the Chairman in his absence or incapacity, and in case of the resignation or death of the Chairman, assumes all the duties of the Chairman until the vacancy is duly filled by the Commission.

Section 3. The Secretary keeps full and accurate minutes of each meeting of the

Commissioners, to preserve all records and to perform such other duties as are usual to the office of the Secretary.

Section 4. The Chairman, Vice-Chairman, and Secretary of the Commission are elected by the Commissioners at their regular spring meeting and begin their terms at the close of that meeting and serve for a term of one (1) year or until their successors are duly elected.

BYLAW 4 COMMITTEES

Section 1. The Commissioners may appoint from their own number such committees as they deem necessary and then delegate to them such authority as the Commissioners deem advisable so long as they function in behalf of and subject to the Commissioners.

Section 2. The Bylaws Committee is a standing committee which consists of at least two (2) Commissioners. The committee is responsible for reviewing the Bylaws on a periodic basis and presenting such information as is pertinent to the Commission.

Section 3. The Budget Committee has the responsibility of reviewing the past recommendations and activities and presents to the whole Commission their recommendation for the budget in a timely manner.

BYLAW 5 GOVERNING INSTRUMENTS

The Charter, Constitution, and Bylaws of the MBC are considered the governing instruments of this Commission; and all procedures, policies, and programs of the Commission are in harmony with and subject to the Charter, Constitution, and Bylaws of the MBC and its policies and programs. In accordance with Bylaw 1, the Historical Commission of the MBC is not a self-perpetuating board.

BYLAW 6 AMENDMENTS

The Bylaws may be amended by a majority vote of the Commissioners at any regular meeting of the Commission or a called meeting. In either case, written notice must be given stating the purpose of amending the Bylaws. All Bylaws amendments must be approved by the MBC Executive Board.